

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES of ASSOCIATION
of
SOIRBHEAS

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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 "Area of Benefit" means the area covered by the Strathglass Community Council and Glen Urquhart Community Council;
 - 2.3 "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;
 - 2.4 "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;
 - 2.5 "electronic form" has the meaning given in section 1168 of the Act;
 - 2.6 "OSCR" means the Office of the Scottish Charity Regulator;
 - 2.7 "property" means any property, heritable or moveable, real or personal, wherever situated;
 - 2.8 "subsidiary" has the meaning given in section 1159 of the Act.
- 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.

Objects

- 4 The organisation is established for charitable purposes only, and in particular, the objects are:
 - 4.1 to manage community land and associated assets for the benefit of the community and the public in general following principles of sustainable development, where sustainable development means development which meets the needs of the present without compromising the ability of future generations to meet their own needs.
 - 4.2 To provide, or assist in providing, recreational facilities, and/or organising recreational facilities, which will be available to members of the public at large with the object of improving the conditions of life of the community and following principles of sustainable development, where sustainable development means development which meets the needs of the present without compromising the ability of future generations to meet their own needs.
 - 4.3 To promote for the public benefit, rural regeneration, following principles of sustainable development, where sustainable development means development which meets the needs of the present without compromising the ability of future generations to meet their own needs, in areas of social and economic deprivation within the community by all or any of the following means: -
 - 4.3.1 the relief of poverty in such ways as may be thought fit;
 - 4.3.2 the relief of unemployment in such ways as may be through fit, including assistance to find employment;
 - 4.3.3 the advancement of education, training or retraining, particularly amongst unemployed people, and providing unemployed people with work experience;
 - 4.3.4 the creation of training and employment opportunities by the provision of workspace, buildings and/or land for use on favourable terms;
 - 4.3.5 the provision or assistance with the provision of housing for those who are in conditions of need and the improvement of housing in the public sector or in charitable ownership provided that such power shall not extend to relieving any local authorities or other bodies of a statutory to provide or improve housing;
 - 4.3.6 the maintenance, improvement, or provision of public amenities;
 - 4.3.7 the preservation of buildings or sites of historic or architectural importance;
 - 4.3.8 the provision or assistance in the provision of the recreational facilities for the public at large and/or for reasons for their youth, age, infirmity or

disablement, poverty or social and economic circumstances, have need of such facilities;

4.3.9 the protection or conservation of the environment;

4.3.10 the provision of or assistance with the provision of public health facilities and childcare.

4.4 to advance the education of the Community about its environment, culture, heritage and/or history.

4.5 to advance environmental protection or improvement including preservation and conservation of the natural environment, the provision of sustainable development, the maintenance, improvement or provision of environmental amenities for the community and/or the preservation of buildings or sites of architectural, historic or other importance to the community.

5 The company's objects are restricted to those set out in article 4 (but subject to article 6).

6 The company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the company's objects in article 4; 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

7 In the pursuance of these aims (but not otherwise) the company shall have the following powers:-

7.1 to purchase, take on lease or in exchange, hire or otherwise acquire or deal with any real or personal property, whether heritable or moveable, and any rights or privileges and to construct, maintain and alter any buildings or erections which the company may think necessary for the promotion of its objects;

7.2 to improve, manage, construct, repair, develop, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant licenses, options, rights and privileges in respect of, or otherwise deal with an or any part of the property rights of the Company;

7.3 to invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;

7.4 to lend and advance money or give credit on any terms and with or without security to any person, organisation. firm or company, to enter into guarantees, contracts of indemnity of all kinds, to receive money of deposit on loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company;

- 7.5 to borrow and raise money in any manner and to secure the payment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future) and by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any liability or obligation it may undertake or become binding on it
- 7.6 to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange or promissory notes, bills of lading warrants, debentures and other negotiable or transferable instruments;
- 7.7 to carry on any other charitable purpose or objective which can be advantageously or conveniently carried on by the company by way of an extension of or in association with the objects stated in clause 4 hereof or which may be calculated directly or indirectly to advance the objectives stated in article 4;
- 7.8 to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise, and whether absolutely, conditionally or in trust;
- 7.9 to invest the monies of the company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 7.10 to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the company with a view to the furtherance of its objects;
- 7.11 to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the company;
- 7.12 to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- 7.13 to subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain, Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the company under or by virtue of clause 5 hereof and to purchase or otherwise acquire and undertake all or part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the company of any such charitable organisation, institution, society or body;
- 7.14 to establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for

charitable purposes in any way connected with or calculated to further any of the objects of the company;

