



Articles of Association

Board approved and accepted 9 February 2012

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THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

WEST DUNBARTONSHIRE LEISURE TRUST

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Constitution of Company

- 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.

Defined terms

- 2 In these articles of association, unless the context requires otherwise:-
- 2.1 "Act" means the Companies Act 2006;
- 2.2 "bankruptcy" includes individual insolvency proceedings in a jurisdiction other than Scotland which have a similar effect to that of bankruptcy;
- 2.3 "Chairperson" has the meaning given in article 69;
- 2.4 "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;

- 2.5 “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;
- 2.6 “charity trustee” means a charity trustee as defined in the Charity and Trustee Investment (Scotland) Act 2005;
- 2.7 “Code of Conduct for Directors” means the code of conduct (including detailed rules on conflicts of interest) prescribed by the board of directors from time to time;
- 2.8 “the company” means West Dunbartonshire Council;
- 2.9 “conflict of interest” includes a conflict of interest and duty, and a conflict of duty;
- 2.10 “Conflict Situation” means any situation or matter (other than one which cannot reasonably be regarded as likely to give rise to a conflict of interest) in which any director has or could have a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company including (without limitation) any such situation or matter which relates to the exploitation of any property, information or opportunity (irrespective of whether the company could take advantage of the property, information or opportunity);
- 2.11 “director” means a director of the Company (and includes any person occupying the position of director, by whatever name called/and each director is a charity trustee;
- 2.12 “electronic form” has the meaning given in section 1168 of the Act;
- 2.13 “ordinary resolution” has the meaning given in Article 43;
- 2.14 “OSCR” means the Office of the Scottish Charity Regulator;
- 2.15 “property” means any property, heritable or moveable, real or personal, wherever situated;
- 2.16 “special resolution” has the meaning given in Article 41;
- 2.17 “subsidiary” has the meaning given in section 1159 of the Act;
- 2.18 “Vice Chairperson” has the meaning given in Article 69.
- 3 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.
- 4 Unless the context otherwise requires other words and expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company.

Objects

- 5 The company's objects are:-
- 5.1 to advance public participation in sport;
- 5.2 to provide recreational facilities, and organise recreational activities with such facilities and activities being made available to members of the public at large with the object of improving their conditions of life;
- 5.3 to advance education;

- 5.4 to advance health;
- 5.5 to advance citizenship and/or community development (which may include the promotion of civic responsibility, volunteering, the voluntary sector and/or the effectiveness or efficiency of charities);
- 5.6 to relieve those in need by reason of age, ill health, disability, financial hardship or other disadvantage;
- 5.7 to promote, establish, operate and/or support other similar schemes and projects which further charitable purposes;

through the provision of services (including those entrusted to it by West Dunbartonshire Council), which contribute to advancing well-being (primarily the wellbeing of residents of West Dunbartonshire) including (i) the operation, management and development of indoor and outdoor sports facilities (including arrangements to facilitate access to such facilities by those on lower incomes or having special needs and to encourage wider participation in healthy exercise); (ii) the development and delivery of sports activities and events directed towards wider participation in sport; (iii) the development and delivery of community learning and adult learning initiatives; and (vii) the delivery of services focused on social renewal and the needs of young people.

- 6 The company's objects are restricted to those set out in article 5 (but subject to article 7).
- 7 The company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the company's objects set out in article 5; 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.

Powers

- 8 In pursuance of the objects set out in article 5 (**Objects**) (but not otherwise) the company shall have the following powers:-
 - 8.1 to promote, establish, operate and/or manage a centre(s) providing facilities for education, recreation, sports and other leisure time activity;
 - 8.2 to prepare, organise, support (financially and/or otherwise) participate in, and/or conduct, conferences, seminars and workshops, and educational and training events, courses, programmes and events of all kinds;
 - 8.3 to commission and/or conduct research, and to publish and promote the results of such research;
 - 8.4 to design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio and video recordings, multimedia products and display materials, and to create and maintain a website or websites;
 - 8.5 to provide information, advisory, support and/or consultancy services which further any of the objects of the company;
 - 8.6 to liaise with European, UK, Scottish and local government authorities and agencies, local development companies, voluntary sector bodies and others, all with a view to maximising the effectiveness of the company in pursuing its objectives;
 - 8.7 to initiate, promote, conduct, participate in (whether via a wholly-owned subsidiary, a joint venture company or a limited liability partnership or otherwise), co-ordinate, monitor and/or assist (whether financially or otherwise), projects, initiatives and schemes of all kinds which further any of the objects of the company;

