

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
MEMORANDUM AND ARTICLES OF ASSOCIATION
of
CARRICK FUTURES

MONDAY



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THE COMPANIES ACT 2006

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

MEMORANDUM OF ASSOCIATION OF CARRICK FUTURES

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber

Authentication by each subscriber

BURNESS (NOMINEES) LIMITED



For and on behalf Burness (Nominees) Limited

Dated: 30 November 2009

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

CARRICK FUTURES

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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 and interpretation

- 2 In these articles of association, unless the context requires otherwise:-
 - 2.1 "Act" means The Companies Act 2006;

- 2.2 "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of The Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of The Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
 - 2.3 "charitable purpose" means a charitable purpose under section 7 of The Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
 - 2.4 "electronic form" has the meaning given in section 1168 of the Act;
 - 2.5 "OSCR" means the Office of the Scottish Charity Regulator;
 - 2.6 "property" means any property, heritable or moveable, real or personal, wherever situated; and
 - 2.7 "subsidiary" has the meaning given in section 1159 of the Act.
- 3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Objects

- 4 The company has been formed to benefit the community of Carrick and, in particular, the communities of Ballantrae, Barr, Barrhill, Colmonell and Lendalfoot, Girvan, Pinwherry and Pinmore ("the Community") with the following objects:-
- 4.1 To promote, for the public benefit, rural regeneration within the Community which shall include the promotion of trade and industry within the Community, for the benefit of the general public;
 - 4.2 To advance environmental protection and/or improvement within the Community and in particular through:-
 - 4.2.1 the provision, maintenance and/or improvement of public open space and other public amenities and other environmental and regeneration projects (but subject to appropriate safeguards to ensure that the public benefits so arising clearly outweigh any private benefit thereby conferred on private landowners); and
 - 4.2.2 encouraging the more efficient use of the world's resources, and in particular greater use of renewable energy sources so as
 - (a) to minimise the proliferation of mines, wells and other extraction facilities which degrade the natural environment and
 - (b) to reduce greenhouse gas emissions and thus avoid the damage to the natural environment caused by global warming;
 - 4.3 To advance education among residents of the Community;

- 4.4 To provide recreational facilities and/or to organise recreational activities, within the Community, with such facilities/activities being available to members of the public at large with the object of improving their conditions of life;
- 4.5 To advance heritage through preserving, for the benefit of the general public, the historical, architectural and constructional heritage that may exist in and around the Community in buildings (including any structure or erection and any part of a building as so defined) of particular beauty or historical, architectural or constructional interest;
- 4.6 To prevent or relieve poverty among the residents of the Community;
- 4.7 To relieve unemployment among residents of the Community, including the provision of training and skills of all kinds (particularly such skills as will assist the participants in obtaining paid employment);
- 4.8 To advance health among residents of the Community;
- 4.9 To relieve those in need, among residents of the Community by reason of ill health, disability, financial hardship or other disadvantage which may include providing, arranging for, assisting in or promoting the provision of housing and/or other services for such individuals;
- 4.10 To advance citizenship and/or community development through: -
 - 4.10.1 giving young people in the Community opportunities for enjoyable and constructive leisure time;
 - 4.10.2 enabling young people within the Community to find new interests and to form effective relationships with other people through leisure time and educational activities;
 - 4.10.3 encouraging, stimulating and supporting volunteering, principally within the Community;
 - 4.10.4 operating community transport services;
 - 4.10.5 developing a community information network;
- 4.11 To advance the arts and/or culture within the Community;
- 4.12 To promote, operate and/or support other projects and initiatives which further similar charitable purposes for the benefit of the Community,

and in particular through raising funds and other contributions for and providing support to a range of projects which advance any one or more of the above aims and to do so in a manner which (a) respects the principles of equality of opportunity and avoids any form of discrimination whether on the

grounds of sex, marital status, race, ethnic origin, gender, sexual preference, age, disability, religion, political views or otherwise; and (b) respects and supports development priorities and action plans identified by the individual communities which are comprised within the Community.

