

COMPANIES ACT 2006

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

ARTICLES of ASSOCIATION

of

SEALLADH NA BEINNE MOIRE

COMPANY NUMBER SC290324

(ADOPTED BY SPECIAL RESOLUTION OF THE COMPANY DATED [DATE])



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DEFINITIONS and INTRODUCTORY

1. The model articles of association for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 shall not apply to the Company.
2. In these Articles of Association, the following definitions apply throughout:-
 - 2.1. **Act** means the Companies Act 2006 as amended and every statutory modification and re-enactment thereof for the time being in force.
 - 2.2. **AGM** means annual general meeting.
 - 2.3. **Article(s)** means this or these Articles of Association.
 - 2.4. **Board** means the Board of Directors.

2.5. **Charity** means a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts.

2.6. **Clear days** means a period excluding the day when notice is given and the day of the meeting.

2.7. **Community** means the persons from time to time resident in one of the following postcode units and entitled to vote, at a local government election, in a polling district which includes that postcode unit or part of it: all postcode units which include the first three characters HS8 plus those postcode units beginning HS7 and followed by 5QG, 5QB, 5QH, 5PG, 5PQ, 5PW, 5QP, 5QA, 5PN, 5PS, 5QD, 5PR, 5QS, 5QF, 5QR, 5PJ, SPY, 5LV, SPT, 5QJ, 5PH, 5PL, 5PP, 5PZ and 5QL.

2.8. **Director(s)** means the director(s) for the time being of the Company.

2.9. **Land Reform Act** means the Land Reform (Scotland) Act 2003 as amended and every statutory modification and re-enactment thereof for the time being in force.

2.10. **Organisation** means any unincorporated association, society, federation, partnership, corporate body, agency, undertaking, local authority, union, co-operative, trust or other organisation (not being an individual person).

2.11. **Property** means any property, assets or rights, heritable or moveable, wherever situated in the world.

2.12. **Taxes Acts** means the Income and Corporation Taxes Act 1988 as amended and every statutory modification and re-enactment thereof for the time being in force or any replacement legislation defining charities and charitable purposes for the purposes of tax law.

3. Words importing the singular number only shall include the plural number, and vice versa; and words importing the masculine gender only shall include the feminine gender.

THE COMPANY'S OBJECTS

4. The Company is established to benefit the Community by the promotion for the public benefit of 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:-

4.1. exercise of the right to buy land under Part 2 of the Land Reform Act;

4.2. the relief of poverty in such ways as may be thought fit;

4.3. the relief of unemployment in such ways as may be thought fit, including assistance to find employment;

4.4. the advancement of education, training or retraining, particularly amongst unemployed people, and providing unemployed people with work experience;

4.5. the creation of training and employment opportunities by the provision of workspace, buildings and/or land for use on favourable terms;

4.6. 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 duty to provide or improve housing;

4.7. the advancement of the education of the Community about its environment, culture and/or history, with particular attention to be paid to the Community's Gaelic heritage, language and culture;

4.8. the maintenance, improvement or provision of public amenities;

4.9. the preservation of buildings or sites of historic or architectural importance;

4.10. the provision or assistance in the provision of recreational facilities for the public at large and/or those who, by reasons of their youth, age, infirmity or disablement, poverty or social and economic circumstances, have need of such facilities;

4.11.the protection or conservation of the environment;

4.12.the provision of public health facilities and childcare; and

4.13.any means incidental or conducive to any of the foregoing;

(the Objects).