- 8.8 to carry on any other activity which may be appropriately carried on in connection with any of the objects of the company;
- 8.9 to promote companies and/or other bodies whose activities may further one or more of the above objects or may generate income to support the activities of the company, acquire and hold shares, stocks, debentures and other interests in such companies, 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;
- 8.10 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;
- 8.11 to purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities;
- 8.12 to improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company;
- 8.13 to sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company;
- 8.14 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;
- 8.15 to employ such staff as are considered appropriate for the proper conduct of the company's activities;
- 8.16 to engage such consultants and advisers as are considered appropriate from time to time;
- 8.17 to effect insurance of all kinds (which may include officers' liability insurance);
- 8.18 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);
- 8.19 to establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects;
- 8.20 to take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities;
- 8.21 to accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them);
- 8.22 to oppose, or object to, any application or proceedings which may prejudice the company's interests;
- 8.23 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 co-operation or mutual assistance with any charity;
- 8.24 to do anything that may be incidental or conducive to the furtherance of any of the company's objects.

Restriction on use of the company's assets

- 9 Subject to article 10:-
- 9.1 the income and property of the company shall be applied solely towards the promotion of its objects (as set out in article 5);
- 9.2 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;
- 9.3 no director of the company (other than the Employee Representative Director) shall be appointed to any office under the company in respect of which a salary or fee is payable;
- 9.4 no benefit (in money or money's worth) shall be given by the company to any director (other than the Employee Representative Director, where he/she is an employee of the company) except repayment of out-of-pocket expenses.
- 10 The company shall, notwithstanding the provisions of article 9, be entitled:-
- 10.1 to pay a rent not exceeding the market rent for premises let to the company by any member of the company;
- 10.2 to pay for services at a rate not exceeding that found in any marketplace which may exist from time to time, for services which may be supplied to the company by any member of the company;
- 10.3 to make any transfer or payment to a member where such transfer or payment is made in direct furtherance of the charitable purposes of the company.

Liability of members

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

Membership

- 12 Any body eligible for membership under article 15 which wishes to become a member shall lodge with the company a written application for membership signed by an authorised officer of that body and shall automatically become a member of the company on receipt by the company of such application. The subscriber to the memorandum of association shall automatically cease to be a member of the company with effect from the time at which the body named in article 15 is admitted to membership.
- 13 Membership shall cease on the dissolution, winding-up, striking-off or receivership of the body which constituted the member or upon the appointment of a judicial factor over the property and undertaking of the body.
- 14 A member may not transfer its membership to any other individual or body.

Qualifications for membership

- 15 Membership shall be open only to West Dunbartonshire Council.

Register of members

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

General meetings

- 17 The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 24 months after the date of incorporation of the company.
- 18 Not more than 15 months shall elapse between one annual general meeting and the next.
- 19 The business of each annual general meeting shall include:-
- 19.1 a report by the Chairperson on the activities of the company;
 - 19.2 consideration of the annual accounts of the company.
- 20 The directors must convene a 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).
- 21 Subject to the provision of articles 17, 18 and 20, the directors may convene general meetings whenever they think fit.

Notice of general meetings

- 22 At least 14 clear days' notice of each general meeting must be given to all the members and directors and (if auditors are in office at the time) to the auditors.
- 23 The reference to "clear days" in article 22 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted (or, in the case of notice sent by electronic means, the day after it was sent), and also the day of the meeting, should be excluded.
- 24 A notice calling a meeting shall specify the time, date and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting; (b) if a special resolution or a resolution requiring special notice under the Act is to be proposed, state that fact, giving the exact terms of the resolution; and (c) contain a statement informing members of their right to appoint a proxy.
- 25 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 26 Notice of every general meeting shall be given: -
- 26.1 in hard copy form;
 - 26.2 (where the individual or body to whom/which notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
 - 26.3 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.

Proceedings at general meetings

- 27 No business shall be transacted at any meeting unless a quorum is present; one person present and entitled to vote (being a proxy for a member or a duly authorised representative of a member which is a corporate body) shall be a quorum.
- 28 If the quorum required under article 27 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.
- 29 The Chairperson of the company shall (if present and willing to act) preside as chairperson of the meeting; if the Chairperson is not present and willing to act as chairperson of the meeting within 15 minutes after the time appointed for holding the meeting, the Vice Chairperson shall act as chairperson of the meeting.
- 30 If neither the Chairperson nor the Vice Chairperson is present and willing to act as chairperson of the meeting within 15 minutes after the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson of the meeting or, if there is only one director present and willing to act, he/she shall be chairperson of the meeting.
- 31 Each of the directors shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting.
- 32 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.

Votes of members

- 33 Every member shall have one vote, which may be given either via its duly authorised representative present at a meeting or by proxy.
- 34 The chairperson of a meeting shall not be entitled to a casting vote if an equality of votes arises in relation to any resolution.

