

Company Number: SC295004

The Companies Act 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

**MEMORANDUM AND ARTICLES
OF ASSOCIATION**

PROJECT 81 YOUTH AND COMMUNITY ENTERPRISE LTD

Incorporated on 04 January 2006

As amended by:
Special Resolution

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION
OF
PROJECT 81 YOUTH AND COMMUNITY ENTERPRISE LTD

DATED: 7th MAY 2013

Each subscriber to this memorandum of association wishes to form a Company under the Companies Act 2006 and agrees to become a member of the Company.

Name and Addresses of Subscriber

Dated:

Name and Addresses of Subscriber

Dated:

Name and Addresses of Subscriber

Dated:

Name and Addresses of Subscriber

Dated:

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES of ASSOCIATION
OF
PROJECT 81 YOUTH AND COMMUNITY ENTERPRISE LTD

DATED: 7th MAY 2013

1: Constitution of Company

- 1.1 The model articles of association as prescribed in schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this Company (hereinafter referred to as the “Company”).
- 1.2 The Company's registered office is to be situated in **Scotland**.

2: Defined terms

2.1 Unless the context requires otherwise:

- (a) “Act” means the Companies Act 2006;
 - (b) “charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
 - (c) “charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
 - (d) “electronic form” has the meaning given in section 1168 of the Act;
 - (e) “OSCR” means the Office of the Scottish Charity Regulator;
 - (f) “property” means any property, heritable or moveable, real or personal, wherever situated;
 - (g) “subsidiary” has the meaning given in section 1159 of the Act.
 - (h) “Company” means Project 81 Youth and Community Enterprise Ltd
- 2.2 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

3: Objects

3.1 The Company's Objects are:

- (a) to promote the benefit, education and social welfare of young people (defined as those aged up to the 18th birthday or still in secondary education) and adults resident within the areas as defined by all residents of post codes commencing with the prefixes G84 0###, and all residents of G84 8## who appear in Appendix 1 to these Articles and are included in the Lomond North Ward, with the exclusion of G84 8HL (Faslane Naval Base Clyde), hereinafter referred to as “the Community”, by providing and/or promoting the provision of facilities and activities for recreation and other leisure time occupations as shall encourage and foster personal development;

- (b) to improve the condition of life and develop the physical, mental and spiritual capacities of the said young people and adults of the Community;
- (c) to encourage the breakdown of territorial, community and generational divides and foster positive role models for young people and adults within the Community through the provision of practical outreach, project activities and outings;
- (d) to assist young people and adults to find new interests and form effective relationships with others of different origins, backgrounds and age groups;
- (e) to enable young people and adults to take an active part in the management of provision of all of the above;
- (f) to associate with such local and statutory authorities, voluntary organisation and inhabitants insofar as they pursue the same objects as the Company;
- (g) to encourage and train young people and adults from within the Community as voluntary youth workers in the youth project and the Community activities;
- (h) to encourage the advancement of personal development and education of young people and adults through volunteering and training in the youth project and the Community activities;
- (i) to encourage the advancement of personal health and wellbeing within the Community;
- (j) to encourage the advancement of citizenship or community development including the promotion of civic responsibility and volunteering;
- (k) to encourage the provision of recreational facilities, or the organisation of recreational activities, with the object of improving the conditions of life for the young people and adults for whom the facilities or activities are primarily intended;
- (l) to provide such facilities and services for the Community as are deemed to enrich the lives of young people and adults within the Community.

3.2 The Company's Objects are restricted to those set out in article 3.1 above (but subject to 3.3).

3.3 The Company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the Company's objects in article 3.1 above; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

4. Powers

4.1 In pursuance of the Objects listed in 3.1 above (but not otherwise), the Company shall have the following powers:

- (a) to represent the interests of all persons residing in the Community and such other persons identified by the directors in accordance with such Community benefit policies and procedures as the directors may from time to time determine, in matters relating to the Objects;
- (b) to carry on any other activities which further any of the above Objects;
- (c) to promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the Company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the Company, all such functions as may be associated with a holding company;
- (d) to acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the Company's activities;
- (e) to purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Company's activities;
- (f) to improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Company;
- (g) to sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Company;