THE COMPANY'S INCOME AND PROPERTY

5. The income and property of the Company shall be applied solely towards promoting the Objects and shall not belong to the members. Any surplus funds or assets of the Company are to be applied for the benefit of the Community.
6. No part of the income or property of the Company shall be paid or transferred (directly or indirectly) to the members of the Company, or to any other individual, whether by way of dividend, bonus, or otherwise, except as permitted under Article 8.
7. No Director shall be appointed as a paid employee of the Company.
8. No benefit (whether in money or in kind) shall be given by the Company to any member or Director except:-
 - 8.1.1. repayment of out-of-pocket expenses to Directors (subject to prior agreement by the Directors); or
 - 8.1.2. reasonable remuneration to any member or Director in return for specific services actually rendered to the Company (not being of a management nature normally carried out by a director of a company); or
 - 8.1.3. payment of interest at a rate not exceeding the commercial rate on money lent to the Company by any member or Director; or
 - 8.1.4. payment of rent at a rate not exceeding the open market rent for property let to the Company by any member or Director; or

8.1.5. the purchase of property from any member or Director provided that such purchase is at or below market value or the sale of property to any member or Director provided that such sale is at or above market value.

8.1.6. and in any such event the terms of Articles to shall specifically apply.

MEMBERS' LIABILITY AND GUARANTEE

9. The liability of each Ordinary Member of the Company is limited to £1, being the maximum amount which each Ordinary Member of the Company undertakes to contribute to the property of the Company if it should be wound up whilst he is an Ordinary Member or within one year after he ceases to be an Ordinary Member (for whatever reason), for payment of its debts and liabilities contracted before he ceases to be an Ordinary Member, and of the costs, charges and expenses of winding up.

GENERAL STRUCTURE OF THE COMPANY

10. The structure of the Company comprises:-

10.1. **Members** - comprising Ordinary Members (who have the right to attend and vote at general meetings and have important powers under these Articles and the Act, who elect people to serve as Directors and take decisions in relation to any changes to these Articles) and Junior Members; and

10.2. **Directors** - who hold regular meetings between each AGM, set the strategy and policy of the Company, generally control and supervise the activities of the Company and, in particular, are responsible for monitoring its financial position and, where there are no employees or managers appointed, are responsible also for the day-to-day management of the Company.

MEMBERSHIP

11. The members of the Company shall consist of the Ordinary Members on the date of adoption of these Articles and such other persons as are admitted to membership in terms of these Articles. If on adoption of these Articles the Company has any Nominated Members (as defined in the Company's previous articles) they shall cease to be members on adoption of these Articles and will be reclassified as Associates and will be notified of this by the Company.

12. Membership of the Company is open to:-

12.1. **Ordinary Members:** those individuals aged 18 and over who:-

12.1.1. are members of the Community; or

12.1.2. are crofters who hold a crofting interest in land within the boundaries of South Uist Estates, including valid shares in Benbecula Common Grazings, as approved under the 1993 Crofters Act, and are resident within 16 kilometres of the estate boundary and are entitled to vote at a local government election in the Western Isles; and

12.1.3. who support the objects of the Company;

declaring that, if an Ordinary Member ceases to comply with these criteria, he will be reclassified as an Associate and will be notified of this by the Company.

12.2. **Junior Members:** those individuals aged 11 and over who are resident in the Community and have started secondary education. Junior Members have the right to receive notice of, and to attend and speak at, general meetings of the Company, and to be included on the Company's members mailing list. On reaching the age of 18, a Junior Member shall be offered Ordinary Membership provided he meets the criteria in Article .

13. The following conditions apply to membership:-

13.1. The number of Ordinary Members of the Company shall be not less than 20; and

13.2. The majority of the Ordinary Members shall consist of members of the Community;

and, in the event that at any time the number of Ordinary Members is less than 20 or that the majority of the Ordinary Members do not consist of members of the Community, the Directors may not conduct any business other than to ensure the admission of sufficient Ordinary Members to achieve the minimum number and/or maintain the majority.

14. The Directors shall promptly consider applications for membership, made in such written form as they shall prescribe from time to time, determining if the terms of Article apply and into which category of membership each applicant shall belong, and immediately thereafter shall approve any valid application provided the applicant is not excluded by virtue of Article or has previously been a member of the Company and excluded from membership by virtue of Article .
15. The Directors shall maintain a Register of Members, setting out the name and postal address of each member, the relative category of membership and the date of the member's appointment.

