

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
of
CRAIGNISH COMMUNITY COMPANY LIMITED

Definitions and Introductory

1. The regulations contained in Table C in the Companies (Tables A to F) Regulations 1985, as may be amended or re-enacted, shall not apply to the Company.
2. In these Articles of Association, the following definitions apply throughout:
“**Act**” means the Companies Act 1985 as amended and every statutory modification and re-enactment thereof for the time being in force.
“**AGM**” means an Annual General Meeting.
“**Article(s)**” means this or these Articles of Association.
“**Board**” means the Board of Directors.
“**Clear days**” means a period excluding the day when notice is given and the day of the meeting.
“**Community**” means the community area described in Clause 3 of the Memorandum.
“**Director(s)**” means the director(s) for the time being of the Company.
“**EGM**” means an Extraordinary General Meeting.
“**Memorandum**” means the foregoing Memorandum of Association.
“**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).
“**Property**” means any property, assets or rights, heritable or moveable, wherever situated in the world.
“**Subscribers**” means those persons who have subscribed both the Memorandum and these Articles.
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.
4. The Company is established to achieve the Objects.

General Structure of the Company

5. The structure of the Company comprises:
 - 5.1 **Members** - comprising Ordinary Members, the Extended Members, the Associate Members and the Junior Members; and
 - 5.2 **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

6. The members of the Company shall consist of the Subscribers (being those Ordinary Members who sign the original Memorandum and Articles of

Association) and such other persons and organisations as are admitted to membership in terms of these Articles.

7. Membership of the Company is open to:

7.1 Ordinary Members: those individuals aged 18 and over who:

- (a) are ordinarily resident in the Community; and
- (b) are entitled to vote at a local government election in a polling district that includes the Community or part of it; and
- (c) who support the Objects;

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

7.2 Extended members: those individuals who are not ordinarily resident in the Community that support the Objects. [This category is intended to recognise the affection and commitment placed on the Community by those who cannot live here for whatever reason, where commitment is defined as: carrying out a business within the Community, paying commercial or second home rates, or some other real and demonstrable commitment – and pays tribute to the Extended Family of Craignish. It recognises particularly the young who have been obliged to move out of the area to seek employment or training, and do not have the economic ability to return.]

7.2.1 Extended Members should be proposed and seconded by 2 Ordinary Members on their application for membership and it is at the discretion of the Board to accept or reject such application under the terms of article 8.4.

7.2.2 Extended Members are eligible to vote at any General Meeting.

7.3 Associate Members: those organisations, wherever located that support the objects. Associate members are neither eligible to stand for election to the Board, nor to vote at any General Meeting. Each member which is an organisation shall appoint one named, Authorised Representative to represent and act for such member at all General Meetings. Any change in the appointment of an Authorised Representative may be made at any time by the appointing member.

7.4 Junior Members: those individuals who are aged between 12 and 17 who support the Objects. Junior Members are neither eligible to stand for election to the Board nor to vote at any General Meeting.

8. The following conditions apply to membership:

8.1 The Company shall have not fewer than 20 members at any time; and

8.2 at least 75% of the members of the Company shall consist of Ordinary Members; and,

8.3 in the event that the number of ordinary members falls below 20 the Board 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; and

8.4 The Board shall be *entitled* at their discretion to refuse to admit any person to membership if he/she is applying under Article 7.2 and *must* refuse admission if the effect of admitting the applicant would be that the number of members fulfilling the qualification under Article 7.1 (ordinary members) ceased to comprise 75% or more of the total membership; the Board shall not, however, have any power to decline to admit to membership any individual applying for membership under article 7.1 if he/she is qualified for membership under that paragraph.

Application for membership

9. The Board shall promptly consider applications for membership, made in such written form as it shall prescribe from time to time, determining if the terms of Article 7 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 8 or has previously been a member of the Company and excluded from membership by virtue of Article 14.

10. The Board 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

11. The Ordinary Members (under Article 7.1) may at any or each AGM fix the annual subscriptions (and, if relevant, different rates thereof for different categories).

12. Members shall be required to pay the appropriate annual membership subscription, where fixed. Only those members who have paid their current subscription, where fixed, are entitled to take part in and vote at any General Meeting.

13. An individual who ceases to be a member (for whatever reason) shall not be entitled to any refund of membership subscription.