- (h) to lend money and give credit (with or without security) and to grant guarantees and issue indemnities;
- (i) to borrow money, and to give security in support of any such borrowings by the Company, in support of any obligations undertaken by the Company or in support of any guarantee issued by the Company;
- (j) to employ such staff as are considered appropriate for the proper conduct of the Company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants;
- (k) to engage such consultants and advisers as are considered appropriate from time to time;
- (l) to effect insurance of all kinds (which may include officers' liability insurance);
- (m) to invest any funds which are not immediately required for the Company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments);
- (n) to liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the Company's objects.
- (o) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the Company's Objects.
- (p) To take such steps as may be deemed appropriate for the purpose of raising funds for the Company's activities.
- (q) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (r) To oppose, or object to, any application or proceedings which may prejudice the Company's interests.
- (s) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Company, and to enter into any arrangement for cooperation or mutual assistance with any charity.
- (t) To do anything which may be incidental or conducive to the furtherance of any of the Company's objects.

5. Restrictions on use of the Company's assets

- 5.1 The income and property of the Company shall be applied solely towards promoting the Company's objects (as set out in article 3.1).
- 5.2 No part of the income or property of the Company shall be paid or transferred (directly or indirectly) to the members of the Company, whether by way of dividend, bonus or otherwise.
- 5.3 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.
- 5.4 No benefit (whether in money or in kind) shall be given by the Company to any director except:
 - (a) repayment of out-of-pocket expenses or
 - (b) reasonable payment in return for particular services (not being of a management nature) actually rendered to the Company.

6. Liability of members

- 6.1 Each member undertakes that if the Company is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she will contribute - up to a maximum of £1 - to the assets of the Company, to be applied towards:
 - (a) payment of the Company's debts and liabilities contracted before he/she ceases to be a member;
 - (b) payment of the costs, charges and expenses of winding up;
 - (c) adjustment of the rights of the contributories among themselves.

7. General structure

7.1 The structure of the Company consists of:-

- (a) the JUNIOR COMMUNITY MEMBERS – (from the age of 11 to 17 or still in secondary education, living in the Community and subject to article 9, below) who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of Association and the Act; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves.
- (b) the JUNIOR ASSOCIATE MEMBERS – (from the age of 11 to 18 or still in secondary education and subject to article 9, below) who have the right to attend the annual general meeting (and any extraordinary general meeting) but have no powers under the articles of Association and the Act.
- (c) the COMMUNITY MEMBERS – (from the age of 18 and over and subject to article 9, below) who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of Association and the Act; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves; members are also eligible to be elected to the board of directors.
- (d) the ASSOCIATE MEMBERS – (from the age of 18 and over and subject to article 9, below) who have the right to attend the annual general meeting (and any extraordinary general meeting) but have no powers under the articles of Association and the Act.
- (e) the DIRECTORS - (from the age of 18 and over) who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Company; in particular, the directors are responsible for monitoring the financial position of the Company.

7.2 All Junior Members automatically become Members upon the attainment of the age of 18.

8. Qualifications for membership

8.1 Membership shall be open to:

- (a) Members – any individual (subject to article 7, above) who supports the aims of the Company.
- (b) Corporate Members – Nominees of any organisation, which supports the aims of the Company.

8.2 Salaried employees of the Company shall be eligible for associate membership only; a person who becomes an employee of the Company after admission to membership shall automatically become an associate member. For avoidance of doubt, the foregoing shall not apply to sessional workers.

9. Application for membership

- 9.1 Any person who wishes to become a member must sign, and lodge with the Company, a written application for membership.
- 9.2 The board may, at its discretion, refuse to admit any person to membership, however the grounds for the refusal must be provided in writing. The decision of the board is final.
- 9.3 The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.
- 9.4 Membership may not be restricted or withheld, and members may not be expelled, on the basis of gender, age, ethnic background, disability, caring responsibilities, sexual orientation, religious belief, or marital status.

10. Membership subscription

10.1 There is no charge for membership.

11. Register of members

11.1 The directors shall maintain a register of Junior Members, Associate Junior Members, Members, Associate Members and Corporate Members, setting out the full name, address and contact details of each, the date on which he/she/it was admitted, and the date on which any person or organisation ceased to be a member.