- 7.15 to do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this company is authorised to amalgamate;
- 7.16 to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the company;
- 7.17 to print and publish any newspapers, periodicals, books or leaflets that the company may think desirable for the promotion of its objects;
- 7.18 to do all such other lawful things as are necessary for the attainment of the above objects or any of them; provided that:-
 - 7.18.1 in case the company shall take or hold any property which may be subject to any trusts, the company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - 7.18.2 the company shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which, if an object of the company, would make it a trade union;
 - 7.18.3 in relation to any property which may come in the hands of the company as trustees under any trust (whether established by any trust deed or any scheme of court or made in pursuance of any enactment relating to educational endorsements or war charities or otherwise) nothing herein shall authorise the company to deal therewith otherwise than in accordance with the terms of the trust and with any law relevant thereto, nor shall the incorporation of the company affect the liability as an individual of any member of the management committee or governing body who may be a party to such dealings.

Restrictions on use of the company's assets

8 Subject to article 9:-

- 8.1 the income and property of the company shall be applied solely towards promoting the company's objects (as set out in article 4);
- 8.2 no part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise;
- 8.3 no director of the company shall be appointed as a paid employee of the company and no director shall hold any office under the company for which a salary or fee is payable; (other than an Executive Director) and;

8.4 no benefit (whether in money or in kind) shall be given by the company to any director except

8.4.1 repayment of out-of-pocket expenses; or

8.4.2 reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

9 The company shall, notwithstanding the provisions of article 8, be entitled:-

9.1.1 to pay a rent not exceeding the market rent for premises let to the company by any member of the company;

9.1.2 to make any transfer or payment to a member where such transfer or payment is made in direct furtherance of the purposes of the company; and

9.1.3 to pay reasonable remuneration, and provide reasonable pension and/or other benefits, to the Executive Director, in his/her capacity as an employee of the company.

General structure

10 The structure of the company consists of:-

10.1 the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Act; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves

10.2 the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

Liability of Members

11 Each member undertakes that if the company is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:

11.1 payment of the company's debts and liabilities contracted before he/she 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.

12 The Directors have certain legal duties under the Companies Act 2006 and Charities and Trustee Investment (Scotland) Act 2005; and clause 11 does not exclude (or limit) any

personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

Qualifications for Membership

- 13 Membership shall be open, irrespective of nationality, religious opinion, age, sex, race, physical or mental ability to:
 - 13.1 Individual Members: all people over the age of 18, resident in the area of benefit and who have complied with the procedure for application for membership.
 - 13.2 Group Members: any local community group or corporate body within the Area of Benefit (as defined in 2.2) who have complied with the procedure for application for membership. Group Members shall have a right to vote at committee meetings using a nominated representative. No more than one individual nominated by each group may be a member of the organisation at any given time.
 - 13.3 Youth Members: Individuals between the ages of 12 and 18 years, normally resident within the area of benefit and who have complied with the procedure for application for membership. Youth Members will not have a right to vote at general meetings.
 - 13.4 Associate Members: Any other individual or body who has an interest in the organisation who is entitled to attend and speak at members meetings but will not have a vote.
- 14 Employees of the organisation are not eligible for membership.

Application for membership

- 15 Any person who wishes to become a member must sign, and lodge with the company, a written application for membership along with a remittance to meet the annual membership subscription; and for a corporate body, that application must be signed by an appropriately authorised officer of that body who will remain as the representative of that corporate body until such time as the corporate body informs the Board otherwise.
- 16 The Board may not, unless there are reasonable grounds to do so, refuse to admit any person, nominated individual or corporate body, or veto the proposed authorised officer acting as a representative of a corporate body, to Membership.
- 17 The Board shall consider each application for membership at the first board meeting which is held after receipt of the application; the board, within a reasonable time after the meeting, shall notify the applicant of their decision on the application. If the decision was to refuse admission, the board shall return to the applicant the remittance lodged by him/her.
- 18 If an application has been refused, an appeal may be made in writing to the Board, who shall consider the appeal at its next meeting after the appeal is received, and who shall

respond in writing to the applicant within 21 days of the meeting. The decision on such appeals is final.

Membership subscription

- 19 The Directors may fix an annual membership subscription in respect of each class of membership in article 13.

Withdrawal from membership

- 20 Any person who wishes to withdraw from membership shall sign, and lodge with the company, a written notice to that effect; on receipt of the notice by the company, he/she shall cease to be a member.

Expulsion from membership

- 21 Any person may be expelled from membership by special resolution (see article 35), providing the following procedures have been observed:-
- 21.1 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion; and
 - 21.2 the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

- 22 Membership shall cease on death of an individual members or for a group member upon termination of the organisation or on the death or the last surviving member.
- 23 A member may not transfer his/her membership to any other person.
- 24 Membership shall be automatically terminated should that member no longer reside in the Area of Benefit (as defined in Article 2.2)

Annual General Meeting

- 25 The directors shall convene an annual general meeting in each year.
- 26 Not more than 15 months shall elapse between one annual general meeting and the next.
- 27 The business of each annual general meeting shall include:-
- 27.1 a report by the chair on the activities of the company
 - 27.2 the election/re-election of directors.
- 28 The directors may convene an extraordinary general meeting at any time.

