



THE COMPANIES ACT 1985

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

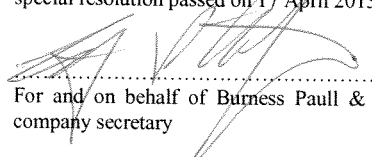
ARTICLES of ASSOCIATION

of

THE PEARCE INSTITUTE

(as altered by special resolution passed on 17 April 2013)

This is a print of the articles of association as amended by special resolution passed on 17 April 2013


For and on behalf of Burness Paul & Williamson LLP,
company secretary

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
of
THE PEARCE INSTITUTE

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Membership

- 1 The subscribers to the memorandum of association and such other individuals and bodies as are admitted to membership under articles 5 to 17 shall be the members of the company (“the Company”).
- 2 Membership shall cease on death or, in the case of an incorporated body, on the dissolution, winding-up, striking-off or receivership of that body.
- 3 A member may not transfer his/her/its membership to any other individual/body.

Categories of membership

4 For the purposes of these articles:-

“Community Planning Member” means a member admitted under paragraph 5 of article 4;

“Community Member” means a member admitted under paragraph 5.2, 5.4, 5.9 or 5.10 of article 4;

“Community Churches Member” means a member admitted under paragraph 5.3 of article 4;

“Community Councils Member” means a member admitted under paragraph 5.5 of article 4;

“Tenants of The Pearce Institute Member” means a member admitted under paragraph 5.6 of article 4;

“Individual Member” means a member admitted under paragraph 5.7 of article 4;

“User Group Member” means a member admitted under paragraph 5.8 of article 5;

“Partner Member” means a member admitted under paragraph 5.11, 5.12 or 5.13 of article 4;

“Housing Association Member” means a member admitted under paragraph 5.14 of article 4.

Qualifications for membership

5 *Subject to articles 1, 5.14, 7, 15 and 16, membership shall be open to the following:-

5.1 any local structure within the community planning process within the Operating Area (as defined in the memorandum of association of the Company);

5.2 Govan Old Church;

5.3 any church within the Operating Area, but excluding any church eligible for membership under paragraph 5.2 of article 4;

5.4 Govan Community Council;

* As amended by special resolution passed on 17 April 2013

- 5.5 any community council within the Operating Area, but excluding any community council eligible for membership under paragraph 5.4 of article 4;
 - 5.6 any tenant of the Company;
 - 5.7 any individual, aged 18 or over, who supports the aims and activities of the Company;
 - 5.8 any User Group which uses the services and facilities of The Pearce Institute and which supports the aims and activities of the Company;
 - 5.9 Govan High School;
 - 5.10 The Govan Weavers Society;
 - 5.11 Glasgow City Council;
 - 5.12 Govan Initiative Limited;
 - 5.13 Govan Housing Association Limited;
 - 5.14 any housing associations within the Operating Area, but excluding any housing association eligible for membership under paragraph 5.13 of article 4;
- 6 Any reference in article 4 to an unincorporated body shall be deemed to be a reference to an individual nominated for membership by such unincorporated body.
- 7 No more than one individual nominated by each unincorporated body may constitute a member at any given time.
- 7A ⁺No more than one individual admitted under paragraph 5.9 of article 5 may be a member at any given time.
- 8 No employee of the Company may become a member of the Company; a person admitted as a member shall automatically cease to be a member if he/she becomes an employee of the Company.
- 8A ⁺An individual admitted to membership under paragraph 5.9 of article 5 shall automatically cease to be a member if he/she ceases to be a member of the senior teaching staff of Govan High School.