12. Withdrawal from membership

12.1 Any person who wishes to withdraw from membership shall sign, and lodge with the Company, a written notice to that effect. On receipt of the notice by the Company, he/she shall cease to be a member.

13. Expulsion from membership

13.1 Any person may be expelled from membership by decision of the board of directors, providing the following procedures have been observed:

- (a) at least 21 days' notice of the intention to terminate membership must be given to the member concerned, specifying the grounds for the proposed termination;
- (b) the member concerned shall be entitled to be heard at the next directors meeting.

13.2 Any person excluded from the premises for any reason will be deemed to have membership suspended pending a final decision of the directors at their next meeting, subject to articles 13(a) and 13(b) above.

14. Termination/transfer of membership

14.1 Membership shall cease on death.

14.2 A member may not transfer his/her membership to any other person.

15. General meetings (meetings of members)

15.1 The directors shall convene an annual general meeting in each year.

15.2 Not more than 15 months shall elapse between one annual general meeting and the next.

15.3 The business of each annual general meeting shall include:

- (a) a report by the Chair on the activities of the Company
- (b) consideration of the annual accounts of the Company
- (c) the election/re-election of directors, as referred to in article 21.

15.4 The directors may convene an extraordinary general meeting at any time.

15.5 The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

16. Notice of general meetings

16.1 At least 14 clear days' notice must be given of an annual general meeting or extraordinary general meeting.

16.2 The reference to "clear days" in article 16.1 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.

16.3 A notice calling a meeting shall specify the time and place of the meeting; it shall:

- (a) indicate the general nature of the 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.

16.4 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.

16.5 Notice of every general meeting shall be given:

- (a) in hard copy form, or
- (b) in writing or, (where the individual to whom notice is given has notified the Company of an address to be used for the purpose of electronic communication) in electronic form; or
- (c) (subject to the Company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.

17. Special resolutions and ordinary resolutions

17.1 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 16.1 to 16.5; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.

17.2 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the Company, by special resolution,

- (a) to alter its name
- (b) to alter any provision of these articles or adopt new articles of Company.

17.3 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 against), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with article 16, above.

18. Procedure at general meetings

18.1 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be ten members present in person; in addition, adult members must be in the majority.

18.2 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the Chair of the meeting.

18.3 The Chair of the Company shall (if present and willing to act as Chair) preside as Chair of each general meeting; if the Chair is not present and willing to act as Chair within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as Chair of that meeting.

18.4 The Chair of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the Chair may determine.

18.5 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.

18.6 Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):

- (a) shall lodge with the Company, at the Company’s registered office, a written instrument of proxy (in such form as the directors require), signed by him/her; or
- (b) shall send by electronic means to the Company, at such electronic address as may have been notified to the members by the Company for that purpose, an instrument of proxy (in such form as the directors require) providing (in either case), the instrument of proxy is received by the Company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).

- 18.7 An instrument of proxy which does not conform with the provisions of article 18.6, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 18.8 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 18.9 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the Company.
- 18.10 A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the Company at the Company's registered office (or, where sent by electronic means, was received by the Company at the address notified by the Company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
- 18.11 If there are an equal number of votes for and against any resolution, the Chair of the meeting shall be entitled to a casting vote.
- 18.12 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the Chair (or by at least two persons present in person at the meeting and entitled to vote (whether as members or proxies for members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- 18.13 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the Chair may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

19. Number of directors

- 19.1 The number of directors shall be not fewer than three and not subject to a maximum.

20. Eligibility

- 20.1 A person shall not be eligible for election/appointment as a director unless he/she is a member of the Company.
- 20.2 Directors will be elected from the Community membership and will form the majority of the board.
- 20.3 Additional directors may be co-opted by the board as required.

21. Election, retiral, re-election

- 21.1 At each annual general meeting, the members may (subject to article 19, above) elect any member (subject to article 3.1 above, and providing he/she is willing to act) to be a director.
- 21.2 The directors may at any time appoint any member (providing he/she is willing to act) to be a director.
- 21.3 The board will take up references for new board members; in addition, satisfactory PVG registration is required.
- 21.3 At every Annual General Meeting one third of the Directors shall retire from office, the persons to retire at the first Annual General Meeting being determined by agreement between the Directors and in default of agreement determined by lot. If their number is not a multiple of three, the number nearest to one-third of them shall retire from office and thereafter at subsequent Annual General Meetings those to retire from office shall be those who have been longest in office since their last election to office. As between members of equal seniority, the members to retire shall in default of agreement be determined by lot. A retiring director shall be eligible for re-election.

