

THE COMPANIES ACT 2006

South West Mull and Iona Development

A Company Limited by Guarantee

ARTICLES OF ASSOCIATION

Articles of Association of SOUTH WEST MULL AND IONA DEVELOPMENT

A Company Limited by Guarantee
and not having a share capital

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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. References to “the Act” mean the Companies Act 2006. References to “the Company” mean the company SOUTH WEST MULL AND IONA DEVELOPMENT. 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.

Aims and Objects

3. The Company is established to operate within the area of the Ross of Mull and Iona (Postcodes PA66 6BL to PA70 6HQ) on the Island of Mull within the County of Argyll (“the Area”) with the following aims and objects:

Aims: Delivering our area's regeneration by enhancing the strength and well-being of our community, securing a competitive and prosperous economy and developing attractive and sustainable settlements and other places.

Objects

Our Community

- (1) Empowering the community to work with Statutory Authorities to improve community development throughout the Area;
- (2) Building the capacity of the community to face challenges, thereby maximizing community cohesion;
- (3) Helping develop community amenities which shall include but not be limited to enhanced play facilities, sports facilities and other social amenities;
- (4) Advance the health, well-being and safety of the community and by working with Statutory and Voluntary Services assisting those in need;
- (5) Supporting social enterprises which address social needs and which are economically viable;
- (6) Assisting in the development of local amenities including tourism, harbours, forestry, culture and arts;
- (7) Encourage and assist Statutory Authorities and other bodies in the creation of opportunities in the Area for employment and enabling job seekers to find employment;
- (8) Maintaining the development of housing in the Area in both the private and socially rented sector to meet demand;
- (9) Maximizing opportunities for advancing the educational attainment of both children and adults by working with Statutory Authorities, local schools and colleges and enabling e-learning in all its forms;
- (10) Advancing and consolidating the cultural activities and way of life of the Area including through the promotion of the Gaelic language and culture; and which support the historical and environmental interpretation of the Area;

Our economy

- (11) Promoting the improvement of the infrastructure serving actual or potential industrial or development sites in the Area which shall include but not be limited to improvements in roads, piers, slipways, harbours and transport generally and improvements in utility and other services as necessary;
- (12) Promoting enterprise and supporting local business by working alongside statutory and enterprise agencies to improve the competitive position of local businesses;
- (13) Providing support for promoting the provision of commercial premises for new and growing businesses;

- (14) Supporting the improvement of routes to market and supply chains for businesses which shall include but not be limited to enabling better provision of IT and broadband;
- (15) Helping to enable the local fishing industry to diversify, add economic value to business and improve general working conditions;
- (16) Helping to enable crofters and farmers to diversify and otherwise develop sustainable sectors;
- (17) Promoting enhancement and diversification of tourist activity in the Area including the marine environment of the Ross of Mull and Iona;
- (18) Taking such steps as it may think fit, including marketing and promotional activities to improve the competitive position of the Area thereby encouraging investment and attraction of business and tourists to the Area;
- (19) Working with marketing and other development organisations to promote the Area;
- (20) Promoting the research, assessment and implementation of renewable energy schemes in the Area;

Our places

- (21) Enhancing the attractiveness of our settlements by supporting the improvement of facades, layout and landscape, etc;
 - (22) Promoting, enabling and assisting in the redevelopment of under-used land in the Area;
 - (23) Improving opportunities for local communities within the Area to access the Area's natural assets and other communities including community and public transport;
 - (24) Seeking to improve the road layout and other transport infrastructure to secure a balance between pedestrian, cyclist and vehicle users;
 - (25) Facilitating the improvement of the environment and appearance of the Area in conjunction with statutory authorities and land owners which could include such works as demolition, construction, landscaping and conservation and improvement of land;
 - (26) To manage community land and associated assets for the benefit of the Community and the public in general;
 - (27) Promoting sustainable development and other initiatives which are ancillary to these objectives or which otherwise assist in regenerating the Area and its community.
4. The Company may add to, remove or alter the statement of the Company's objects in Article 3; 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