⁺ As inserted by special resolution passed on 17 April 2013

Application for membership

- 9 Any Community Member or Partner Member which is an incorporated body which wishes to become a member shall lodge with the Company a written application for membership (in such form as the directors require), signed on its behalf by one of its authorised officers; the body will automatically constitute a member of the Company immediately upon receipt by the Company of the application for membership.
- 10 Any individual who wishes to become a member on the basis of nomination by a Community Member which is an unincorporated body shall lodge with the Company a written application for membership (in such form as the directors require), signed by him/her and also signed by one of the authorised officers of the unincorporated body nominating him/her for membership; the individual will automatically constitute a member of the Company immediately upon receipt by the Company of the application for membership.
- 10A ⁺Any Community Member who wishes to become a member under paragraph 5.9 of article 5 (member of the senior teaching staff of Govan High School) shall lodge with the Company a written application for membership (in such form as the directors require), signed by him/her; he/she will automatically constitute a member of the Company immediately upon receipt by the Company of the application for membership.
- 11 Any Community Planning Member, Community Churches Member, Community Councils Member, Tenants of The Pearce Institute Member, User Group Member or Housing Association Member which is an incorporated body which wishes to become a member shall lodge with the Company a written application for membership (in such form as the directors require), signed on its behalf by one of its authorised officers (in such form as the directors require).
- 12 Any individual who wishes to become a member on the basis of nomination by a Community Planning Member, Community Churches Member, Community Councils Member, Tenants of The Pearce Institute Member, User Group Member or Housing Association Member which is an unincorporated body shall lodge with the Company a written application for membership (in such form as the directors require), signed by him/her and also signed by one of the authorised officers of the unincorporated body nominating him/her for membership.
- 13 Any individual who wishes to become an Individual Member shall lodge with the Company a written application for membership (in such form as the directors require), signed by him/her.
- 14 Each application for membership under article 11, 12 or 13 shall be considered by the directors at the first meeting of the directors which is held after receipt by the Company of the written application required under the respective articles.

⁺ As inserted by special resolution passed on 17 April 2013

- 15 The directors shall be entitled at their discretion to refuse to admit any applicant under the articles referred to in article 14 to membership.
- 16 Without prejudice to the provisions of article 15, the directors shall refuse to admit any applicant to membership during the period of eight weeks prior to the date of the annual general meeting; if the precise date of the annual general meeting has not been set, the preceding provisions shall apply with reference to such range of dates as reflects the directors' reasonable expectation of when the annual general meeting is likely to be held.
- 17 The directors shall, as soon as reasonably practicable after the meeting at which an application is considered under article 14, notify the applicant in writing of the directors' decision as to whether or not to admit him/her/it to membership.

Membership subscription

- 18 No membership subscription shall be payable.

Annual re-registration

- 19 Each member shall require to re-register as a member of the company prior to every fifth annual general meeting in accordance with articles 20 to 24.
- 20 The directors shall, at least eight weeks prior to every fifth annual general meeting, notify the members in writing of the requirement to re-register; each such notification shall be accompanied by a re-registration form (in such terms as the directors may require) and shall include a statement of the possible consequences (under article 23) of failure to re-register.
- 21 Each member shall (subject to article 22) require to return his/her/its re-registration form by the date occurring four weeks prior to the relevant annual general meeting.
- 22 If the directors fail to issue a notification (complying with article 20) to any member by the date occurring eight weeks prior to the relevant annual general meeting, the member concerned shall require to return his/her/its re-registration form
- 22.1 by the date occurring four weeks after the written notification (with accompanying form) complying with article 20 was given to him/her/it ; or
- 22.2 by the date of the annual general meeting,
- whichever is the earlier.
- 23 If any member fails to return his/her/its re-registration form within the period allowed under article 21 or (as applicable) article 22, the directors shall send a reminder letter to the member concerned; if the registration form is not returned within two weeks of the date of the reminder letter, the directors may, by resolution, expel him/her/it from membership.

- 24 For the avoidance of doubt, the directors shall have no power to refuse re-registration of any Member in a case where the member has lodged a re-registration form within the period allowed under articles 21, 22 and 23.

Expulsion

- 25 Subject to articles 26 to 30, the Company may, by special resolution, expel any individual or body from membership.
- 26 Any member who/which wishes to propose at any meeting a resolution for the expulsion of any individual or body from membership shall lodge with the Company written notice of his/her/its intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the meeting.
- 27 The Company shall, on receipt of a notice under the preceding article, forthwith send a copy of the notice to the member concerned, and the member concerned shall be entitled to make written representations to the Company with regard to the notice.
- 28 If representations are made to the Company in pursuance of the preceding article, the Company shall (unless such representations are received by the Company too late for it to do so):-
- 28.1 state the fact of the representations having been made in the notice convening the meeting at which the resolution is to be proposed; and
- 28.2 send a copy of the representations to every individual/body to whom notice of the meeting is or was given.
- 29 Whether or not a copy of written representations has been given to each of the individuals/bodies entitled to receive notice of the meeting, the member concerned, or (in the case of a corporate body) the authorised representative of that body, shall be entitled to be heard on the resolution at the meeting.
- 30 Failure to comply with any of the provisions of articles 26 to 29 shall render any resolution for the expulsion of an individual/body from membership invalid.
- 31 An individual/body expelled from membership under articles 25 to 30 shall cease to be a member with effect from the time at which the relevant resolution is passed.