MEMBERSHIP SUBSCRIPTIONS

16. The Ordinary Members may at any or each AGM fix the subscriptions payable by Ordinary Members.
17. Ordinary Members shall be required to pay the appropriate subscriptions. Only those Ordinary Members who have paid their subscription are entitled to take part in and vote at any general meeting.
18. An individual who ceases to be a member (for whatever reason) shall not be entitled to any refund of membership subscription.

CESSATION OF MEMBERSHIP

19. A member shall cease to be a member if:-
 - 19.1. he sends written notice of resignation to the Company; or
 - 19.2. he becomes insolvent or apparently insolvent or makes any arrangement with his creditors; or
 - 19.3. his annual subscription due remains outstanding for more than six calendar months (and provided that the member in question has been given at least one written reminder) and the Directors choose to expel that member from membership; or

19.4. a resolution that a member be expelled is passed by a majority of at least 75% of the Ordinary Members present and voting at a general meeting, of which not less than 21 days' previous notice specifying the intention to propose such resolution and the grounds on which it is proposed shall have been sent to all Directors, all Ordinary Members and the Company Secretary and also to the member whose removal is in question, such member being entitled to be heard at that meeting; or

19.5. he dies (the right of membership not being assignable).

ASSOCIATES

20. The Directors shall have power to admit Associates who shall be individuals including individuals under 18 years of age, non-profit making or charitable bodies, commercial or other organisations who wish to be associated with the Company and who in the opinion of the Directors should be admitted as Associates.
21. Associates shall not be Members of the Company.
22. Associates may attend general meetings of the Company but may not vote at such meetings.
23. Associates shall not be eligible for election as Elected Directors.

GENERAL MEETINGS (MEETINGS OF MEMBERS)

24. The Directors shall convene an AGM in each calendar year, at such time as they may determine, but not more than 15 months after the previous AGM.
25. The business of each AGM shall include:-
 - 25.1.1. the report by the Chairman on the activities of the Company;
 - 25.1.2. the report by the Chairman on the results of the ballot for election of Elected Directors and the Directors' intentions regarding appointment or re-appointment of Co-opted Directors;
 - 25.1.3. fixing of annual subscriptions;

- 25.1.4. the report of the auditor;
 - 25.1.5. presentation of the accounts of the Company; and
 - 25.1.6. the appointment of the auditor.
26. The provisions with regard to general meetings other than AGMs are as follows:-
- 26.1. the Directors may convene a general meeting whenever they think fit; and
 - 26.2. the Directors must convene a general meeting within 28 days of a valid requisition. To be valid, such requisition must be signed by not less than 10% of the Ordinary Members, must clearly state the objects of the meeting and must be delivered to the Registered Office. The requisition may consist of several documents in like form each signed by one or more requisitionists.
27. Subject to the terms of Articles to , the provisions regarding notice of a general meeting are as follows:-
- 27.1.21 clear days' notice at the least shall be given of every general meeting to each member, Director, Associate, the Company Secretary and the auditor;
 - 27.2. the notice shall specify the place, the day and the hour of the general meeting, the general nature of any business and the full text of any Special Resolutions in terms of Article ;
 - 27.3. the accidental omission to give notice of a general meeting to, or the non-receipt of such notice by, any members, persons, or organisations entitled to receive notice thereof shall not invalidate any resolution passed at or proceedings of any general meeting.

CHAIRMAN OF GENERAL MEETINGS

28. The Chairman of the Company, whom failing the Vice-Chairman of the Company (if any), shall act as chairman of each general meeting. If neither the Chairman nor the Vice Chairman is present or willing to act as chairman of the meeting within 15 minutes after the time at which the general meeting in question was due to commence, the Directors

present shall elect from among themselves one of the Elected Directors who will act as chairman of this meeting.

QUORUM AT GENERAL MEETINGS

29. The quorum for a general meeting shall be the lesser of 40 Ordinary Members or 10% of the Ordinary Members present in person. No business shall be dealt with at any general meeting unless a quorum is present.
30. If a quorum is not present within 15 minutes after the time at which the general meeting was due to commence - or if, during a general meeting, a quorum ceases to be present - the general meeting shall stand adjourned to such time and place as may be fixed by the chairman of the meeting.