5. In pursuance of the objects listed above (but not otherwise), the Company shall have the following powers:-
- (a) To manage community land and associated assets for the benefit of the Community and the public in general as an important part of the protection and sustainable development of Scotland's natural environment.
 - (b) To establish, maintain, develop and/or operate a centre or centres providing facilities for childcare, community learning, healthy living initiatives, educational and cultural activities, training activities, leisure pursuits and accommodation for community groups, and for public sector agencies which provide services of benefit to the community, and which may include refreshment facilities.
 - (c) To advise in relation to, prepare, organise, conduct and/or support training courses, educational and training events and activities of all kinds.
 - (d) To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio visual recordings, multimedia products and display materials, and to create and maintain a website or websites.
 - (e) To promote, operate, co-ordinate, monitor, and/or support other projects and programmes (which may include workspace projects) which further the objects of the Company.
 - (f) To provide information, advisory, support and/or consultancy services which further the objects of the Company.
 - (g) To liaise with local authorities, central government authorities and agencies, charities/community benefit bodies and others, all with a view to furthering the objects of the Company.
 - (h) To register any interest in land and to exercise the right to buy under the provisions of Part 2 of the Land Reform (Scotland) Act 2003.
 - (i) To carry on any other activities which further any of the above objects.
 - (j) To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the Company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the Company, all such functions as may be associated with a holding company.
 - (k) To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the Company's activities.
 - (l) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Company's activities.

- (m) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Company.
- (n) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Company.
- (o) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- (p) To borrow money, and to give security in support of any such borrowings by the Company, in support of any obligations undertaken by the Company or in support of any guarantee issued by the Company.
- (q) To employ such staff as are considered appropriate for the proper conduct of the Company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (r) To engage such consultants and advisers as are considered appropriate from time to time.
- (s) To effect insurance of all kinds (which may include officers' liability insurance).
- (t) To invest any funds which are not immediately required for the Company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- (u) To establish and/or support any other not-for-profit organisations with objects similar to or compatible with those of the Company, and to make donations for any social or charitable purpose falling within the Company's objects.
- (v) To take such steps as may be deemed appropriate for the purpose of raising funds for the Company's activities.
- (w) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (x) To oppose, or object to, any application or proceedings which may prejudice the Company's interests.
- (y) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Company, and to enter into any arrangement for co-operation or mutual assistance with any body.
- (z) To do anything which may be incidental or conducive to the furtherance of any of the Company's objects.

Restrictions on use of the Company's assets

6. The income and property of the Company shall be applied solely towards promoting the Company's objects.

7. 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. No Director of the Company shall be appointed as a paid employee of the Company; no Director shall hold any office under the Company for which a salary or fee is payable.
9. No benefit (whether in money or in kind) shall be given by the Company to any Director except
 - (a) repayment of out-of-pocket expenses; or
 - (b) reasonable payment in return for particular services (not being of a management nature) actually rendered to the Company.

Liability of members

10. 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:
 - (a) payment of the Company's debts and liabilities contracted before he/she ceases to be a member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributories among themselves.

General structure

11. The structure of the Company consists of:-
 - (a) the MEMBERS - who have the right to attend the annual general meeting (and any other 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
 - (b) 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.

Qualifications for membership

12. The members of the Company shall consist of the subscribers to the Memorandum of Association and such other persons as are admitted to membership under Articles 13 to 17.
13. Membership shall (subject to Article 16) be open to any person aged 18 years or over who:
 - (a) is ordinarily resident in the Area (as defined in Article 3);

(b) is entitled to vote at a local government election in a polling district that includes the Area or part of it; and

(c) supports the objects and activities of the Company.

14. An individual, once admitted to membership, shall cease to be a member if he/she ceases to be eligible for membership in terms of Article 13.