Appointment of proxies

- 35 A member which wishes to appoint a proxy to vote on its behalf at any meeting:-
- 35.1 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 an appropriate officer of the member; or
- 35.2 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); for the avoidance of doubt, in calculating the 48-hour period referred to in the preceding provisions of this article 34, no account shall be taken of any part of a day that is not a working day.

- 36 An instrument of proxy which does not conform with the provisions of article 34, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 37 A member shall not be entitled to appoint more than one proxy to attend a meeting on the same occasion.

38 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member which appointed him/her to speak at the meeting and need not be a member of the company.

39 A vote given by proxy or by the duly authorised representative of a member which is an incorporated body shall be valid notwithstanding that the authority of the person voting had terminated prior to the giving of such vote unless notice of such termination was received by the company at the company's registered office (or, where contained in an electronic communication, was received by the company at the address notified by the company to the members for the purpose of electronic communication) before the commencement of the meeting or adjourned meeting at which the vote was given.

Authorised Representatives

40 A member which is an incorporated body may authorise an individual to act as its representative at any general meeting of the company from time to time, providing particulars of the individual so authorised and of the body which he/she is to represent are received by the company prior to the commencement of the general meeting; the individual so authorised shall be entitled to exercise the same powers on behalf of the member which he/she represents as that incorporated body could exercise if it were an individual member.

Special resolutions and ordinary resolutions

41 For the purposes of these articles, a "special resolution" means a resolution of the members, which is either (a) passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 22 to 26 (**Notice of general meeting**) (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); or (b) passed by members representing not less than 75% of the total voting rights of eligible members when passed by way of a written resolution, in accordance with articles 44 to 47 (**Written Resolutions**).

42 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution:-

42.1 to alter its name; and

42.2 to alter any provision of these articles or adopt new articles of association.

43 For the purposes of these articles, an "ordinary resolution" means a resolution of the members, which is either (a) passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 22 to 26 (**Notice of general meeting**); or (b) passed by members representing a simple majority of the total voting rights of eligible members, when passed by way of a written resolution in accordance with articles 44 to 47 (**Written Resolutions**).

Written resolutions

44 A written resolution can be passed by the members of the company (having been proposed by either the members or the directors in accordance with the procedures detailed in Chapter 2 of Part 13 of the Act) and will have effect as if passed by the members of the company in general meeting; a written resolution is passed when the required majority of eligible members have signified their agreement to it by sending to the company (in hard copy or electronic form) an authenticated document which identifies the resolution to which it relates and which indicates the member's agreement to it.

45 For the purposes of the preceding article: -

- 45.1 the reference to “eligible members” is to those members who would have been entitled to vote on the resolution on the circulation date of the resolution (which is either (a) the date on which copies of the written resolution are sent or submitted to the members in accordance with the procedures detailed in Chapter 2 of Part 13 of the Act; or (b) if copies are sent or submitted to members on different days, the first of those dates);
- 45.2 the reference to “required majority” is to the majority required to pass an ordinary or a special resolution under the Act, as follows: -
- 45.2.1 in order to pass an ordinary resolution by way of written resolution, it must be passed (in accordance with article 44) by members representing a simple majority of the total voting rights of eligible members;
- 45.2.2 in order to pass a special resolution by way of written resolution, it must be passed (in accordance with article 44) by members representing not less than 75% of the total voting rights of eligible members and the resolution must specifically state that it was proposed as a special resolution.
- 46 For the avoidance of doubt, a resolution to remove a director (under section 168 of the Act) or a resolution to remove an auditor (under section 510 of the Act) cannot be proposed as a written resolution under article 44.
- 47 For the purposes of article 44, a proposed written resolution will lapse if it is not passed before the end of a period of 28 days beginning with the circulation date (as defined in article 48) and the agreement of any member to a written resolution will be ineffective if signified after the expiry of that period.

Categories of director

- 48 For the purposes of these articles:-

“**Partner Director**” means a director appointed or re-appointed under articles 51 to 54;

“**Independent Director**” means a director appointed or re-appointed under articles 56 to 65; and

“**Employee Representative**” means an Independent Director appointed or re-appointed to represent the employees of the company under articles 56 to 65.

Number of directors

- 49 The maximum number of directors shall be 9; out of that number:

49.1 a maximum of 3 directors shall be Partner Directors;

49.2 a maximum of 6 directors shall be Independent Directors; and

49.3 a maximum of 1 Independent Director shall be an Employee Representative.

Composition of the board: general

- 50 The composition of the board shall reflect the following principles:-

50.1.1 except in the case of the Employee Representative, an individual shall not be eligible for appointment as a director if he/she is an employee of the company;

50.1.2 the Nominations and Individual Performance Management Committee shall, without displacing its primary focus on the skills that candidates would bring to the board, take

account, in the course of carrying out its functions, of principles of good practice as regards equalities issues.