VOTING AT GENERAL MEETINGS

31. The chairman of the meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote.
32. The provisions regarding voting are as follows:-

32.1. each Ordinary Member shall have one vote, to be exercised in person by a show of hands (unless a secret ballot is demanded by the chairman of the meeting, or by at least two Ordinary Members present at the meeting and entitled to vote, which may be demanded only before any show of hands takes place and shall be taken immediately at the same meeting, shall be conducted in such a manner as the chairman of the meeting may direct and the result of which shall be declared at the same meeting at which the ballot was demanded and, in that event, the chairman of the meeting shall appoint and instruct tellers, who may cast their own personal votes if Ordinary Members);

32.2. on a ballot votes may be given either personally or by proxy;

32.3. an instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):-

SEALLADH NA BEINNE MOIRE

I/WE, , of , being a member/members of the above-named company, hereby appoint of , or failing him, of as my/our proxy to vote in my/our name(s) and on my/our behalf at the [annual] general meeting of the company to be held on , and at any adjournment thereof. Signed this day of ; and

32.4. where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):-

SEALLADH NA BEINNE MOIRE

I/WE, , of , being a member/members of the above-named company, hereby appoint of , or failing him, of as my/our proxy to vote in my/our name(s) and on my/our behalf at the [annual] general meeting of the company to be held on , and at any adjournment thereof. This form is to be used in respect of the resolutions mentioned below as follows:-

Resolution No 1 *for *against

Resolution No 2 *for *against

*Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of .

33. At any general meeting a resolution put to the vote of the meeting shall be decided by a simple majority of the Ordinary Members who are present in person or by proxy and voting thereon, except for decisions on any of the following matters, which shall require to be decided by not less than 75% of the Ordinary Members present in person or by proxy and voting thereon (no account therefore being taken of members who abstain from voting or who are not present in person or by proxy), namely:-

33.1.altering the name of the Company; or

33.2.amending the Objects; or

33.3.(without prejudice to Article) amending these Articles; or

33.4.(without prejudice to Articles to) winding up the Company; or

33.5.any other matter requiring a decision by special resolution in accordance with the Act.

34. A resolution in writing signed by or on behalf of a sufficient majority of the Ordinary Members (as specified in Article) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Such resolution may consist of several documents in the same form, each signed by or on behalf of one or more Ordinary Members.

35. The chairman of the general meeting may, with the consent of a majority of the Ordinary Members present and voting thereat, adjourn the general meeting to such time and place as he may determine.

APPOINTMENT OF DIRECTORS

36. The affairs, property and funds of the Company shall be directed and managed by the Directors. The Directors may exercise all such powers of the Company, and may on behalf of the Company do all acts as may be exercised and done by the Company, other than those required to be exercised or done by the Ordinary Members in general meeting, and subject always to these Articles and to the provisions of the Act.

37. The minimum number of Directors shall be five. Unless otherwise determined by Ordinary Resolution of the Company there shall not be more than twelve Directors, seven of whom shall be elected by the Ordinary Members in accordance with Article (**Elected Directors**) and five of whom shall be co-opted by the Directors in accordance with Article (**Co-opted Directors**).

38. Vacancies arising by retiral of Elected Directors at an AGM will be filled by secret ballot of the Ordinary Members prior to the AGM. The nominees will be:

38.1.those nominated by the Directors; and

38.2.any other candidates nominated in writing by at least two Ordinary Members no later than 28 days prior to the AGM. The written nomination must include the nominee's consent to be appointed if elected. No later than 42 days prior to the AGM, the Directors will invite nominations from the Ordinary Members.

In the ballot, each Ordinary Member may vote for any number of nominees up to the number of vacancies to be filled. The vacancies shall be filled in order of number of votes cast for each nominee. In the event of a tie for the last one or more vacancies the result shall be determined by lot. Appointment of the Elected Directors selected by ballot will take effect from close of the AGM.