Withdrawal from membership

- 32 Any individual or body who/which wishes to withdraw from membership shall lodge with the Company a written notice of retiral (in such form as the directors require), signed by him/her or, in the case of an incorporated body, signed on its behalf by one of its authorised officers; on receipt of the notice by the Company he/she/it shall cease to be a member.

- 33 Any unincorporated body which wishes to withdraw its nomination for membership shall lodge a notice in writing with the Company to that effect (in such form as the directors require), signed on its behalf by one of its authorised officers; on receipt of the notice by the Company, the individual admitted to membership on the basis of nomination by that body shall cease to be a member.

General meetings

- 34 All general meetings other than annual general meetings are to be called extraordinary general meetings.
- 35 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(2) of the Act).
- 36 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.
- 37 The business of each annual general meeting shall include the following (unless the directors otherwise resolve, in exceptional circumstances):-
- 37.1 a report by the chair on the activities of the Company;
 - 37.2 consideration of the annual accounts of the Company;
 - 37.3 the election/re-election of directors, as referred to in articles 74 to 100.

Notice of general meetings

- 38 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 43) 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.
- 39 The reference to "**clear days**" in article 38 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 contained in an electronic communication, the day after the time when it was sent) and also the day of the meeting, should be excluded.
- 40 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 43) (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.

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

Special resolutions and ordinary resolutions

- 43 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 38 to 42; 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.
- 44 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the Company, by special resolution:-
- 44.1 to alter its name;
- 44.2 (subject to the provisions of the Act) to alter its memorandum of association with respect to the Company’s objects;
- 44.3 to alter any provision of these articles or adopt new articles of association.
- 45 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, and (as applicable) the chairperson’s casting vote) at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 38 to 42.

Proceedings at general meetings

- 46 No business shall be transacted at any general meeting unless a quorum is present; one tenth (rounded downwards if necessary) of the total number of members, present in person (in the case of an incorporated body, represented by its authorised representative), shall be a quorum.
- 47 If the quorum required under article 46 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.

- 48 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 half an hour of the time appointed for holding the meeting, the Vice Chair shall (if present and willing to act) preside as chairperson of the meeting.
- 49 If neither the Chair nor the Vice Chair is present and willing to act as chairperson of the meeting within half an hour of 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.
- 50 A director shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting.
- 51 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.
- 52 A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, or immediately after the result of the show of hands is declared, a secret ballot is demanded by the chairperson of the meeting or by any person present at the meeting and entitled to vote (whether as a member or the representative of a member which is an incorporated body).
- 53 If a secret ballot is demanded in accordance with the preceding article, it shall be taken at once and shall be conducted in such manner as the chairperson of the meeting may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.
- 54 A resolution in writing signed by or on behalf of all the members of the Company who/which, 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

- 55 Subject to articles 56 to 62, every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally or (in the case of a member which is an incorporated body) given via its duly authorised representative present at the meeting.
- 56 In relation to each resolution which is proposed at a general meeting, the Community Planning Members shall (in aggregate) be entitled to cast one vote only; the question of whether such vote should be cast for or against the resolution shall be determined by a separate vote conducted among the Community Planning Members present in person, or (in the case of a Community Planning Member which is an incorporated body) present via its duly authorised representative, at the meeting.