22. Termination of office

- 22.1 A director shall automatically vacate office if:-

- (a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director,
- (b) he/she becomes debarred under any statutory provision from being a charity director,
- (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months,
- (d) he/she ceases to be a member of the Company,
- (e) he/she becomes an employee of the Company,
- (f) he/she resigns office by notice to the Company,
- (g) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office,
- (h) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

23. Register of directors

- 23.1 The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director.
- 23.2 In order to preserve the rights of the founding organisations (Garelochhead Church of Scotland and the Garelochhead and Portincaple Community Trust) the minister (or his/her representative) of the Church and the chair of Garelochhead and Portincaple Community Trust (or his/her representative) are deemed ex officio directors.

24. Office Bearers

- 24.1 The directors shall elect from among themselves a Chair and a Treasurer, and such other office bearers (if any) as they consider appropriate.
- 24.2 All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
- 24.3 A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

25. Powers of directors

- 25.1 Subject to the provisions of the Act and these articles, and subject to any directions given by special resolution, the Company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the Company.
- 25.2 A meeting of the directors at which a quorum is present (in terms of article 19, above) may exercise all powers exercisable by the directors.

26. Personal interests

- 26.1 A director who has a personal interest in any transaction or other arrangement which the Company is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred (in terms of article 27.9) from voting on the question of whether or not the Company should enter into that arrangement.
- 26.2 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of the Act), has a personal interest in that arrangement.
- 26.3 Provided:
- (a) he/she has declared his/her interest,

(b) he/she has not voted on the question of whether or not the Company should enter into the relevant arrangement, and

(c) the requirements of article 26.5 are complied with,

a director will not be debarred from entering into an arrangement with the Company in which he/she has a personal interest (or is deemed to have a personal interest under article 26.2) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

26.4 No director may serve as an employee (full time or part time) of the Company, and no director may be given any remuneration by the Company for carrying out his/her duties as a director.

26.5 Where a director provides services to the Company or might benefit from any remuneration paid to a connected party for such services, then:

(a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable

(b) the directors must be satisfied that it would be in the interests of the Company to enter into the arrangement (taking account of that maximum amount); and

(c) less than half of the directors must be receiving remuneration from the Company (or benefit from remuneration of that nature).

26.6 The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

27. Procedure at directors' meetings

27.1 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors. Directors living within the Community as defined by Appendix 1 must be in the majority at all board meetings.

27.2 Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the Chair of the meeting shall have a casting vote.

27.3 No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be not less than three.

27.4 If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.

27.5 Unless he/she is unwilling to do so, the Chair of the Company shall preside as Chair at every directors' meeting at which he/she is present; if the Chair is unwilling to act as Chair or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as Chair of the meeting.

27.6 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote

27.7 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the Company; he/she must withdraw from the meeting while an item of that nature is being dealt with.

27.8 For the purposes of article 27.7, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

27.9 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.

27.10 The Company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of paragraphs 27.7 to 27.9.

28. Conduct of directors

28.1 Each of the directors shall, in exercising his/her functions as a director of the Company, act in the interests of the Company; and, in particular, must:

- (a) seek, in good faith, to ensure that the Company acts in a manner which is in accordance with its Objects,
- (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person,
- (c) in circumstances giving rise to the possibility of a conflict of interest or interest between the Company and any other party:
 - (i) put the interests of the Company before that of the other party, in taking decisions as a director
 - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the Company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question,
- (d) ensure that the Company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

29. Delegation to sub-committees

29.1 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the Chair of the Company (or the holder of any other post) such of their powers as they may consider appropriate.

29.2 Any delegation of powers under article 29.1 may be made subject to such conditions as the directors may impose and may be revoked or altered.