39. Subject to the provisions of the previous Article, the ballot for election of Elected Directors shall be carried out by such means as the Directors may decide. In particular, the ballot may be conducted by post, email or other electronic means (or a combination of them) and the Directors may engage the Electoral Reform Society or other suitable body to conduct the ballot on their behalf.
40. No person shall be eligible to be an Elected Director unless his is, or is eligible to become, an Ordinary Member.
41. The Directors may from time to time fill any casual vacancy arising as a result of the retiral (or deemed retiral for any reason) of any Elected Director from or after the date of such retiral or deemed retiral until the next AGM provided the number of Elected Directors appointed by the members always exceeds the number of Co-opted Directors, otherwise the vacancy must be filled as soon as practicable by appointment at a general meeting called for the purpose, or by ballot of the Ordinary Members in accordance with Articles and (save that in place of the AGM shall be a suitable date chosen by the Directors for the new appointment to take effect).
42. The Directors may appoint Co-opted Directors at any time subject to a maximum of five Co-opted Directors holding office at any one time.
43. Employees of the Company may not be nominated as or become Directors.

44. The Directors shall ensure that a Register of Directors is maintained, which sets out the full details of each Director as required for all registration purposes, including the date and type of appointment and the date of retiral.
45. Each Director shall exercise his powers and carry out his responsibilities personally. No Director may appoint any person his alternate for these purposes.

RETIRAL OF DIRECTORS

46. The Elected Directors shall be subject to retirement by rotation on a three-year cycle as follows:

46.1. at the first AGM following adoption of these Articles, three shall retire;

46.2. at the second AGM following adoption of these Articles, two shall retire;

46.3. at the third AGM following adoption of these Articles, two shall retire;

and in subsequent years the cycle will repeat. The Elected Directors to retire by rotation shall be in addition to any retiring under Article .

47. The Elected Directors to retire by rotation at each AGM shall be those who have been longest in office since their last election but, as between persons who were elected or last re-elected Directors on the same day, the one or ones to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
48. At each AGM, all Co-opted Directors shall retire.
49. A Director retiring at an AGM shall retain office until the close or adjournment of the meeting.
50. Retiring Directors shall be eligible for re-appointment.
51. A Director shall retire or be deemed to retire if:

51.1. being an Elected Director, he ceases to be an Ordinary Member in terms of Article or Article ;

51.2. he becomes prohibited from being a director of a limited company by reason of any order made under the Company Directors Disqualification Act 1986 and every statutory modification and re-enactment thereof for the time being in force; or

51.3. he is employed by or holds any office of profit under the Company (except as permitted under Article); or

51.4. he becomes incapable for medical reasons of fulfilling the duties of a Director and such incapacity, as certified (if necessary) by two medical practitioners, is expected to continue for a period of more than six months from the date or later date of such certification; or

51.5. he is absent (without permission of the Directors) from more than three consecutive meetings of the Directors, and the Directors resolve to remove him from office; or

51.6. by written notice to the Registered Office, he resigns as a Director.

CHAIRMAN AND VICE-CHAIRMAN

52. The Directors shall meet as soon as practicable immediately after each AGM appoint a Chairman, and if desired a Vice-Chairman, from the Elected Directors (both of whom must be Ordinary Members).

PERSONAL INTERESTS

53. Any Director and/or employee who has a personal interest in any prospective or actual contract or other arrangement with the Company must declare that interest either generally to the Directors or specifically to any relevant meeting of the Company. A personal interest includes not only the interest of the Director or employee in question, but also his partner, close relative or business associate, or any firm of which he is a partner or employee, or any limited company of which he is a director, employee or shareholder of more than 5% of the equity.
54. Additionally, the Directors may resolve at any time to require all Directors and employees to deliver a Notice of Relevant Interests to the Registered Office, as they arise and at least annually. In that event, the Directors shall determine from time to time what interests

shall be relevant interests and shall ensure that a Register of Notices of Relevant Interests is maintained, which shall be open for inspection by both the Directors and members of the Company and, with the express prior written approval of the Director or employee concerned, by members of the public.

