

The Companies Act 1985 to 1989

Company Limited by Guarantee and not having a Share Capital

Articles of Association of

Isle of Luing Community Trust

Preliminary

1.
 - (a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.
 - (b) In these Articles the expression "the Act" means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
 - (c) Clauses 2 to 35 inclusive, 54, 55, 57, 59, 82, 101, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A shall not apply to the Company.
 - (d) In clause 1 of Table A the definition of "the holder" shall be omitted.

Members

2. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be Members of the Company. No person shall be admitted a Member of the Company unless he is approved by the Directors. Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Directors require executed by him.
3. Subject to the provisions of any Rules or Bye-Laws made pursuant to these Articles a Member may at any time withdraw from the Company by giving at least seven days' clear notice to the Company. Membership shall not be transferable and shall cease on death.

Notice of General meeting

4. In clause 38 of Table A:
 - (a) in paragraph (b) the words "of the total voting rights at the meeting of all the members" shall be substituted for "in nominal value of the shares giving that right" and
 - (b) the words "The notice shall be given to all the members and to the Directors and Auditors" shall be substituted for the last sentence.
 - (c) the following shall be added after the words "shall specify the meeting as such":
"provided that the notice shall contain particulars of any Directors who are to retire by rotation or otherwise at the meeting and of any persons who are to be proposed for appointment or re-appointment as Directors at the meeting."

Proceedings at General Meetings

5.
 - (a) If a quorum is not present within half an hour from the time appointed for a meeting, or if during a meeting such a quorum ceases to be present, the meeting if convened on the requisition of Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.

(b) Clause 41 of Table A shall not apply to the Company

6. The words “and at any separate meeting of the holders of any class of shares in the Company” shall be omitted from clause 44 of Table A.
7. In clause 45 of Table A the second and third sentences shall be omitted and the following words substituted therefore:

“When a meeting is adjourned for 21 days or more, at least seven clear days’ notice shall be given specifying the time and place of the adjourned meeting. The provisions of clause 38 of Table A (as amended by these Articles) with respect to the notice given of the business to be conducted at a meeting shall apply to such notice of an adjourned meeting. Save as aforesaid it shall not be necessary to give notice of any adjourned meeting”.
8. Paragraph (d) of clause 46 of Table A shall be omitted.

Votes of Members

9. On a show of hands every Member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

Appointment of Directors

10.
 - (a) The maximum and minimum number respectively of the Directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be three.
 - (b) clause 64 of Table A shall not apply to the Company
11. Clauses 65 to 69 inclusive of Table A (alternate Directors) shall not apply to the Company. The clauses of Table A which apply to the Company shall be construed as if reference to alternate Directors were omitted therefrom.
12. Clause 73 of Table A shall be amended by the addition thereto of the following:

“Provided however that in the event of default in holding the first or any subsequent annual general meeting the Directors who were due to retire from office at such meeting shall continue in office until such meeting is duly held, when the provisions of these Articles with respect to retirement shall take effect as if such meeting had taken place timeously”
13.
 - (a) The words “stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Company’s register of Directors” shall be omitted from Clause 76 of Table A.
 - (b) The second sentence of clause 77 of table A shall be omitted.

Directors’ Remuneration and Expenses, Gratuities and Pensions

14.
 - (a) The Directors may receive remuneration for services undertaken in the administration of the Company, provided always that:
 - (i) such remuneration is authorised by the Directors;
 - (ii) such remuneration is within the limits imposed by Article 22(b)(i) below;
 - (iii) at all times there must be a majority of Directors who act without remuneration;

(iv) any Director whose actual or proposed remuneration is to be discussed withdraws from the meeting of the Directors whilst that discussion and any decision thereon takes place.

(b) The words “of any class of shares or” shall be omitted from clause 83 of Table A

(c) The words “or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary” shall be omitted from clause 87 of Table A.

Proceedings of Directors

15.

(a) A Director may vote at any meeting of the Directors or of any Committee of the Directors on any resolution notwithstanding that it in any way concerns or relates to a matter in which he has directly or indirectly any kind of interest whatsoever and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting, PROVIDED THAT a Director shall not vote on either his conditions of service, or on any remuneration attaching thereto.

(b) Clauses 94-97 (inclusive) of Table A shall not apply to the Company.

Minutes

16. The words “of the holders of any class of shares in the Company” shall be omitted from clause 100 of Table A.

Notices

17. The second sentence of clause 112 of Table A shall be omitted.

18. The words “or of the holders of any class of shares in the Company” shall be omitted from clause 113 of Table A.

The Seal

19. If the Company has a seal, the Directors shall provide for its safe custody and it shall only be used with the authority of the Directors or of a committee of the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or a second Director. Clause 101 in Table A shall not apply to the Company.

Indemnity

20.

(a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company, insurance against any such liability as is referred to in Section 310(1) of the Act.

(c) Clause 118 of Table A shall not apply to the Company.

Rules or Bye Laws

21. The Directors may from time to time make such Rules or Bye Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such Rules or Bye Laws regulate:

- (i) the admission and classification of Members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members.
- (ii) the conduct of Members of the Company in relation to one another, and to the Company's servants.
- (iii) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
- (iv) the procedure at General meetings and meetings of the Directors and Committees of the Company in so far as such procedure is not regulated by these presents.
- (v) and generally, all such matters as are commonly the subject matter of company rules.

The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto, and the Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

Company not formed for Profit

22.

- (a) Clauses 4 and 7 of the Memorandum of Association relating to the income and property of the Company and to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.
- (b) Nothing herein shall prevent any payment in good faith by the Company:
 - (i) of reasonable and proper remuneration to any member, officer or employee of the Company (including any Director) for any services rendered to the Company, provided always that, in the case of a Director, such remuneration is in accordance with Article 14 (a) above, and is not for services solely rendered to the Company in the capacity of Director;
 - (ii) of reasonable or proper consideration for the purchase by the Company of any property, asset or interest therein from any Member, Director or employee of the Company;
 - (iii) of interest on money lent by any member, Director or employee of the Company at a reasonable and proper rate per annum;
 - (iv) of reasonable and proper rent or other periodic payment for property let or occupied by the Company to any Member, Director or employee of the Company, or
 - (v) to any Director of reasonable out-of-pocket expenses.