- 57 In relation to each resolution which is proposed at a general meeting, the Community Churches Members shall (in aggregate) be entitled to cast one vote only; the question of whether such vote should be cast for or against the resolution shall be determined by a separate vote conducted among the Community Churches Members present in person, or (in the case of a Community Churches Member which is an incorporated body) present via its duly authorised representative, at the meeting.
- 58 In relation to each resolution which is proposed at a general meeting, the Community Councils Members shall (in aggregate) be entitled to cast one vote only; the question of whether such vote should be cast for or against the resolution shall be determined by a separate vote conducted among the Community Councils Members present in person or (in the case of a Community Councils Member which is an incorporated body) present via its duly authorised representative, at the meeting.
- 59 In relation to each resolution which is proposed at a general meeting, the Tenants of The Pearce Institute Members shall (in aggregate) be entitled to cast one vote only; the question of whether such vote should be cast for or against the resolution shall be determined by a separate vote conducted among the Tenants of The Pearce Institute Members present in person, or (in the case of a Tenants of The Pearce Institute Member which is an incorporated body) present via its duly authorised representative, at the meeting.
- 60 In relation to each resolution which is proposed at a general meeting, the Individual Members shall (in aggregate) be entitled to cast one vote only; the question of whether such vote should be cast for or against the resolution shall be determined by a separate vote conducted among the Individual Members present in person at the meeting.
- 61 In relation to each resolution which is proposed at a general meeting, the User Group Members shall (in aggregate) be entitled to cast one vote only; the question of whether such vote should be cast for or against the resolution shall be determined by a separate vote conducted among the User Group Members present in person, or (in the case of a User Group Member which is an incorporated body) present via its duly authorised representative, at the meeting.
- 62 In relation to each resolution which is proposed at a general meeting, the Housing Association Members shall (in aggregate) be entitled to cast one vote only; the question of whether such vote should be cast for or against the resolution shall be determined by a separate vote conducted among the Housing Association Members present in person, or (in the case of a Housing Association Member which is an incorporated body) present via its duly authorised representative at the meeting.
- 63 A member which is an incorporated body may authorise an individual to act as its representative at any general meeting of the Company; 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.

- 64 A vote given, or ballot demanded, by the duly authorised representative of a member which is an incorporated body 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 contained in an electronic communication, was received by the Company at the address notified by the Company to the members for the purpose of electronic communication) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
- 65 In the case of an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting shall be entitled to a casting vote.

Categories of director

- 66 For the purposes of these articles:-

“Appointed Director” means a director appointed or re-appointed under articles 68 to 73;

“Community Planning Director” means a director appointed or re-appointed under articles 74 to 77;

“Community Churches Director” means a director appointed or re-appointed under articles 78 to 81;

“Community Councils Director” appointed or re-appointed under articles 82 to 85;

“Tenants of The Pearce Institute Director” means a director appointed or re-appointed under articles 86 to 89;

“Individual Director” means a director appointed or re-appointed under articles 90 to 92;

User Group Director” means a director appointed or re-appointed under articles 93 to 96;

“Housing Association Director” means a director appointed or re-appointed under articles 97 to 100;

“Co-opted Director” means a director appointed or reappointed under articles 101 to 103.

Number of directors

- 67 *The maximum number of directors shall be 20, of whom no more than 8 may be Appointed Directors, no more than 1 may be a Community Planning Director, no more than 1 may be a

* As amended by special resolution passed on 17 April 2013

Community Churches Director, no more than 1 may be a Community Councils Director, no more than 1 may be a Tenants of The Pearce Institute Director, no more than 1 may be an Individual Director, no more than 1 may be a User Groups Director, no more than 1 may be a Housing Association Director and no more than 5 shall be Co-opted Directors.

Appointment, removal etc: Appointed Directors

- 68 *Subject to article 70, each of the Community Members and Partner Members may by notice in writing, signed on its behalf by one of its appropriate officers (or, if the Community Member or Partner is (a) an individual admitted to membership on the basis of nomination by an unincorporated body or (b) admitted to membership on the basis that he/she is a member of the senior teaching staff of Govan High School, signed by him/ her) and given to the Company:-
- 68.1 appoint any person (other than an employee of the Company) who is willing so to act to be a director, either to fill a vacancy or as an additional director; or
- 68.2 remove any director appointed by that member from office as a director.
- 69 Any appointment or removal of a director under article 68 shall have effect from the date on which the relevant notice is given to the Company.
- 70 Subject to article 71, the powers conferred by article 68 shall be deemed to be limited such that no more than one individual appointed by each of the Community Members or Partner Members under article 67 may hold office as a director at any given time.
- 71 The powers conferred by article 68 shall be deemed to be limited such that no more than two individuals appointed by the Partner Member admitted under paragraph 5.11 of article 4 (Glasgow City Council) may hold office as a director at any given time; the Partner Member admitted under paragraph 5.11 of article 4 (Glasgow City Council) shall, so far as reasonably practicable, ensure that one of the individuals appointed by it as a director is an elected member and that the other is an officer of the Council.
- 72 For the purposes of articles 68 to 70, the individuals entered in the register of members from time to time on the basis of nomination by a given unincorporated body shall be deemed to constitute a single member.
- 73 All of the directors appointed under article 68 shall vacate office with effect from the conclusion of each annual general meeting, but shall then be eligible for re-appointment by the relevant member under article 68; if the notice re-appointing him/her as a director is received by the Company at or prior to the relevant annual general meeting, he/she shall

* As amended by special resolution passed on 17 April 2013

(subject to article 104) remain as a director until the annual general meeting which next follows.