Application for membership

15. Any person who wishes to become a member must sign, and lodge with the Company, a written application for membership; the Company shall supply a form for applying for membership to any person on request.

16. The Directors may, at their discretion, refuse to admit any person to membership where they have reasonable grounds to believe that he/she might, if admitted to membership, act in a manner which would damage the reputation of the Company, undermine the efficiency of its operations and/or disrupt the proper conduct of its meetings.

17. The Directors shall consider each application for membership at the first Directors' meeting which is held after receipt of the application; the Directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.

Minimum number of members

18. The minimum number of members is 20; in the event that the number of members falls below 20, the Directors may not conduct any business other than to ensure the admission of sufficient members to achieve the minimum number.

19. For the avoidance of doubt, only individuals eligible under Article 13 (individuals ordinarily resident in the Area) shall be members of the Company and such individuals shall thus constitute 100% of the Company's membership.

Membership subscription

20. Members shall require to pay such annual membership subscription, if any, as may be set from time to time by the Directors.

21. If the membership subscription payable by any member remains outstanding more than four weeks after the date on which it fell due (and providing he/she has been given at least one written reminder) the Directors may, by resolution to that effect, expel him/her from membership; for the avoidance of doubt, it will be open to an individual expelled from membership under this Article to reapply for membership if he/she so wishes.

22. A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

Register of members

23. The Directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

24. 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

25. Any person may be expelled from membership by special resolution (see Article 38), providing the following procedures have been observed:-
 - (a) 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
 - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

26. Membership shall cease on death.
27. A member may not transfer his/her membership to any other person.

General meetings (meetings of members)

28. The Directors shall convene an annual general meeting in each year (but excluding the year in which the Company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the Company.
29. Not more than 15 months shall elapse between one annual general meeting and the next.
30. The business of each annual general meeting shall include:-
 - (a) a report by the chair on the activities of the Company
 - (b) consideration of the annual accounts of the Company
 - (c) the election/re-election of Directors.
31. Subject to Article 33, the Directors may convene a general meeting at any time.
32. The Directors must convene a general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

Notice of general meetings

33. At least 14 clear days' notice must be given of any general meeting.

34. The reference to “clear days” above 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.
35. A notice calling a meeting shall specify the 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 (see Article 38) (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.
36. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
37. Notice of every general meeting shall be given
 - (a) in hard copy form
 - (b) 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
 - (c) (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

38. 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; 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 total number of votes cast in relation to the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
39. Members who are not Directors may bring forward a special resolution for an extraordinary meeting of the Company. Where such a written resolution is proposed by members, the following shall apply:
 - (a) the resolution must be requested by not less than 5% of the Ordinary Members (“the members’ request”) and will be subject to the conditions applying to special resolutions in Article 38.
 - (b) the members’ request may be made in hard copy (by hand or by post) or in electronic form (by fax or by e-mail);
 - (c) the members’ request must identify the resolution to be put to members and the Board can reject this if it is, in its opinion, either frivolous, vexatious, defamatory of any person or would be ineffective (whether by reason of inconsistency with any enactment or these Articles or otherwise);

- (d) the members' request can include an accompanying statement (not exceeding 1,000 words) which they can require the Company to issue with the written resolution to all Ordinary Members;
 - (e) within 21 days, the Company must circulate the resolution and any accompanying statement with the request for an extraordinary meeting of the Company; and
 - (f) the Company may charge a reasonable fee to the requesting members to cover its costs of circulation of the members' request.
40. In addition to the matters expressly referred to elsewhere in these Articles, the provisions of the Act allow the Company, by special resolution,
- (a) to alter its name
 - (b) to alter any provision of these Articles or adopt new Articles of Association.
41. For the purposes of these Articles, an "ordinary resolution" means a resolution passed at a general meeting by majority vote (taking account only of those votes cast in favour as compared with those votes against).