55. Whenever a Director finds that there is a personal interest, as defined in Article , he has a duty to declare this to the Directors' meeting in question. It will be up to the chairman of the meeting in question to determine:-

55.1.whether the potential or real conflict simply be noted in the Minutes of any relevant meeting, or

55.2.whether the Director in question, whilst being permitted to remain in the meeting in question, must not partake in discussions or decisions relating to such matter, or

55.3.whether the Director in question should be required to be absent during that particular element of the meeting and, in terms of Article , where a Director leaves, or is required to leave, the meeting he no longer forms part of the quorum thereat.

QUORUM AT DIRECTORS' MEETINGS

56. The quorum for meetings of the Directors shall not be less than 50% of all the Directors, provided that the Elected Directors are in the majority. No business shall be dealt with at a meeting of the Directors unless such a quorum is present.
57. A Director shall not be counted in the quorum at a meeting (or at least the relevant part thereof) in relation to a resolution on which, whether because of personal interest or otherwise, he is not entitled to vote.

MEETINGS OF THE BOARD OF DIRECTORS

58. Meetings of the Directors may take place in person or by telephone conference call, video conference call or by any other collective electronic means approved from time to time by the Directors.

59. Not less than 14 clear days' notice in writing shall be given of any meeting of the Directors at which a decision in relation to any of the matters referred to in Article is to be made, which notice shall be accompanied by an agenda and any papers relevant to the matter to be decided. All other meetings of the Directors shall require not less than 7 days' prior notice, unless all Directors agree unanimously in writing to dispense with such notice on any specific occasion.
60. A Director may, and on the request of a Director the Company Secretary shall summon a meeting of the Directors by notice served upon all Directors, to take place at a reasonably convenient time and date.
61. The Chairman, whom failing the Vice-Chairman (if any), shall be entitled to preside as chairman of all meetings of the Directors at which he shall be present. If at any meeting neither the Chairman nor the Vice-Chairman is present and willing to act as a chairman of the meeting within 15 minutes after the time appointed for holding the meeting, the remaining Directors may appoint one of the Directors to be chairman of the meeting, which failing the meeting shall be adjourned until a time when the Chairman or Vice-Chairman will be available.
62. The chairman of the meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote, on a show of hands only, each Director present having one vote. In the event of an equal number of votes for and against any resolution at a meeting of the Directors, the chairman of the meeting shall have a casting vote as well as a deliberative vote.
63. The Directors may delegate any of their powers to sub-committees, each consisting of not less than one Director and such other person or persons as they think fit or which they delegate to the committee to appoint. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any remit and regulations imposed on it by the Directors. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors. Such sub-committee shall regularly and promptly circulate, or ensure the regular and prompt circulation of, the minutes of its meetings to all Directors.
64. The Directors shall cause minutes to be made of all appointments of officers made by it and of the proceedings of all general meetings and of all Directors' meetings and of sub-

committees, including the names of those present, and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed after approval, either by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

65. No alteration of the 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.
66. A resolution in writing signed by all the Directors or all the members of any sub-committee (whether in one or several documents in the same form each signed by one or more Directors or members of any relative sub-committee as appropriate) shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such sub-committee duly convened and constituted.
67. The Directors may act notwithstanding any vacancy in their number, but where the number of Directors falls below the minimum number specified in Article the Directors may not conduct any business other than to appoint sufficient Directors to match or exceed that minimum.
68. The Directors may invite or allow any person to attend and speak, but not to vote, at any meeting of the Directors or of their sub-committees.
69. The Directors may from time to time promulgate, review and amend any ancillary regulations, guidelines and/or policies, subordinate at all times to these Articles, as it deems necessary and appropriate to provide additional explanation, guidance and governance to members.

COMPANY SECRETARY, MINUTE SECRETARY, TREASURER and PRINCIPAL OFFICER

70. The Directors shall appoint a Company Secretary for such term and upon such conditions as it may think fit. The Company Secretary may be removed by the Directors at any time.
71. The Directors may appoint a Minute Secretary, for the purposes of Article , for such term, at such remuneration (if any), and upon such conditions as they may think fit. The Minute Secretary may be removed by the Directors at any time.