- 29 The directors must convene an extraordinary general meeting within 8 weeks 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).

Notice of general meetings

- 30 At least 14 clear days' notice must be given of general meetings.
- 31 The reference to "clear days" in article 30 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
- 32 A notice calling a meeting shall specify the date, time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (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.
- 33 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.
- 34 Notice of every general meeting shall be given:
- 34.1 in hard copy form;
 - 34.2 in writing or, (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
 - 34.3 (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.

Special resolutions and ordinary resolutions

- 35 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 a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 30 to 34; 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.
- 36 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution:
- 36.1 to alter its name
 - 36.2 to alter any provision of these articles or adopt new articles of association.

- 37 For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 30 to 34.

Written resolutions

- 38 A resolution agreed to in writing (including by e-mail) by all the Directors will be as valid as if it had been passed at an AGM or Board meeting; the date of the resolution will be taken to be the date on which the last member agreed to it and it must be unanimous.

Procedure at general meetings

- 39 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 14 members entitled to vote (each being a member or a proxy for a member).
- 40 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- 41 The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 42 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
- 43 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
- 44 If a member is unable to attend any general meeting, they may attend the meeting remotely by telephone, videolink, Skype, and other internet VOIP or teleconferencing mechanisms. Remote participation may only be used in the event of exceptional circumstances and no more than one person may be allowed to join the meeting electronically for the purpose of attaining a quorum.
- 45 Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
- 45.1 shall lodge with the company, at the company’s registered office or such address as may be specified in the Notice of General Meeting, a written instrument of proxy (in such form as the directors require), signed by him/her; or

45.2 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).

- 46 An instrument of proxy which does not conform with the provisions of article 45, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 47 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 48 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the company.
- 49 The termination of a proxy's authority by the member appointing him does not invalidate the vote given or ballot demanded, unless the company receives notice of the termination before the commencement of the meeting or adjourned meeting. Such notice should be received by the company at the company's registered office or such address as may be specified in the Notice of General Meeting (or, where sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications).
- 50 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall not be entitled to a casting vote.
- 51 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as members or proxies for members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- 52 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

BOARD

Number of Directors

- 53 The maximum and minimum number of Directors may be determined from time to time by ordinary resolution. The minimum number of Directors shall never be less than three.

Eligibility

- 54 A Director requires to be an Individual Member of the Company.

55 A person will not be eligible for election or appointment to the Board if he/she: -

55.1 is disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;

55.2 has entered into a full time or part time employment contract with the organisation, with the exception of the Executive Directors.

Election, retiral, re-election

56 At each annual general meeting, the members may elect any member (providing he/she is willing to act) to be a director.

57 The directors may at any time appoint any member (providing he/she is willing to act) to be a director.

58 At each annual general meeting, one-third (or nearest to one-third) of the Directors shall retire from office by rotation. If there is only one Director who is subject to retirement by rotation, he or she shall retire.

59 The directors to retire under article 58 shall be those who have been longest in office since they were last elected or re-elected; as between persons who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method.

60 A director who retires under article 58 shall remain in office until the meeting appoints someone in their place, or if it does not do so, until the end of the meeting.

61 A director who retires from office shall be eligible for re-election.

62 A Director retiring at an AGM will be deemed to have been re-elected unless: -

62.1 he/she advises the Board prior to the conclusion of the AGM that he/she/it does not wish to be re-appointed as a charity trustee;

62.2 the company decide not to fill that vacancy;

62.3 an election process was held at the AGM and he/she was not among those elected/re-elected through that process;

62.4 a resolution to remove a Director was put to the AGM and was carried.

63 A director may be reappointed for a further period of 3 years provided that no director shall serve continuously for a period of more than 6 years without there being a period of not less than 12 months when that person does not act as a director.

Appointment: Executive Directors

- 64 The directors shall, at the first meeting of the directors which is held after the appointment of any individual to the post/s of Chief Executive, Managing Director or other executive post, appoint that individual as a director ("an Executive Director") of the company.
- 65 An Executive Director shall continue to hold office as a director of the company unless and until he/she ceases (for whatever reason) to hold the post of Chief Executive, Managing Director or other executive post.