Election, retiral, re-election: Community Planning Directors

- 74 At each annual general meeting of the Company, the Community Planning Members may (subject to article 67) elect as a director (a “**Community Planning Director**”) any individual (other than an employee of the Company) who is a Community Planning Member, providing he/she is willing so to act.
- 75 The directors may at any time appoint any Community Planning Member (providing he/she is willing to act) to be a director (a “**Community Planning Director**”), either to fill a vacancy or (subject to article 67) as an additional director.
- 76 For the purposes of article 74 and 75, an individual nominated by a Community Planning Member which is an incorporated body, for appointment as a director shall be deemed to be a Community Planning Member.
- 77 At each annual general meeting, each of the Community Planning Directors shall retire from office, but shall then be eligible for re-election under article 74.

Election, retiral, re-election: Community Churches Directors

- 78 At each annual general meeting of the Company, the Community Churches Members may (subject to article 67) elect as a director (a “**Community Churches Director**”) any individual (other than an employee of the Company) who is a Community Churches Member, providing he/she is willing so to act.
- 79 The directors may at any time appoint any Community Churches Member (providing he/she is willing to act) to be a director (a “**Community Churches Director**”), either to fill a vacancy or (subject to article 67) as an additional director.
- 80 For the purposes of article 78 and 79 an individual nominated by a Community Churches Member which is an incorporated body, for appointment as a director shall be deemed to be a Community Churches Member.
- 81 At each annual general meeting, each of the Community Churches Directors shall retire from office, but shall then be eligible for re-election under article 78.

Election, retiral, re-election: Community Councils Directors

- 82 At each annual general meeting of the Company, the Community Councils Members may (subject to article 67) elect as a director (a “**Community Councils Director**”) any individual (other than an employee of the Company) who is a Community Councils Member, providing he/she is willing so to act.

- 83 The directors may at any time appoint any Community Councils Member (providing he/she is willing to act) to be a director (a “**Community Councils Director**”), either to fill a vacancy or (subject to article 67) as an additional director.
- 84 For the purposes of articles 82 and 83, an individual nominated by a Community Councils Member which is an incorporated body, for appointment as director shall be deemed to be a Community Councils Member.
- 85 At each annual general meeting, each of the Community Councils Directors shall retire from office, but shall then be eligible for re-election under article 82.

Election, retiral, re-election: Tenants of The Pearce Institute Directors

- 86 At each annual general meeting of the Company, the Tenants of The Pearce Institute Members may (subject to article 67) elect as a director (a “**Tenants of The Pearce Institute Director**”) any individual (other than an employee of the Company) who is a Tenants of The Pearce Institute Member, providing he/she is willing so to act.
- 87 The directors may at any time appoint any individual nominated by a Tenants of The Pearce Institute Member (providing he/she is willing to act) to be a director (a “**Tenants of The Pearce Institute Director**”), either to fill a vacancy or (subject to article 67) as an additional director.
- 88 For the purposes of articles 86 and 87, an individual nominated by a Tenants of The Pearce Institute Member which is an incorporated body, for appointment as a director shall be deemed to be a Tenants of The Pearce Institute Member.
- 89 At each annual general meeting, each of the Tenants of The Pearce Institute Directors shall retire from office, but shall then be eligible for re-election under article 86.

Election, retiral, re-election: Individual Directors

- 90 At each annual general meeting of the Company, the Individual Members may (subject to article 67) elect as a director (an “**Individual Director**”) any individual (other than an employee of the Company) who is an Individual Member, providing he/she is willing so to act.
- 91 The directors may at any time appoint any Individual Member (providing he/she is willing to act) to be a director (an “**Individual Director**”), either to fill a vacancy or (subject to article 67) as an additional director.
- 92 At each annual general meeting, each of the Individual Directors shall retire from office, but shall then be eligible for re-election under article 90.

Election, retrial, re-election: User Group Director

- 93 At each annual general meeting of the Company, the User Group Members may (subject to article 67) elect as a director (a **“User Group Director”**) any individual (other than an employee of the Company) who is a User Group Member, providing he/she is willing so to act.
- 94 The directors may at any time appoint any User Group Member (providing he/she is willing to act) to be a director (a **“User Group Director”**), either to fill a vacancy or (subject to article 67) as an additional director.
- 95 For the purposes of articles 93 and 94, an individual nominated by a User Group Member which is an incorporated body, for appointment as director shall be deemed to be a User Group Member.
- 96 At each annual general meeting, each of the User Group Directors shall retire from office, but shall then be eligible for re-election under article 93.