- 5 The company's objects are restricted to those set out in article 4 (but subject to article 6).
- 6 The company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the company's objects in article 5; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

Powers

- 7 In pursuance of the objects listed in article 4 (but not otherwise), the company shall have the following powers:-
 - 7.1 To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them), including the receipt of funds from wind farm developments within the Community.
 - 7.2 To provide financial support through the award of grants and/or other means in pursuance of the company's objects.
 - 7.3 To take such steps as may be deemed appropriate for the purpose of raising funds and obtaining in-kind donations for the company's activities.
 - 7.4 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.
 - 7.5 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.
 - 7.6 To promote partnership and integration of organisations and activities for the benefit of the community and its integrated and sustainable development.
 - 7.7 To operate community transport services.
 - 7.8 To initiate, promote, conduct, participate in (whether via a wholly-owned subsidiary, a joint venture company or a limited liability partnership or otherwise), co-ordinate, monitor and/or assist (whether financially or otherwise), projects, initiatives and schemes of all kinds which further any of the objects of the company.

- 7.9 To advise in relation to, prepare, organise, conduct and/or support conferences, seminars and workshops, and educational and training events, courses and programmes of all kinds.
- 7.10 To develop and deliver community engagement and development initiatives directly or in conjunction with other agencies.
- 7.11 To commission and/or conduct research, and to publish and promote the results of such research.
- 7.12 To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio and video recordings, multimedia products and display materials, and to create and maintain a database or databases.
- 7.13 To provide information, advisory, support and/or consultancy services which further any of the objects of the company.
- 7.14 To liaise with European, UK, Scottish and local government authorities and agencies, local enterprise companies, local economic development companies, voluntary sector bodies and others, all with a view to maximising the effectiveness of the company in pursuing its objectives.
- 7.15 To carry on any other activity which may be appropriately carried on in connection with any of the objects of the company.
- 7.16 To establish and/or participate in joint ventures and to promote companies and/or other bodies 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, stocks, debentures and other interests in such companies or other bodies, 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.
- 7.17 To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company.
- 7.18 To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- 7.19 To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
- 7.20 To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- 7.21 To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.

- 7.22 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.
- 7.23 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.
- 7.24 To engage such consultants and advisers as are considered appropriate from time to time.
- 7.25 To effect insurance of all kinds (which may include officers' liability insurance).
- 7.26 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).
- 7.27 To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the company's objects.
- 7.28 To establish and/or support any charity, and to make donations for any charitable purpose falling within the company's objects.
- 7.29 To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- 7.30 To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- 7.31 To oppose, or object to, any application or proceedings which may prejudice the company's interests.
- 7.32 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 charity.
- 7.33 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

- 8 The income and property of the company shall be applied solely towards promoting the company's objects (as set out in article 4) and in particular (but without limiting the generality of that provision) any surplus funds or assets of the company must be applied for the benefit of the Community.

- 9 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.
- 10 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.
- 11 No benefit (whether in money or in kind) shall be given by the company to any director except:-
 - 11.1 repayment of out-of-pocket expenses; or
 - 11.2 reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

Liability of members

- 12 Each member undertakes that if the company is wound up while he/she/it is a member (or within one year after he/she/it ceases to be a member), he/she/it will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:-
 - 12.1 payment of the company's debts and liabilities contracted before he/she/it ceases to be a member;
 - 12.2 payment of the costs, charges and expenses of winding up; and
 - 12.3 adjustment of the rights of the contributories among themselves.

General structure

- 13 The structure of the company consists of:-
 - 13.1 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;
 - 13.2 the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

Membership

- 14 The membership of the company shall consist of such individuals and bodies as are admitted to membership under the articles of association of the company in force from time to time.

- 15 Membership shall cease on death or, in the case of an incorporated body, on the dissolution, winding-up, striking-off or receivership of that body.
- 16 A member may not transfer his/her/its membership to any other individual or body.

Categories of members

- 17 For the purposes of these articles:-

“Full Member” means a member admitted under article 18; **“Full Membership”** shall be construed accordingly;

“Associate Member” means a member admitted under article 22; **“Associate Membership”** shall be construed accordingly.