Appointment and removal: Partner Directors

- 51 Subject to articles 49, 50 and 54, West Dunbartonshire Council, so long as it remains a member of the company, may by notice in writing, signed on its behalf by an appropriate officer and given to the company:-
- 51.1 appoint any elected member of West Dunbartonshire Council who is willing so to act to be a director (a "Partner Director"); or
- 51.2 remove any Partner Director from office as a director.
- 52 Any appointment or removal of a director under article 54 shall have effect from the date on which the relevant notice is given to the company or such later date as may be specified in such notice.
- 53 West Dunbartonshire Council shall other than in exceptional circumstances, endeavour to give at least ten days' prior notification to the board of directors of the company in advance of any occasions on which it proposed to exercise its powers in relation to appointment/removal of directors under article 51.
- 54 The powers conferred by article 51 shall be deemed to be limited such that no more than 3 individuals appointed by West Dunbartonshire Council may hold office as Partner Directors at any given time.

Appointment and removal: Independent Directors

- 55 Subject to articles 49 (***Number of Directors***), 50 (***Composition of the Board***) and 58, West Dunbartonshire Council, so long as it remains a member of the company, may by notice in writing, signed on its behalf by an appropriate officer and given to the company:-
- 55.1 appoint any person (other than an elected member, officer or, save in the case of an Employee Representative, employee, of West Dunbartonshire Council) who is willing so to act to be a director (an "Independent Director"); or
- 55.2 remove any Independent Director from office as a director.
- 56 Any appointment or removal of a director under article 55 shall have effect from the date on which the relevant notice is given to the company or such later date as may be specified in such notice.
- 57 West Dunbartonshire Council shall, other than in exceptional circumstances, endeavour to give at least ten days' prior notification to the board of directors of the company in advance of any occasions on which it proposed to exercise its powers in relation to appointment/removal of directors under article 55.
- 58 The powers conferred by article 55 shall be deemed to be limited such that:
- 58.1 no more than 6 individuals appointed by West Dunbartonshire Council may hold office as Independent Directors at any given time;
- 58.2 the Independent Directors shall be appointed on the basis of their having skills and experience which, in the opinion of West Dunbartonshire Council, would be of assistance to the board of directors or on the basis of their having been nominated by an organisation with which the company has close contact in the course of its activities;

58.3 notwithstanding the terms of article 55.1, if such individual is considered by West Dunbartonshire Council to be suitably qualified in accordance with article 58.2, one Independent Director shall be nominated by the relevant Trade Unions in accordance with article 65.7.

59 West Dunbartonshire Council shall be guided by the Nominations and Individual Performance Management Committee (as defined in article 116 (***Nominations and Individual Performance Management Committee***)) in relation to the selection of appropriate individuals for appointment as Independent Directors.

60 The directors of the company shall endeavour to establish the Nominations and Individual Performance Management Committee within a reasonable period after the incorporation of the company; until such time as it is established, the reference in article 59 to West Dunbartonshire Council being guided by the Nominations and Individual Performance Management Committee shall be disregarded.

61 The Nominations and Individual Performance Management Committee shall, in advance of the annual general meeting referred to at article 62 (and allowing a reasonable opportunity for the relevant Trade Unions and/or employees to respond), seek confirmation from the relevant Trade Unions representing employees of the company that the Employee Representative vacating office at such annual general meeting should be re-appointed to the office of Independent Director or, if such individual is not to be re-appointed, confirmation of an alternative nominee.

Retirement: Independent Directors

62 Subject to article 65 (***Disqualification***) at the conclusion of the second annual general meeting of the company and each annual general meeting falling two years after that, two out of the six Independent Directors shall (retire from office but, shall then be eligible for re-appointment under article 55.

63 For the purposes of article 62:

63.1 the period between the date on which an individual was appointed as an Independent Director and the annual general meeting which next follows shall be deemed to be a period of one year, unless such period is of a duration of less than six months in which case it shall be disregarded;

63.2 the period between one annual general meeting of the company and the next shall be deemed to be a period of one year;

63.3 if an individual ceases to hold office as an Independent Director and is re-appointed as an Independent Director within a period of six months, he/she shall be deemed to have held office as an Independent Director continuously.

64 The Independent Directors to retire from office under the provisions of article 62 shall be those who have been longest in office since they were last appointed or re-appointed (as the case may be) or as between Independent Directors who were last appointed/re-appointed on the same date, the question of which of them is to retire shall be determined by lot.