Election, retrial, re-election: Housing Association Directors

- 97 At each annual general meeting of the Company, the Housing Association Members may (subject to article 67) elect as a director (a **“Housing Association Director”**) any individual (other than an employee of the Company) who is a Housing Association Member, providing he/she is willing so to act.
- 98 The directors may at any time appoint any Housing Association Member (providing he/she is willing to act) to be a director (a **“Housing Association Director”**), either to fill a vacancy or (subject to article 67) as an additional director.
- 99 For the purposes of articles 97 and 98, an individual nominated by a Housing Association Member which is an incorporated body, for appointment as director shall be deemed to be a Housing Association Member.
- 100 At each annual general meeting, each of the Housing Association Directors shall retire from office, but shall then be eligible for re-election under article 97.

Co-opted directors

- 101 Subject to article 67, 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.
- 102 At the conclusion of each annual general meeting, all of the Co-opted Directors shall vacate office.

103 Immediately following each annual general meeting, the directors may (subject to article 67) re-appoint any person who, as a Co-opted Director, vacated office under the preceding article at the conclusion of the annual general meeting; the directors may alternatively appoint someone in his/her place or resolve not to fill the vacancy.

103A ⁺The general meeting convened by the directors which takes place in April 2013 shall be deemed to be an annual general meeting for the purposes of articles 74, 78, 82, 86, 90, 93 and 97.

Disqualification and removal of directors

104 A director shall vacate office if:-

104.1 he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director;

104.2 he/she is sequestered;

104.3 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;

104.4 he/she becomes an employee of the Company;

104.5 in the case of a director appointed by a member which is an incorporated body, the body which appointed him/her ceases to be a member of the Company;

104.6 in the case of a director who is a member of the Company, he/she ceases to be a member of the Company;

104.7 he/she resigns office by notice to the Company;

104.8 he/she is absent (without permission of the directors) from meetings of directors for a consecutive period of six months or more and the directors resolve to remove him/her from office; or

104.9 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.

⁺ As inserted by special resolution passed on 17 April 2013

Appointments to offices

- 105 Directors shall be appointed to hold the offices of Chair, Vice Chair and Treasurer, and any other offices which the directors may consider appropriate.
- 106 The appointments under article 105 shall be made at meetings of directors.
- 107 Each office shall be held (subject to article 110) until the conclusion of the annual general meeting which next follows appointment; a director whose period of office expires under this article may (subject to article 108) be re-appointed to that office under article 104 (providing he/she is willing to act).
- 108 A director who has held any office under article 105 for a period of four years shall not be eligible (unless the directors otherwise resolve, in exceptional circumstances) for re-appointment to that office until a further period of one year has elapsed.
- 109 For the purposes of article 108:-
- 109.1 the period between the date of appointment of any director to an office under article 105 and the annual general meeting which follows shall be deemed to be a period of one year, unless it is of less than six months' duration (in which case it shall be disregarded);
- 109.2 the period between one annual general meeting and the next shall be deemed to be a period of one year;
- 109.3 if a director ceases to hold a particular office under article 105 but is re-appointed to that office within a period of six months, he/she shall be deemed to have held that office without interruption.
- 110 The appointment of any director to an office under article 105 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the Company.
- 111 If the appointment of a director to any office under article 105 terminates, the directors shall appoint another director to hold the office in his/her place.

Directors' interests

- 112 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), a director (notwithstanding his/her office):-
- 112.1 may be a party to, or have some other personal interest in, any transaction or arrangement with the Company or any associated company;

- 112.2 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;
- 112.3 may be a director or secretary of, or employed by, or have some other personal interest in, any associated company; and
- 112.4 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.

- 113 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.

Directors’ remuneration and expenses

- 114 No director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any office under article 105.
- 115 Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then
- 115.1 the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
- 115.2 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
- 115.3 less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).
- 116 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

- 117 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.