Cessation of membership

14. A member shall cease to be a member if:

14.1 he, she or it sends written notice of resignation to the Company; or

14.2 being an individual, he or she becomes insolvent or apparently insolvent or makes any arrangement with his or her creditors; or

14.3 being an organisation, it goes into receivership, goes into liquidation, dissolves or otherwise ceases to exist (the right of membership not being assignable); or

14.4 the annual subscription due, if it exists, remains outstanding for more than six calendar months (and provided that the member in question has been given at least one written reminder) and if the Board chooses to expel that member from membership; or

14.5 a resolution that a member be expelled is passed by a majority of at least 75% of the 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 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

14.6 being an individual, he or she dies (the right of membership not being assignable).

General meetings

15. The Board shall convene an AGM in each year, at such time as it may determine, although the first AGM need not be held in the first year provided that it be held within 18 months after the date of incorporation of the Company. Thereafter, not more than 15 months shall elapse between one AGM and the holding of the next.

16. The business of each AGM shall include:

16.1 the report by the Chairman on the activities of the Company;

16.2 the election of Directors;

16.3 fixing of annual subscriptions;

16.4 the report of the treasurer or auditor as appropriate and

16.5 approval of the accounts of the Company.

17. The provisions with regard to EGMs are as follows:

17.1 all General Meetings, other than AGMs, shall be called Extraordinary General Meetings;

17.2 the Board may convene an EGM whenever it thinks fit; and

17.3 the Board must convene an EGM 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.

Notice of general meetings

Subject to the terms of Articles 92, 93 and 94 the provisions regarding notice of a General Meeting are as follows:

18. At least twenty one clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see Articles 23 and 24) or a resolution requiring special notice under the Act is to be proposed; all other extraordinary general meetings shall be called by at least fourteen clear days' notice.

19. The reference to "clear days" in Article 18 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.

20. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of any business to be dealt with at the meeting and (b) if a special resolution (see Article 23 and 24) (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.

21. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.

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

Special resolutions and ordinary resolutions

23. For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with Articles 18 to 22; 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.

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

24.1 to alter its name;

24.2 (subject to the provisions of the Act) to alter its memorandum of association with respect to the company's objects;

24.3 to alter any provision of these articles or adopt new articles of association; or
24.4 to wind up of the Company in terms of Clause 7 of the Memorandum of Association.

25. For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against, and (as applicable) the chairperson’s casting vote) at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with Articles 18 to 22.

26. A resolution in writing signed by or on behalf of all the members of the company who, at the date of the resolution, would have been entitled to attend and vote at a general meeting at which the resolution was proposed shall be as effectual as if it had been passed at a general meeting duly convened and held; the signatures need not be on a single document, provided each signature is on a document which accurately states the terms of the resolution.

PROCEEDINGS AT GENERAL MEETINGS

Quorums at general meetings

27. No business shall be transacted at any meeting unless **a quorum** is present; ten Ordinary Members, present in person, shall be a quorum. A quorum shall not, however, be deemed to be constituted unless a majority of the members present are Ordinary Members.

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.

Chairman at General meetings

29. 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 30 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 Member Directors who will act as chairman of that meeting.

30. 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.

Voting at general meetings:

31. Every Ordinary and Extended Member shall have one vote, which may be given either personally or (whether on a show of hands or on a secret ballot) by proxy.

32. The provisions regarding voting are as follows:

32.1 A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, a secret ballot is demanded by (a) the chairperson of the meeting or (b) any three persons present at the meeting and entitled to vote (whether as ordinary members, or as proxies for ordinary members);and

32.2. If a secret ballot is demanded it shall be taken at once and shall be conducted in such manner as the chairperson of the meeting may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded;

32.3 Associate and Junior members shall have no vote.

33.4 in the event of an equal number of votes for and against any resolution, the chairman of the meeting shall have a casting vote as well as any deliberative vote.

Proxy voting at General Meetings

34. An Ordinary or Extended Member who wishes to appoint a proxy to vote on his/her behalf at any meeting:

34.1 shall lodge with the company, at the company's registered office, not less than 48 hours before the time for holding the meeting, a written instrument of proxy (in such form as the directors require), signed by him/her; or

34.2 shall send to the company at such address as may have been notified to the members by the company for that purpose, an electronic communication containing the appointment of a proxy, providing such electronic communication is received by the company at such address not less than 48 hours before the time for holding the meeting.