Disqualification and removal of directors

65 A director shall vacate office if:-

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

65.2 he/she is sequestrated or a bankruptcy order is made against that person;



- 65.3 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity has continued, or is expected the directors resolve to continue, for a period of more than six months;
- 65.4 in the case of a Partner Director, the body which appointed him/her ceases to be a member of the company;
- 65.5 in the case of a Partner Director, following a local government election, he/she is not re-elected as a member of West Dunbartonshire Council;
- 65.6 (except in the case of an Employee Representative) he/she becomes an employee of the Trade Unions;
- 65.7 in the case of an Employee Representative he/she ceases to be a member of the company;
- 65.8 he/she resigns office by notice to the company;
- 65.9 he/she is absent (without permission of the directors) from consecutive meetings of directors held over a period of six months and the directors resolve to remove him/her from office;
- 65.10 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have committed a material breach of the Code of Conduct for Directors in force from time to time;
- 65.11 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
- 65.12 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act,

(the circumstances set out in articles 65.1 to 65.12 being “a Relevant Termination Event”).

- 66 A resolution under paragraph 65.10 or 65.11 shall be valid only if:-
 - 66.1 the director who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for his/her removal is to be proposed;
 - 66.2 the director concerned is given the opportunity to address the meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote; and
 - 66.3 at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.
- 67 A director vacating office pursuant to the provisions of article 65 shall be deemed to have vacated office from the time of occurrence of the Relevant Termination Event.

Appointment of directors to offices

- 68 The directors shall (subject to articles 69 and 70) elect from among themselves a Chairperson, a Vice Chairperson, Chairperson of the Audit & Risk Committee (as defined in article 120) and such other office bearers (if any) as they consider appropriate.
- 69 Only Partner Directors and Independent Directors (who are not Employee Representatives) shall be eligible for appointment as Chairperson and Vice Chairperson of the board of directors.



70 The offices of Chairperson and Vice Chairperson shall (insofar as is practicable) be held in rotation by Partner Directors and Independent Directors as follows:-

70.1 the first Chairperson shall be a Partner Director and the first Vice Chairperson shall be an Independent Director;

70.2 the second Chairperson shall be an Independent Director and the second Vice Chairperson shall be a Partner Director;

70.3 the third Chairperson shall be a Partner Director and the third Vice Chairperson shall be an Independent Director,

and so on in that order of rotation.

71 The appointments under article 68 shall be made at meetings of directors.

72 Each office shall be held (subject to article 73) until the conclusion of the second annual general meeting which follows the date of appointment of an individual to the relevant office upon which the directors shall appoint another individual to the relevant office in accordance with the order of rotation set out in article 70.

73 The appointment of any director as Chairperson, Vice Chairperson or as holder of any other office under article 68, shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.

74 If the appointment of a director to any office under article 68 terminates, the directors shall appoint another director to hold the office in his/her place.

75 If the appointment of a director to the office of Chairperson or Vice Chairperson terminates (otherwise than as a result of bi-annual retiral under article 70), the director to be appointed to hold the office of Chairperson or Vice Chairperson (as applicable) in his/her place under article 72 shall be drawn from the same category of director as the director who last held the office of Chairperson or Vice Chairperson (as applicable).

Directors' interests in transactions or arrangements with the company

76 Subject to the provisions of the Act and of article 9 (as read with article 10) (***Restrictions on use of the company's assets***) and provided that he/she has disclosed to the directors the nature and extent of any personal interest which he/she has (unless immaterial) and has complied with the Code of Conduct for Directors, a director (notwithstanding his/her office):-

76.1 may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company;

76.2 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;

76.3 in the case of the Employee Representative, may be employed by the company;

76.4 may be a director or secretary of, or employed by, or have some other personal interest in, any associated company;

76.5 shall not, because of his/her office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company;

and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.



- 77 For the purpose of article 76:-
- 77.1.1 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;
 - 77.1.2 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;
 - 77.1.3 a general notice to the directors that a director is a member of a specified firm or company and is to be regarded as interested in contracts which are made with the company or firm after the date of the notice shall be deemed to be a sufficient disclosure of his/her interest in relation to the contract; and
 - 77.1.4 a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any transaction or arrangement with the persons specified in the notice.
- 78 The directors shall procure that a register of directors’ interests is maintained in accordance with the provisions in this regard contained in the Code of Conduct for Directors.

Conflict Situations

- 79 Without prejudice to article 80, a director may be an elected representative, officer, or employee of West Dunbartonshire Council and the duty of directors under section 175 of the Act to avoid situations under which they have, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company shall not extend to any such relationship with West Dunbartonshire Council.
- 80 In addition to the authorisation given by article 79, the directors shall be entitled, for the purposes of section 175 of the Act, to authorise (by way of resolution to that effect) any Conflict Situation that may arise (such that the duty of the director concerned, under that section, to avoid conflicts of interest is not infringed) and to amend or vary any such authorisation.
- 81 The directors may give the authorisation referred to in article 81 subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances.
- 82 For the avoidance of doubt, articles 79 and 80 shall not apply to a conflict of interest arising in relation to a transaction or arrangement with the company and which shall be governed by the provisions of articles 76 and 77 (***Directors’ interests in transactions or arrangements with the Company***), 106 and 108 (***Voting at Directors’ meetings***) and the Code of Conduct for Directors.