72. The Directors may appoint a Treasurer for such term and upon such conditions as they may think fit. The Treasurer may be removed by the Directors at any time. Whilst in post, the Treasurer may be required to attend (but shall have no vote at) Directors' meetings during his tenure as Treasurer, except any part or parts thereof dealing with his employment or remuneration, or any other matter which the Directors wish to keep confidential to themselves.

FINANCES

73. The banking account or accounts of the Company shall be kept in such bank or building society and/or banks or building societies as the Directors shall from time to time determine.
74. All cheques and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
75. The Directors shall ensure that all funds and assets of the Company are applied towards achieving the Objects.

ACCOUNTS

76. The Directors shall cause accounting records to be kept in accordance with the requirements of the Act and other relevant regulations.
77. The accounting records shall be maintained by the Treasurer (if there is one) or otherwise by, or as determined by, the Directors. Such records shall be kept at such place or places as the Directors shall think fit and shall always be open to the inspection of the Directors.
78. Once at least in every year, or as otherwise provided for by the Act, the accounts of the Company shall be audited by an auditor, who shall be appointed by the Directors on the direction of the Ordinary Members in general meeting.
79. At each AGM, the Directors shall provide the Ordinary Members with a copy of the accounts for the period since the last preceding accounting reference date. The accounts shall be accompanied by proper reports of the Directors and the auditor. Copies of such accounts shall, not less than 21 clear days before the date of the general meeting at

which they fail to be approved, be delivered or sent to all Ordinary Members, Directors, the Company Secretary and the auditor, or otherwise be available for inspection on the website of the Company (with all members, Directors, the Company Secretary and the auditor being made aware that they are so available for inspection there).

NOTICES

80. A notice may be served by the Company upon any member, either personally or by sending it by post, fax, email or other appropriate electronic means, addressed to such member at his address as appearing in the Register of Members or as supplied to the Company for this purpose.
81. Any notice whether served by post or otherwise, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post or is otherwise despatched.
82. The business of the Company and all its correspondence with and notification to or from members may be conducted equally validly and effectively if transmitted by fax or email or other appropriate electronic means (except where a member specifically requests all such correspondence and notification by post) or otherwise if publicised on the website of the Company where the Company has advised each member of this and has taken due steps to notify by other reasonable means all other members who state that they do not have access to the internet.

INDEMNITY

83. Subject to Article , but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

83.1. each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them, including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or

breach of trust in relation to the company's (or any associated company's) affairs; and

83.2.the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

84. Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

85. In Article :

85.1.companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

85.2.a "relevant officer" means any director or other officer or former director or other officer of the company or an associated company.

ALTERATION TO THE ARTICLES OF ASSOCIATION

86. Any alteration to these Articles may be made only upon the following conditions:-

86.1.upon the decision of not less than 75% of the Ordinary Members in accordance with Article ;

86.2.with the written consent of the Scottish Ministers in terms of Section 35(1) of the Land Reform Act including any statutory amendment or re-enactment thereof for the time being in force; and

86.3.if the Company is a charity, with the written consent of the Office of the Scottish Charity Regulator (or its successors) in confirmation that such changes shall not adversely affect the Company's recognition or registration as a Scottish charity.

DISSOLUTION

87. If, on the winding-up of the Company, any property remains, after satisfaction of all its debts and liabilities, such property (including any land acquired by it in terms of the Land Reform Act) shall be given or transferred to such other community body or bodies or crofting community body or bodies as may be approved by the Scottish Ministers, under declaration that if the Company is a charity at or immediately before the time of its winding up, then the community body or bodies or crofting community body or bodies referred to above must also be a charity or charities.
88. In Article , "community body" and "crofting community body" have the meanings ascribed to them respectively in Sections 34 and 71 of the Land Reform Act.
89. If no such community body or crofting community body is so approved in terms of Article , such property referred to in Article shall be transferred to the Scottish Ministers or, if the Company is a charity at or immediately before the time of its winding up, to such charity or charities as the Scottish Ministers may direct.