34.2.1 An instrument of proxy, or electronic communication containing the appointment of a proxy, which does not conform with the provisions of article, or which is not lodged or sent in accordance with such provisions, shall be invalid.

34.2.2 A member shall not be entitled to appoint more than one proxy to attend on the same occasion, and no more than five votes may be cast by any one person on any given resolution in his/her capacity as a proxy.

34.2.3 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.

34.2.4 A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot unless notice of such termination was received by the company at the company's registered office (or, where 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 at which the vote was given or the ballot demanded.

Appointment of Directors:

35. The affairs, property and funds of the Company shall be directed and managed by a Board of Directors. The Board 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 a General Meeting, and subject always to these Articles and to the provisions of the Act.

Categories of director:

36. For the purposes of these articles:

"Member Director" means a director (drawn from the Ordinary Members of the company) appointed under Articles 39-45.

"Co-opted Director" means a director appointed or re-appointed by the directors under Articles 46-48.

Number of directors

37. The maximum number of directors shall be 12, of whom no more than 7 shall be Member Directors and no more than 5 shall be Co-opted Directors; at any given time, a majority of the directors shall be Member Directors.

Eligibility for appointment

38. An individual shall not be eligible for appointment as a Member Director unless he/she fulfils the qualification under Article 7.1 (ordinary members).

Election, retiral, re-election: Member Directors

39. Any Ordinary Member (as defined by Article 7.1) who wishes to be considered for election as a director at an annual general meeting must lodge with the company a written notice (in such form as the directors require), confirming that he/she is willing to be appointed; the notice must be signed by him/her, and by two other members of the company (as proposer and seconder), and must be lodged with the company at least five days prior to the annual general meeting.

40. At an annual general meeting the company may (subject to Articles 37 and 38) elect as a director (a "Member Director") any member who has lodged with the company in due time the notice required under the preceding article.

41. Subject to Articles 37 and 38, the directors may at any time appoint any ordinary member (providing he/she is willing to act) to be a director (a "Member Director") either to fill a vacancy or as an additional director.

42. At the first annual general meeting, one third (to the nearest round number) of the Member Directors shall retire from office; the directors to retire under the preceding provisions of this article shall be determined by some random method.

43. At each annual general meeting (other than the first):

43.1 any Member Director who was appointed by the directors (under Article 41) in the period from the date of the last annual general meeting shall retire from office; and

43.2 out of the remaining Member Directors, one third (to the nearest round number) shall retire from office.

44. The directors to retire under Article 43.2 shall be those who have been longest in office since they were last appointed or re-appointed; if two or more directors were appointed or re-appointed on the same date, the question of which of them is to retire under Article 43.2 shall be decided by some random method.

45. The company may at any annual general meeting re-elect any Member Director who retires from office at the meeting under Article 42 or 43 (providing he/she is willing to act); if any such Member Director is not re-appointed, he/she shall retain office until the meeting appoints someone in his/her place or, if it does not do so, until the end of the meeting.

Co-opted Directors

46. In addition to their powers of appointment under Article 41, the directors may at any time appoint any person from the Associated or Extended membership or any non-member (other than an employee of the company) to be a director (a "Co-opted Director") providing he/she is willing to act, *either* on the basis that he/she has special skills and/or experience which would be of assistance to the board *or* on the basis that he/she is a representative of a body with which the company has close contact in the course of its activities.

47. At the conclusion of each annual general meeting, all of the Co-opted Directors shall vacate office.

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

48.1 The Board 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

48.2 For the avoidance of doubt, a Co-opted Director may participate fully in and vote at all Board meetings which he or she attends.

48.3 The Board 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.

Disqualification and removal of directors

49. A director shall retire or be deemed to retire if:

49.1 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

49.2 he/she is sequestered; or

49.3 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity has continued, or is expected to continue, for a period of more than six months; or

49.4 he/she becomes an employee of or holds any office of profit under the Company (except where the provisions of Clause 5.4.2 of the Memorandum of Association shall apply); or

49.5 in the case of a Member Director, he/she ceases to fulfil the qualification under Article 7.1 (local residents)

49.6 he/she resigns office by written notice to the company; or

49.7 he/she is absent (without permission of the directors) from more than three consecutive meetings of directors and the directors resolve to remove him/her from office.