Termination of office

- 66 A director shall automatically vacate office if:-
- 66.1 he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director or Charity Trustee;
 - 66.2 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;
 - 66.3 (other than in the case of an Executive Director) he/she becomes an employee of the company;
 - 66.4 he/she resigns office by notice to the company;
 - 66.5 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act;
 - 66.6 if he/she is in breach of the Company's code of conduct;
 - 66.7 he/she is absent (without good reason, in the opinion of the Board) from more than six consecutive meetings of the Board - but only if the Board resolves to remove him/her from office.
- 67 If a director is convicted of fraud or other crime involving dishonesty or misappropriation of funds or if s/he is considered to be disqualified from acting as director under the Company Directors Disqualification Act 1986 (or any subsequent legislation) as outlined in the preceding article, and shall be he or she must notify the Company as soon as reasonably practicable.

Register of Directors

- 68 The Board must keep a register of Directors, setting out
- 68.1 for each current Directors:
 - 68.1.1 his/her full name and address; and
 - 68.1.2 the date on which he/she was appointed as a Director; and

- 68.1.3 any office held by him/her in the organisation; and
- 68.2 for each former Director - for at least 6 years from the date on which he/she ceased to be a Director:
 - 68.2.1 the name of the Director; and
 - 68.2.2 any office held by him/her in the Company; and
 - 68.2.3 the date on which he/she ceased to be a Director.

Office-bearers

- 69 The Directors may elect office bearers (from among themselves) if they consider that appropriate.
- 70 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected at the first Board meeting after the AGM.
- 71 A person/nominated individual/corporate body elected to any office will automatically cease to hold that office: -
 - 71.1 if he/she ceases to be a Director; *and/or*
 - 71.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her authorised officer.

Powers of Board

- 72 Subject to the provisions of the Act and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.
- 73 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Conduct of Directors

- 74 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: -
 - 74.1 seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects;
 - 74.2 promote the success of the company;
 - 74.3 exercise independent judgement;
 - 74.4 act with the due care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

74.5 in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party:-

74.5.1 put the interests of the company before that of the other party, in taking decisions as a director;

74.5.2 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.

Personal interests

75 A director, who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred from voting on the question of whether or not the company should enter into that arrangement.

76 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of the Act), has a personal interest in that arrangement.

77 Provided:

77.1 he/she has declared his/her interest; and

77.2 he/she has not voted on the question of whether or not the company should enter into the relevant arrangement

a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

78 No director may serve as an employee (full time or part time) of the company(except in the case of Executive Directors), and no director may be given any remuneration by the company for carrying out his/her duties as a director.

79 For the avoidance of doubt, Executive Directors will be employees of the company, and will be entitled to retain all remuneration, and pension and/or other benefits, paid or provided to them in their capacity as employees of the company.

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

Procedure at directors' meetings

81 Any director may call a meeting of the directors.

- 82 Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- 83 No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be fixed by the directors from time to time but it shall never be less than 3.
- 84 If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 85 Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 86 A director may participate in a meeting of the directors or a meeting of a committee of directors by means of a telephone, video conferencing facility or similar communications equipment whereby all the directors participating in the meeting can hear each other; a director participating in a meeting in this manner shall be deemed to be present in person at the meeting.
- 87 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.
- 88 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 89 A person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.
- 90 For the avoidance of doubt, an Executive Director shall not be entitled to vote in relation to any matter concerning his/her terms and conditions of employment.
- 91 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.

Delegation to sub-committees

- 92 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may

also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.

93 Any delegation of powers under article 92 may be made subject to such conditions as the directors may impose and may be revoked or altered.

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

Minutes

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

Accounting records and annual accounts

96 The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

97 The Board must prepare an annual statement of account, complying with all relevant statutory requirements; which includes deciding the correct format of the accounts, and the appropriate external scrutiny requirement by either a registered auditor or an appropriately qualified independent examiner.

MISCELLANEOUS

Dissolution and wind-up of the organisation

98 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 instead be transferred to some other charity or charities (whether incorporated or unincorporated) or other asset locked body whose objects are altogether or in part similar to the objects of the company.

99 The charity or charities or asset locked body to which property is transferred under article 98 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 jurisdiction at that time.

100 To the extent that effect cannot be given to the provisions of articles 98 and 99, the relevant property shall be applied to some other charitable purpose or purposes.

Indemnity

101 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability

incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted **or** any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.

- 102 The company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).

THE COMPANIES ACT 2006
SPECIAL RESOLUTION


SOIRBHEAS
COMPANY NUMBER: SC356487

CHANGE OF ARTICLES OF ASSOCIATION

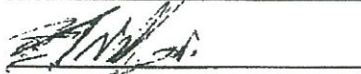
At an extraordinary meeting of the members of the above named company, duly convened and held at Balnain Community Hall, Glen Urquhart on 26th June 2014.

The following Special Resolution was duly passed:

- the attached articles of association be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association

Signed 

Chair or trustee



Company secretary or trustee

Date 29th July 2014