Conduct of directors

- 83 It is the duty of each director of the company to take decisions (and exercise his/her other powers and responsibilities as a director) in such a way as he/she considers, in good faith, will be most likely to promote the success of the company in achieving its objects (as outlined in article 5) and will be in the interests of the company, and irrespective of any office, post, engagement or other connection which he/she may have with any other body which may have an interest in the matter in question.
- 84 Without prejudice to the principle set out in article 83, each of the directors shall have a duty, in exercising functions as a charity trustee, to act in the interests of the company; and, in particular, must:-
- 84.1 seek, in good faith, to ensure that the company acts in a manner which is in accordance with its purposes;

- 84.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- 84.3 in circumstances giving rise to the possibility of a conflict of interest between the company and any party responsible for the appointment of that director
 - 84.3.1 put the interests of the company before that of the other party;
 - 84.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any deliberation or decision of the other directors with regard to the matter in question;
- 84.4 ensure that the company complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

85 Each of the directors shall comply with the Code of Conduct for Directors from time to time; for the avoidance of doubt, the Code of Conduct for Directors shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association, and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the Code of Conduct for Directors in force from time to time.

Directors' remuneration and expenses

- 86 No director (other than an Employee Representative) may serve as an employee of the company, and (subject to article 88) no director may be given any remuneration by the company for carrying out his/her duties as a director or as Chairperson or as the holder of any other office under article 68 (**Appointment to Offices**).
- 87 An Employee Representative (if he/she is also an employee of the company) shall, notwithstanding that he/she is a director of the company, be entitled to all remuneration, and all pensions and/or other benefits, paid or provided to him/her in his/her capacity as an employee of the company.
- 88 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

- 89 Subject to the provisions of the Act, 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.
- 90 No alteration of 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.
- 91 The powers conferred by article 89 shall not be limited by any special power conferred on the directors by these articles.
- 92 A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

Proceedings of directors

- 93 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.

- 94 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors by giving 14 days written notice of the meeting to the directors.
- 95 Questions arising at any meeting of directors shall be decided by a majority of votes; the chairperson of a meeting of directors shall not have a casting vote. In the event of an equality of votes the matter shall be referred to a reconvened meeting of the directors for resolution, failing which it shall be referred to a further reconvened meeting of the directors. If the matter is not resolved by a majority decision at either reconvened meeting it shall be referred to the member of the Company for final determination.
- 96 The quorum for the transaction of the business of the directors shall, subject to article 97 be 3.
- 97 A quorum shall not be deemed to be constituted at any meeting of the directors unless there is at least one Partner Director and at least one Independent Director (who is not an Employee Representative) present at the meeting.
- 98 If the quorum required under article 96 (as read with article 97) 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.
- 99 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.
- 100 Directors may participate in meetings remotely (by video, telephonic or similar communications equipment) in special circumstances, as long as this is communicated prior to the meeting.
- 101 A resolution or other agreement in writing signed by the directors shall not be a valid means of passing a resolution of the directors.
- 102 The directors shall be entitled to allow any person to attend and speak (but not vote) at any meeting of the directors; a person invited to attend a meeting of the directors under the preceding provisions of this article shall not be entitled to exercise any of the powers of a director, and shall not be deemed to constitute a director for the purposes of the Act or any provision of these articles.
- 103 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.

Chairperson of Directors meetings

- 104 Unless he/she is unwilling to do so, the Chairperson of the board of directors shall preside as chairperson at every meeting of directors at which he/she is present; if the Chairperson is unwilling to act as chairperson of a meeting of directors or is not present within 15 minutes after the time appointed for the meeting, the Vice Chairperson shall act as chairperson of the meeting.
- 105 If neither the Chairperson nor the Vice Chairperson is present and willing to act as chairperson of the meeting within 15 minutes after the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson of the meeting or, if there is only one director present and willing to act, he/she shall be chairperson of the meeting.

Voting at Directors meetings

- 106 Subject to article 108, 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.
- 107 For the purposes of the preceding article:-
- 107.1 an interest of a person who is taken to be connected with a director for any purpose of the Act, shall be treated as a personal interest of the director; and
- 107.2 a director shall (subject to article 109) be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.
- 108 A Partner Director shall, notwithstanding the provisions of article 106 and paragraph 107.2, be entitled to vote in relation to a particular matter notwithstanding that West Dunbartonshire Council has an interest in that matter; but on the basis that in exercising their voting rights in respect of any such matter, the Partner Directors shall comply with the provisions of articles 83, 84 and 85 (**Conduct of Directors**).
- 109 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.
- 110 The company may (subject to the Charities and Trustee Investment (Scotland) Act 2005) by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 106 and 109.
- 111 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 and his/her ruling in relation to any director other than himself/herself shall be final and conclusive.