Appointments to offices

50. The Board shall meet as soon as is practicable after each AGM to appoint a Chair, and if desired a Vice-Chair (and any other offices which the directors may consider appropriate) from the directors (both of whom must be Ordinary Members).

51. Each office shall be held (subject to Article 54) until the conclusion of the annual general meeting which follows appointment; a director whose period of office expires under this article may (subject to Article 52) be re-appointed to that office under Article 50 (providing he/she is willing to act).

52. A director who has held office as Chair for a period of three years shall vacate office on expiry of that three-year period, and shall not be eligible for re-appointment to that office until a further period of one year has elapsed.

53. For the purposes of Article 52;

53.1 the period between the date of appointment of a director to the office of Chair and the annual general meeting which next follows shall be deemed to be a period of one year, unless it is of less than six months' duration (in which case it shall be disregarded)

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

53.3 if a director vacates office as Chair but is re-appointed to that office within a period of six months, he/she shall be deemed to have held that office continuously.

54. The appointment of any director to an office under Article 50 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.

55. If the appointment of a director to any office under Article 50 terminates, the directors shall appoint another director to hold the office in his/her place.

Directors' remuneration and expenses

56. No director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any office under Article 65.

57. 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

58. Subject to the provisions of the Act, the Memorandum of Association and these Articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company.

59. No alteration of the memorandum of association or these articles and no direction given by special resolution shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given.

60. The powers conferred by Article 58 shall not be limited by any special power conferred on the directors by these articles.

Directors' interests

61. 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 Board 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 or her 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.

62. For the purposes of the preceding article, an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers; the references to "associated company" shall be interpreted as references to any subsidiary of the company or any other company in which the company has a direct or indirect interest.

63 Whenever a Director finds that there is a personal interest, as defined in Article 61, he or she has a duty to declare this to the Board meeting in question. It will be up to the chairman of the meeting in question to determine:

63.1 whether the potential or real conflict simply be noted in the Minutes of any relevant meeting; or

63.2 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

63.3 whether the Director in question should be required to be absent during that particular element of the meeting and, in terms of Article 66, where a Director leaves, or is required to leave, the meeting he or she no longer forms part of the quorum thereat.

64. The company may by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of Articles 61 to 63.

Quorum at Board meetings

65. The quorum for the transaction of the business of the directors shall be four; a quorum shall not, however, be deemed to be constituted unless a majority of the directors present at the meeting are Member Directors.

66. 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 or she is not entitled to vote.

67. 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.

Meetings of the Board of Directors

68. Meetings of the Board 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 Board.

69. Not less than 14 clear days' notice in writing shall be given of any meeting of the Board at which a decision in relation to any of the matters referred to in Article 24 is to be made, which notice shall be accompanied by an agenda and any papers relevant to the matter to be decided.

70. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.

71. The Chairman, whom failing the Vice-Chairman (if any), shall be entitled to preside as chairman of all Board meetings at which he or she shall be present. If at any meeting neither the Chairman nor the Vice-Chairman is present and willing to act as chairman of the meeting within 15 minutes after the time appointed for holding the meeting, the remaining Directors may appoint one of the Member Directors to be chairman of the Board meeting, which failing the meeting shall be adjourned until a time when the Chairman or Vice-Chairman will be available

72. Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson of a meeting of directors shall have a second or casting vote.

73. If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting; his/her ruling in relation to any director other than himself/herself shall be final and conclusive.

74. The Board may delegate any of its powers to sub-committees, each consisting of not less than one Director and such other person or persons as it thinks fit or which it delegates 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 Board. 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 Board so far as applicable and so far as the same shall not be

superseded by any regulations made by the Board. Such sub-committee shall regularly and promptly circulate, or ensure the regular and prompt circulation of, the minutes of its meetings to all Directors.

75. The Board 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 Board 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.

76. No alteration of the Memorandum or Articles and no direction given by Special Resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.

77. A resolution in writing (whether one single document signed by all or a sufficient majority of the Directors or all or a sufficient majority of 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 Board or of such sub-committee duly convened and constituted.

78. The Board may act notwithstanding any vacancy in it, but where the number of Directors falls below the minimum number specified in Article 65 may not conduct any business other than to appoint sufficient Directors to match or exceed that minimum.