- 118 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.
- 119 The powers conferred by article 117 shall not be limited by any special power conferred on the directors by these articles.
- 120 A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

Proceedings of directors

- 121 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
- 122 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 123 Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson of a meeting of directors shall have a second or casting vote.
- 124 Subject to article 125, the quorum for the transaction of the business of the directors shall be one third (rounded downwards if necessary) of the total number of directors in office at the time.
- 125 A quorum shall not be deemed to be constituted at any meeting unless at least: (a) one Appointed Director appointed by a Community Member; or (b) one Community Churches Director; or (c) one Community Councils Director, is present.
- 126 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.
- 127 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 fifteen minutes after the time appointed for the meeting, the Vice Chair shall preside as chairperson.
- 128 If neither the Chair nor the Vice Chair is willing to act as chairperson of a meeting of directors or if neither is present within fifteen minutes after the time appointed for the meeting, the directors may appoint one of their number to be chairperson of the meeting.
- 129 The directors shall be entitled to allow any person to attend and speak (but not vote) at any meeting of the directors in the capacity of adviser.

- 130 A person invited to attend a meeting of the directors under the preceding 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.
- 131 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.
- 132 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.
- 133 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; if a director is debarred by the preceding provisions of this article from voting in relation to any matter, he/she shall absent himself/herself from the meeting while the voting is being conducted in relation to that matter.
- 134 For the purposes of the preceding article:-
- 134.1 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;
- 134.2 a director shall 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 a personal interest in that matter.
- 135 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.
- 136 The Company may by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 133 to 135.
- 137 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.

Conduct of directors

- 138 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
- 138.1 seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects (as set out in the memorandum of association)
- 138.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
- 138.3 in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party
- (a) put the interests of the company before that of the other party, in taking decisions as a director
 - (b) 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
 - (c) ensure that the company complies with any direction, requirement, notice or duty imposed on it by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

Delegation to committees of directors and holders of offices

- 139 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.
- 140 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.
- 141 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.

Standing orders

- 142 The directors may prescribe such standing orders as they may think from time to time regulating the proceedings at general meetings and/or meetings of the directors and/or any other matters of a similar nature, providing that the content of such standing orders is consistent with the provisions of the articles of association of the Company in force from time to time.

Secretary

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

Minutes

- 144 The directors shall ensure that minutes are made (and recorded in a manner which complies with the Act) of all proceedings at general meetings, meetings of the directors and meetings of committees of directors, all such minutes being approved at the next relevant meeting; 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

- 145 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

- 146 Any notice to be given in pursuance of these articles shall be given either in writing or by way of an electronic communication.
- 147 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 his/her/its registered address or by leaving it at that address; in the case of a member who 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.
- 148 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 or (where the Company has notified the member of an address to be used for the purpose of electronic communications) by way of an electronic communication.
- 149 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.
- 150 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.

- 151 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

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

Indemnity

- 153 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified 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, 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.
- 154 For the avoidance of doubt, the Company shall be entitled to purchase and maintain insurance against any loss or liability which any director or other officer of the Company may sustain or incur in connection with the execution of the duties of his/her office.

Interpretation

- 155 In these articles:-

“**the Act**” means the Companies Act 1985; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time;

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

- 156 References in these articles to the singular shall be deemed to include the plural.

~~THE COMPANIES ACT 1985~~

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

~~MEMORANDUM OF ASSOCIATION~~

~~of~~

~~THE PEARCE INSTITUTE~~

~~1 The name of the company ("the Company") is "The Pearce Institute".~~

~~2 The Company's registered office is to be situated in Scotland.~~

3 The Company's objects are:-

- (1) To preserve, for the benefit of the general public, the historical, architectural and constructional heritage of the building known as The Pearce Institute (including any structure or erection, and any part of The Pearce Institute) being of particular beauty or historical, architectural or constructional interest;
- (2) To provide within Govan and its environs ("the Operating Area") facilities for recreation and leisure time occupation available to the public at large with a view to improving their conditions of life and, in particular, to maintain, develop and operate the building known as The Pearce Institute for the social, spiritual, educational and cultural welfare of the people of Govan;
- (3) To relieve poverty, particularly among residents of the Operating Area;
- (4) To relieve unemployment for the public benefit particularly among residents of the Operating Area in such ways as may be thought fit, including assistance to find employment;
- (5) To promote education, and with particular reference to the provision of training in skills which will assist residents of the Operating Area in finding paid employment and the provision of health education for residents of the Operating Area;
- (6) To relieve ill health, particularly among residents of the Operating Area;
- (7) To relieve the needs of people, and particularly those resident in the Operating Area, who suffer from mental and/or physical disability, illness or impairment or have problems of addiction;

- (8) To help young people, and particularly those resident in the Operating Area, to develop their physical, mental, spiritual, creative and capacities such that they may grow to full maturity as individuals and as members of society;
- (9) To promote, establish and/or support other similar projects and programmes which further charitable purposes for the benefit of the Operating Area;

and to do so without distinction of political, religious or other opinion and in a manner which maximises community participation and community empowerment, and which reflects the principles of social inclusion.