Delegation to committees of directors and holders of offices

- 112 The directors may delegate any of their powers as they consider appropriate to:-
- 112.1.1 any committee consisting of three or more directors comprised of Partner Directors and Independent Directors (other than Employee Representatives) and such other individuals (who need not be directors or employees of the Company) with specialist expertise as the directors may consider appropriate; and
- 112.1.2 the Chairperson or a director holding any other office.
- 113 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.
- 114 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.
- 115 In addition to their powers under article 112, the directors may delegate their powers to any committee consisting of one or more directors and such other individuals (who need not be directors or employees of the company) as the directors may consider appropriate; the provisions of articles 113 and 111 shall apply in relation to any such committee, subject to the qualification that the role of any committee formed under the preceding provisions of this article shall be limited (except to the extent

that the directors otherwise determine) to the issue of reports and recommendations for consideration by the board of directors.

Nominations and Individual Performance Management Committee

- 116 The directors shall establish a committee (referred to in these articles as “the Nominations and Individual Performance Management Committee”) to make recommendations to the directors in relation to the selection of appropriate individuals for appointment as Independent Directors.
- 117 The members of the Nominations and Individual Performance Management Committee shall comprise:
- 117.1 the Chairperson;
 - 117.2 the Vice Chairperson; and
 - 117.3 two further individuals (not being directors of the company) one of whom shall have expertise in HR matters and, if a second individual is admitted to the Nominations and Individual Performance Management Committee, he/she shall have expertise in the leisure sector.
- 118 Subject to articles 117 and 119, the composition and proceedings of the Nominations and Individual Performance Management Committee shall be governed by such standing orders as may be issued by the directors from time to time.
- 119 In carrying out its functions, the Nominations and Individual Performance Management Committee shall give effect to the following principles:-
- 119.1 the Nominations and Individual Performance Management Committee should set an appropriate skills matrix to guide it in selecting and evaluating appropriate candidates, and should review and adjust that skills matrix from time to time;
 - 119.2 nominations for directors falling within the remit of the Nominations and Individual Performance Management Committee should be sought from representatives of the local community and/or other stakeholders and/or others having skills that could assist the company in carrying out its objects including (but not limited to) community representatives, sports representatives, facility users/customers, academic representatives and members of the business community;
 - 119.3 all expressions of interest submitted via a formal and prescribed selection and recruitment process which has been set by the Nominations and Individual Performance Management Committee should be considered by the Nominations and Individual Performance Management Committee; and
 - 119.4 the Nominations and Individual Performance Management Committee should maintain a register of suitable candidates for future reference.

Audit & Risk Committee

- 120 The directors shall establish a committee (referred to in these articles as “the Audit & Risk Committee”) to assist the board of directors in fulfilling its responsibilities with regard to oversight of
- (a) the company’s financial statements and auditing, accounting and related reporting processes and
 - (b) the company’s systems of internal control regarding finances, accounting and financial reporting.
- 121 The Audit & Risk Committee shall comprise the Chairperson of the Audit & Risk Committee (as appointed in pursuance of article 68 (**Appointments to Offices**)) and at least three other individuals (who must be either directors or employees of the company) appointed by the board of directors.



123 Subject to articles 120 and 121, the composition and proceedings of the Audit & Risk Committee shall be governed by such standing orders as may be issued by the directors from time to time.

Appeals Committee

123 The directors shall establish a committee (referred to in these articles as “the Appeals Committee”) to hear and determine appeals against dismissal and appeals against all disciplinary action taken by the General Manager and to consider and reach decisions on Stage 3 Grievances by employees in terms of the Trust’s Grievance Procedures.

124 The members of the Appeals Committee shall comprise:

124.1 five (5) nominated Board of Directors (Three Directors required for a Hearing); and

124.2 two further individuals (not being directors of the company) one of whom shall have expertise in HR matters and if a second individual is required shall have expertise in legal matters.

125 Hearings shall be scheduled six (6) times a year with a yearly programme of dates prepared, agreed and circulated in advance with two weeks confirmation if a hearing is to proceed or not.

Health and Safety Committee

126 The directors shall establish a committee (referred to in these articles as “the Health & Safety Committee”) to act as the focal point for all matters relating to the management of Fire, Security and Health and Safety.

127 The members of the Appeals Committee shall comprise:

127.1 one (1) nominated Director;

127.2 the General Manger;

127.3 the Health & Safety Coordinator; and

127.4 three (3) Health & Safety Representatives nominated by each of the three recognised Trade Unions.