29.3 The rules of procedure for any sub-committee shall be as prescribed by the directors.

30. Operation of bank accounts

30.1 The signatures of two out of all signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Company.

31. Secretary

31.1 The directors shall (notwithstanding the provisions of the Act) appoint a company secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the company secretary, and the such conditions of appointment shall be as determined by the directors; the company secretary may be removed by them at any time.

32. Minutes

32.1 The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the Chair of the meeting.

33. Accounting records and annual accounts

33.1 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

33.2 The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

33.3 No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the Company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the Company.

34. Notices

34.1 Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the Company or (in the case of a member who has notified the Company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.

34.2 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 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.

34.3 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed 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.

35. Winding-up

35.1 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 transferred to such body or bodies (whether incorporated or unincorporated) as may 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 acquire jurisdiction), to be used solely for a charitable purpose or charitable purposes having the same or similar Objects to the company.

35.2 For the avoidance of doubt, a body to which property is transferred under article 35.1 above may be a member of the Company.

35.3 To the extent that effect cannot be given to article 35.1 (as read with article 35.2), the relevant property shall be applied to some charitable purpose or purposes.

36. Indemnity

36.1 Every director or other officer or auditor of the Company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 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; that may include, 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 any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of Company in relation to the affairs of the Company.

36.2 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 232(2) of the Act (negligence etc. of a director).

Appendix 1**Schedule of Post Codes referred to in Article 3.1(a)****RHU AND SHANDON POST CODES IN WARD 9 - LOMOND NORTH**

| RHU POST CODES | | SHANDON POST CODES | |
|-----------------------|---------|---------------------------|---------|
| RHU | G84 8DY | SHANDON | G84 8BT |
| RHU | G84 8HU | SHANDON | G84 8HN |
| RHU | G84 8HX | SHANDON | G84 8HR |
| RHU | G84 8HY | SHANDON | G84 8NN |
| RHU | G84 8JA | SHANDON | G84 8NP |
| RHU | G84 8JB | SHANDON | G84 8NR |
| RHU | G84 8JD | SHANDON | G84 8NU |
| RHU | G84 8JE | SHANDON | G84 8NW |
| RHU | G84 8JG | SHANDON | G84 8NX |
| RHU | G84 8JH | SHANDON | G84 8NZ |
| RHU | G84 8JJ | SHANDON | G84 8PA |
| RHU | G84 8JQ | SHANDON | G84 8PB |
| RHU | G84 8LA | SHANDON | G84 8QZ |
| RHU | G84 8LE | | |
| RHU | G84 8LF | | |
| RHU | G84 8LG | | |
| RHU | G84 8LH | | |
| RHU | G84 8LJ | | |
| RHU | G84 8LL | | |
| RHU | G84 8LP | | |
| RHU | G84 8LQ | | |
| RHU | G84 8LR | | |
| RHU | G84 8LS | | |
| RHU | G84 8LT | | |
| RHU | G84 8LU | | |
| RHU | G84 8LW | | |
| RHU | G84 8LX | | |
| RHU | G84 8LY | | |
| RHU | G84 8LZ | | |
| RHU | G84 8NE | | |
| RHU | G84 8NF | | |
| RHU | | RHU | G84 8NG |
| | | RHU | G84 8NH |
| | | RHU | G84 8NJ |
| | | RHU | G84 8NL |
| | | RHU | G84 8NN |
| | | RHU | G84 8RA |
| | | RHU | G84 8RB |
| | | RHU | G84 8RD |
| | | RHU | G84 8RE |
| | | RHU | G84 8RF |
| | | RHU | G84 8RG |
| | | RHU | G84 8RH |
| | | RHU | G84 8RJ |
| | | RHU | G84 8RL |
| | | RHU | G84 8RN |
| | | RHU | G84 8RP |
| | | RHU | G84 8RQ |
| | | RHU | G84 8RR |
| | | RHU | G84 8RS |
| | | RHU | G84 8RT |
| | | RHU | G84 8RU |
| | | RHU | G84 8RW |
| | | RHU | G84 8RX |
| | | RHU | G84 8RY |
| | | RHU | G84 8RZ |
| | | RHU | G84 8SA |
| | | RHU | G84 8SB |
| | | RHU | G84 8SD |
| | | RHU | G84 8SG |
| | | RHU | G84 8SY |