Procedure at general meetings

42. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 10 individuals entitled to vote (each being a member or a proxy for a member).
43. 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.
44. 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.
45. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such date, time and place as the chairperson may determine.
46. 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.
47. Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
- (a) shall lodge with the Company, at the Company's registered office, a written instrument of proxy (in such form as the Directors require), signed by him/her; or

(b) 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).

48. An instrument of proxy which does not conform with the provisions of Article 47, or which is not lodged or sent in accordance with such provisions, shall be invalid.
49. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
50. 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.
51. 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 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) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
52. If there are an equal number of votes for and against any resolution proposed at a general meeting, the chairperson of the meeting shall not be entitled to a casting vote.
53. 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.
54. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Categories of Director

55. For the purposes of these Articles
 - (a) "Member Director" means a Director (drawn from the membership of the Company) appointed under Articles 58 to 61;
 - (b) "Co-opted Director" means a (non-member) Director appointed or re-appointed by the Directors under Articles 66 and 67.

Maximum/minimum number of Directors

56. The maximum number of Directors shall be 15; out of that number, no more than 15 shall be Member Directors and no more than two shall be Co-opted Directors.
57. The minimum number of Directors shall be no less than five, of whom a majority must be Member Directors.

Eligibility

58. A person shall not be eligible for election/appointment as a Member Director unless he/she is a member of the Company; a person appointed as a Co-opted Director need not, however, be a member of the Company.
59. A person shall not be eligible for election/appointment as a Director if he/she is an employee of the Company.

Election, retirement, re-election: Member Directors

60. At each annual general meeting, the members may (subject to Article 59) elect any member (providing he/she is willing to act) to be a Director (a "Member Director")
61. The Directors may (subject to Article 60) at any time appoint any member (providing he/she is willing to act) to be a Director (a "Member Director").
62. At the first annual general meeting, one third of the Member Directors shall retire from office; the question of which of them is to retire shall be determined by some random method.
63. At each annual general meeting (other than the first)
 - (a) any Member Director appointed under Article 61 during the period since the preceding annual general meeting shall retire from office;
 - (b) out of the remaining Member Directors, one third shall retire from office.
64. The Directors to retire under paragraph (b) of the above Article 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.
65. Any Director who retires from office shall be eligible for re-election.

Appointment/re-appointment: Co-opted Directors

66. The Directors may (subject to Articles 56, 57 and 59) at any time appoint any non-member of the Company (providing he/she is willing to act) to be a Director (a "Co-opted Director") either on the basis that he/she has been nominated by a body with which the Company has close contact with in its activities or on the basis that he/she has specialist experience and/or skills which could be of assistance to the Directors.
67. At each annual general meeting, all of the Co-opted Directors shall retire from office – but shall then be eligible for re-appointment.

Termination of office

68. A Director shall automatically vacate office if:-
- (a) 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;
 - (b) 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;
 - (c) (in the case of a Member Director) he/she ceases to be a member of the Company;
 - (d) he/she becomes an employee of the Company;
 - (e) he/she resigns office by notice to the Company;
 - (f) he/she is absent (without permission of the Directors) from more than three consecutive meetings of the Directors, and the Directors resolve to remove him/her from office; or
 - (g) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

Register of Directors

69. The Directors shall maintain a register of Directors, setting out full details of each Director, including the date on which he/she became a Director, and also specifying the date on which any person ceased to hold office as a Director.

Office bearers

70. The Directors shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.
71. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
72. A person elected to any office shall cease to hold that office if he/she ceases to be a Director, or if he/she resigns from that office by written notice to that effect.