Joint Consultative Forum Committee

128 The directors shall establish a committee (referred to in these articles as “the Joint Consultative Forum Committee”) to ensure good partnership arrangements and to support the commitment to engaging and involving the workforce at all levels.

129 The members of the Appeals Committee shall comprise:

129.1 three (3) nominated Directors;

129.2 the General Manger;

129.3 one further individual (not being a director of the company) whom shall have expertise in HR matters; and

129.4 Trade Union Conveners and one Shop Steward for each of the three recognised Trade Unions.

General Manager and other appointments

- 130 The directors may from time to time appoint and remove a General Manager, who shall not be a director and who shall hold office on such terms and conditions and for such remuneration as may be fixed by such directors. The directors may, subject to the provisions of article 89 (**Powers of Directors**), delegate to the General Manager such powers and duties as the directors think fit and may from time to time alter and/or revoke any such delegated powers or duties.
- 131 Subject to article 125, the directors may also appoint, and at such directors' discretion remove, such employees and agents for the next level/tier of management of the Company below the General Manager as the directors may from time to time think fit and may determine their powers and duties and fix their salaries and emoluments and other terms and conditions of employment or engagement.
- 132 Any Employee Representative may not participate in any decision of the directors to appoint, remove or otherwise determine the terms and conditions of employment of any employee of the company other than the General Manager.

Secretary

- 133 The directors shall (notwithstanding the provisions of the Act) appoint a company secretary, and on the basis that the term of office, remuneration (if any), and other terms and conditions attaching to the appointment of the company secretary shall be as determined by the directors; the company secretary may be removed by the directors at any time.

Minutes

- 134 The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the directors and meetings of committees of directors; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present, and the minutes of each meeting shall be signed by the chairperson of that meeting.

Accounts

- 135 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.
- 136 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 137 The directors shall prepare annual accounts, complying with all relevant statutory requirements.
- 138 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

- 139 Any notice to be given in pursuance of these articles shall be in writing.
- 140 The company may give any notice to a member in pursuance of these articles either personally or by sending it by post in a pre-paid envelope addressed to the member at its registered address or by leaving it at that address; alternatively, in the case of a member which has notified the company of an electronic address to be used for this purpose, the company may give any notice to that member by electronic means.

- 1 Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 2 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.
- 3 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.
- 4 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

- 5 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall be paid or transferred to West Dunbartonshire Council to be used solely for a charitable purpose or charitable purposes.
- 6 To the extent that effect cannot be given to article 5, the relevant property shall be applied to some charitable purpose or purposes.

Indemnity

- 7 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 including, without prejudice to that generality (but only to the extent permitted by those sections of the Act) any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.
148. For the avoidance of doubt, the company shall be entitled to purchase and maintain insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office; and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).

We, the sole member of the Company, agree to accept membership on the terms of the Articles of Association:


.....

Date:8 September 2023.....

Authorised signatory
For and on behalf of West Dunbartonshire Council



COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION OF WEST DUNBARTONSHIRE LEISURE TRUST

The following resolution is proposed by the Directors to be passed by the Company as a Special Resolution:

SPECIAL RESOLUTION

“That the regulations contained in the document submitted to this meeting for the purposes of identification signed by the chairman as relative to this resolution be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company”

The person named below, being a person entitled to vote of the Resolution on 8 September 2022 (the “Circulation date”) hereby indicates their agreement to the resolution.



..... Date: 8 September 2022

Authorised signatory
West Dunbartonshire Leisure Trust

Notes:

- If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:**

 - **By hand: delivering the signed copy to Fiona McGuigan, Head Office, Main Street Alexandria, G83 0NU**
 - **Post: returning the signed copy by post to Fiona McGuigan, Head Office, Main Street Alexandria, G83 0NU**
 - **Fax: faxing the signed copy to 01389 751557 marked “For the attention of Fiona McGuigan”.**
 - **Email: by attaching a scanned copy of the signed document to an email and sending it to fiona.mcguigan@west-dunbarton.gov.uk please enter “Written resolution dates 8 September 2022”email subject box.**

If you do not agree to the resolution, you do not have to do anything: you will not be deemed to agree if you fail to reply.
- Once you have indicated your agreement to the resolution, you may not revoke your agreement.**
- Unless, within 28 days of the Circulation date, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.**



West Dunbartonshire Leisure Trust

Alexandria Community Centre
Main Street, Alexandria, G83 0NU

Tel: **01389 757806** Fax: **01389 751557**
Email: leisureservicesadmin@west-dunbarton.gov.uk
www.wdleisure.net

West Dunbartonshire Leisure Trust is a recognised Scottish Charity: SC 042999;
VAT Registered: GB 129 7502; and Company Registered: SC413707
Delivering services on behalf of West Dunbartonshire Council