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

- 3.1 To promote, establish and operate a centre providing facilities for social and recreational activities, training, cultural events and activities, accommodation for community groups and community meetings, crèche facilities and/or refreshment facilities;
- 3.2 To promote, operate, co-ordinate, monitor and/or support (whether financially or otherwise) projects and initiatives which further the aims of the Company;
- 3.3 To provide information, advisory, support and/or consultancy services which further the aims of the Company;
- 3.4 To prepare, organise, participate in, and/or conduct, conferences, seminars and workshops, and educational and training events, courses and programmes of all kinds;
- 3.5 To design, prepare, publish and/or distribute information packs, leaflets, reports, books, newsletters, magazines, posters and other publications, audio and visual recordings, multi-media products and display materials, and to create and maintain a website or websites;
- 3.6 To liaise and collaborate with international, UK, Scottish and local government authorities and other statutory and voluntary agencies, all with a view to maximising the effectiveness of the Company in pursuing its objectives;
- 3.7 To carry out or commission research within all such fields as are relevant to the Company's objects and to disseminate the results of such research;
- 3.8 To carry on any other activity which may be appropriately carried on in connection with any of the objects of the Company;
- 3.9 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, stocks, debentures and other interests 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;

- 3.10 To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the Company;
- 3.11 To purchase, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the Company;
- 3.12 To improve, manage, utilise, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the Company;
- 3.13 To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the Company;
- 3.14 To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person;
- 3.15 To borrow money and give security for the payment of money by, or the performance of other obligations of, the Company or any other person;
- 3.16 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments;
- 3.17 To remunerate any individual in the employment of the Company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the Company and the spouse, widow/er, relatives and dependants of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person;
- 3.18 To oppose or object to any application or proceedings which may prejudice the Company's interests;
- 3.19 To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Company and to obtain from any such organisation, government or authority any right, privilege or concession;
- 3.20 To enter into any arrangement for co-operation or mutual assistance with any charity, whether incorporated or unincorporated;
- 3.21 To effect insurance against risks of all kinds;

- 3.22 To invest funds not immediately required for the purposes of the Company’s activities in such investments and securities (including land outwith the Operating Area) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities;
- 3.23 To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the Company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the Company is authorised to carry on;
- 3.24 To subscribe and make contributions to or otherwise support charities, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the Company or with the furtherance of its objects;
- 3.25 To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust, for any of the objects of the Company;
- 3.26 To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the Company, whether by way of subscriptions, grants, loans, donations or otherwise;
- 3.27 To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others;
- 3.28 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,
- (A) the expression “charity” shall mean 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 96 of the Charities Act 1993

- (B) the expression “charitable purpose” shall mean 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 sections 505 and 506 of the Income and Corporation Taxes Act 1988;
- (iii) any reference in this memorandum of association to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.

4

- 4.1 The income and property of the Company shall be applied solely towards the promotion of its objects (as set out in clause 3 of this memorandum of association).
- 4.2 No part of the income or property of the Company shall be paid or transferred (directly or indirectly) to the members of the Company by way of dividend, bonus or otherwise.
- 4.3 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.
- 4.4 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) payment of reasonable remuneration in respect of particular services (not being of a management nature) provided to the Company by any director.

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 he/she/it is a member or within one year after he/she/it ceases to be a member, for payment of the Company’s debts and liabilities contracted before he/she/it ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

7.1 If on the winding-up of the Company any property remains after satisfaction of all the Company’s debts and liabilities, such property shall not be paid to or distributed among the members of the Company but shall be transferred to some other charity or charities (whether incorporated or unincorporated) operating in the Govan 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.

- 7.2 The charity or charities to which property is transferred under clause 7.1 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.
- 7.3 To the extent that effect cannot be given to the provisions of clauses 7.1 and 7.2, the relevant property shall be applied to some other charitable purpose or purposes.
- 8 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the Company; such accounting records shall be open to inspection at all times by any director of the Company.

~~We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.~~

~~Names and addresses of subscribers~~

~~Dated:-~~

~~Witness to the above signatures:-~~