Powers of Directors

73. 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.
74. A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

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 and he/she shall not take part in any discussion or vote regarding such transaction or 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
- (a) he/she has declared his/her interest;
 - (b) he/she has not voted on the question of whether or not the Company should enter into the relevant arrangement; and
 - (c) the requirements of Article 79 are complied with,
- a Director will not be debarred from entering into an arrangement with the Company in which he/she has a personal interest (or is deemed to have a personal interest under Article 76) 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, and no Director may be given any remuneration by the Company for carrying out his/her duties as a Director.
79. Where a Director provides services to the Company or might benefit from any remuneration paid to a connected party for such services, then
- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
 - (b) the Directors must be satisfied that it would be in the interests of the Company to enter into the arrangement (taking account of that maximum amount); and
 - (c) less than half of the Directors must be receiving remuneration from the Company (or benefit from remuneration of that nature).
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 or request the secretary to 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 (subject to the following Article) have a casting vote.
83. The chairperson of the meeting shall not be entitled to have a casting vote if he/she is a Co-opted Director.

84. 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 (subject to the following Article) be five Directors.
85. A quorum shall not be deemed to be constituted at any meeting of Directors unless the Member Directors form a majority of the total number of Directors present at the meeting.
86. If at any time the number of Directors in office falls below the number fixed as the quorum or ceases to comply with the provisions of Article 57, the remaining Director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
87. 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.
88. 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.
89. A Director shall not vote at a Directors' meeting (or at a meeting of a sub-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.
90. For the purposes of the above Article, 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.
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.
92. 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 89 to 91.

Conduct of Directors

93. 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:
 - (a) seek, in good faith, to ensure that the Company acts in a manner which is in accordance with its objects
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person

- (c) in circumstances giving rise to the possibility of a conflict of interest of interest between the Company and any other party
 - i) put the interests of the Company before that of the other party, in taking decisions as a Director
 - ii) 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.

Delegation to sub-committees

- 94. 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.
- 95. Any delegation of powers may be made subject to such conditions as the Directors may impose and may be revoked or altered.
- 96. The rules of procedure for any sub-committee shall be as prescribed by the Directors.

Operation of bank accounts

- 97. The signatures of two out of the signatories appointed by the Directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Company; at least one out of the two signatures must be the signature of a Director.
- 98. Where the Company uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in Article 97.

Secretary

- 99. The Directors may appoint a company secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the Company secretary, and the conditions of appointment, shall be as determined by the Directors; the Company secretary may be removed by them at any time.

Minutes

- 100. 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

- 101. The Directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

102. The accounting records shall be maintained by the treasurer and overseen by the chair, or otherwise by, or as determined by, the Directors; such records shall be kept at such place or places as the Directors think fit and shall always be available for inspection by the Directors.
103. The Directors shall prepare annual accounts, complying with all relevant statutory requirements.
104. The Directors shall ensure that an audit of the annual accounts is carried out by an auditor provided that an audit (within the meaning of the Act) by a company auditor (as defined in the Act) shall not be required, in a case where the Company is exempt (under the Act) from the requirement to have an audit, if and to the extent that proper arrangements for the auditing of the Company's accounts are made in a manner which satisfies the requirements of the Act and paragraph (f) of subsection 34(1) of the Land Reform (Scotland) Act 2003.
105. No member shall (unless he/she is a Director) have any right of inspecting any accounting or other records, or any document of the Company, except as conferred by statute or authorised by ordinary resolution of the Company.

Notices

106. Any notice which requires to be given to a member under these Articles shall be given either in writing or by electronic means; such a notice may be given personally to the member *or* be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the Company *or* (in the case of a member who has notified the Company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
107. Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
108. Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

Winding-up

109. If on the winding-up of the Company any property (including any land acquired by the Company in terms of the Land Reform (Scotland) Act 2003) 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; instead, that property shall be transferred to some other community body or bodies or to a crofting community body or bodies as may be determined by the members (subject to the identity of the transferee body or bodies being approved by the Scottish Ministers).

110. If the members do not resolve to transfer any property of the nature referred to in the above Article to a community body or bodies or crofting community body or bodies approved by Scottish Ministers, such property shall instead be transferred to the Scottish Ministers or to such Scottish Charity as the Scottish Ministers may direct

Indemnity

111. 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.