79. The Board may invite or allow any technical adviser or any other person to attend and speak, but not vote, at any meeting of the Board or of its sub-committees.

80. The Board may from time to time promulgate, review and amend any Ancillary Regulations, Guidelines and/or Policies, subordinate at all times to the Memorandum of Association and these Articles, as it deems necessary and appropriate to provide additional explanation, guidance and governance to members.

Company Secretary, Treasurer and Principle Officer.

81. The Board shall appoint a Company Secretary for such term, at such remuneration and upon such conditions as it may think fit; any Secretary so appointed may be removed by the Board.

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

83. The Board may appoint a Principal Officer of the Company on such terms (including a decision on the most appropriate job title) and conditions as it may think fit, who shall attend Board and Sub-Committee meetings as appropriate or required, but without any vote thereat.

Finances

84. 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 Board shall from time to time determine.

85. 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 Board shall from time to time by resolution determine.

86. The Board shall ensure that all funds and assets of the Company are applied towards achieving the Objects.

Accounts

87. The Board shall cause accounting records to be kept in accordance with the requirements of the Act and other relevant regulations.

88. The accounting records shall be maintained by the Treasurer (if there is one) and overseen by the Principal Officer (if there is one), or otherwise by, or as determined by, the Board. Such records shall be kept at such place or places as the Board shall think fit and shall always be open to the inspection of the Directors.

89. The accounts of the Company shall be subject to independent examination or audited regularly: either once in every year, or less frequently if a longer accounting period is provided for by the Act. An independent examiner or auditor shall be appointed for this task by the Board (in accordance with the requirements of the Charities and Trustee Investment (Scotland) Act 2005 and the Charities Accounts (Scotland) Regulations 2006)

90. At each AGM, the Board shall provide the members with a copy of the accounts for the period since the last preceding accounting reference date or (in the case of the first account since the incorporation of the Company). The accounts shall be accompanied by proper reports of the Board and the auditor. Copies of such accounts shall, not less than 21 clear days before the date of the General Meeting at which they fall to be approved, be delivered or sent to all 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).

91. 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

92. A notice may be served by the Company upon any member, either personally or by sending it by post, fax, e-mail or other appropriate electronic means, addressed to such member at his or her or its address as appearing in the Register of Members.

93. 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.

94. 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 e-mail 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

95. A member may give any notice to the company either by sending it by post in a pre-paid envelope addressed to the company at its registered office **or** by leaving it, addressed to the company secretary, at the company's registered office **or** by giving

the notice using electronic communication to an address which has been notified by the company to the members for that purpose.

96. 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.

Indemnity

97. Subject to the terms of the Act and without prejudice to any other indemnity, the Directors, or member of any sub-committee, the Company Secretary, Treasurer and all employees of the Company shall be indemnified out of the funds of the Company against any loss or liability (including the costs of defending successfully any court proceedings) which he, she or they may respectively incur or sustain, in connection with or on behalf of the Company and each of them shall be chargeable only for so much money as he or she may actually receive and they shall not be answerable for the acts, receipts, neglects or defaults of each other, but each of them for his or her own acts, receipts, neglects or defaults only.

98. 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.

ALTERATION TO THE MEMORANDUM and ARTICLES OF ASSOCIATION

Interpretation

99. Any alteration to the Memorandum and/or these Articles may be made only upon the following conditions:

99.1 upon the decision of not less than 75% of the Ordinary Members present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose in terms of Article 24 and;

99.2 with the written consent of IR Charities (and its successors) in confirmation that such changes shall not adversely affect the Company's recognition or registration as a Scottish charity.

Dissolution

100. Clause 7 of the Memorandum of Association of the company, relating to the winding up and dissolution of the Company, shall have effect as if its provisions were repeated in these Articles.

Names and addresses of
subscribers

1. JAMES LESLIE
The Smithy
Barbreck
by Lochgilphead
Argyll

2. ANTONIA FRANCES LINDSAY-
MACDOUGALL
Collaig No. 1
Ardfern
by Lochgilphead
Argyll

3. DIANE JOAN STEELE
29 The Green
Craobh Haven
by Lochgilphead
Argyll

4. ARTHUR ROBERT WILKINSON
TURNER
Eiridh Na Greine
Ardfern
by Lochgilphead
Scotland