Qualifications for membership

- 18 Full Membership shall (subject to articles 14, 19, 20 and 23) be open to the following:-
 - 18.1 any individual nominated by the Councillors of Ballantrae Community Council;
 - 18.2 any individual nominated by the Councillors of Barr Community Council;
 - 18.3 any individual nominated by the Councillors of Barrhill Community Council;
 - 18.4 any individual nominated by the Councillors of Colmonell and Lendalfoot Community Council;
 - 18.5 any individual nominated by the Councillors of Girvan Community Council;
 - 18.6 any individual nominated by the Councillors of Pinwherry and Pinmore Community Council.
- 19 An individual shall not be eligible for nomination by the Councillors of a Community Council under article 18 unless he/she is aged 18 or over and is ordinarily resident within the Community (as defined in article 4).
- 20 No more than ten individuals nominated by the Councillors of each community council, under article 18, may be a member of the company at any given time.
- 21 An individual, once admitted to Full Membership, shall cease to be a member if he/she ceases to be eligible for membership in terms of article 18 (as read with article 19).
- 22 Associate Membership shall be open to:-

- 22.1 any incorporated body which is responsible for the operation of the Arecleoch or Mark Hill wind farm;
 - 22.2 any incorporated body which is responsible for the operation of any other wind farm development established within the Community; or
 - 22.3 any other incorporated body having an interest in supporting the aims and activities of the company.
- 23 Employees of the company shall not be eligible for membership; an individual who becomes an employee of the company after admission to membership shall automatically cease to be a member.

Application for membership

- 24 An individual eligible for Full Membership who wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require) signed by him/her and by one of the office-bearers of the community council nominating him/her for membership.
- 25 Any corporate body which wishes to become an Associate Member must lodge with the company a written application for membership signed by an appropriate officer of that body.
- 26 An individual or body eligible for membership under articles 19 to 22 shall automatically constitute a member of the company immediately upon receipt by the company of the application for membership, duly signed in accordance with article 24 or (as the case may be) article 25.

Register of members

- 27 The directors shall maintain a register of members, setting out the full name and address of each member, the category of membership into which he/she/it falls, the date on which he/she/it was admitted to membership, and the date on which any individual or body ceased to be a member, together with (where applicable) details of the unincorporated body which nominated him/her for membership.

Withdrawal from membership

- 28 Any individual or body who/which wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such form as the directors require), signed by him/her or, in the case of an incorporated body, signed on its behalf by one of its authorised officers; on receipt of the notice by the company he/she/it shall cease to be a member.
- 29 Any unincorporated body which wishes to withdraw its nomination for membership shall lodge a notice in writing with the company to that effect (in such form as the directors require), signed on its behalf by an appropriate office bearer; on receipt of the notice by the company, the individual

admitted to membership on the basis of nomination by that body shall cease to be a member.

Expulsion from membership

- 30 Subject to articles 31 to 35, the company may, by special resolution, expel any individual or body from membership.
- 31 Any member who/which wishes to propose at any meeting a resolution for the expulsion of any individual or body from membership shall lodge with the company written notice of his/her/its intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the meeting.
- 32 The company shall, on receipt of a notice under the preceding article, forthwith send a copy of the notice to the member concerned, and the member concerned shall be entitled to make written representations to the company with regard to the notice.
- 33 If representations are made to the company in pursuance of the preceding article, the company shall (unless such representations are received by the company too late for it to do so):-
- 33.1 state the fact of the representations having been made in the notice convening the meeting at which the resolution is to be proposed; and
- 33.2 send a copy of the representations to every individual/body to whom notice of the meeting is or was given.
- 34 Whether or not a copy of written representations has been given to each of the individuals/bodies entitled to receive notice of the meeting, the individual concerned, or (in the case of an incorporated body) the authorised representative of that body, shall be entitled to be heard on the resolution at the meeting.
- 35 Failure to comply with any of the provisions of articles 31 to 34 shall render any resolution for the expulsion of an individual or body from membership invalid.
- 36 An individual or body expelled from membership under articles 30 to 35 shall cease to be a member with effect from the time at which the relevant resolution is passed and shall not be eligible for readmission to membership for a period of five years following his/her/its expulsion.

General meetings

- 37 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.

- 38 Not more than 15 months shall elapse between one annual general meeting and the next.
- 39 The business of each annual general meeting shall include:-
- 39.1 a report by the Chair on the activities of the company;
- 39.2 the election/re-election of directors, as referred to in articles 79 to 84.
- 40 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).
- 41 Subject to the provisions of articles 37, 38 and 40, the directors may convene general meetings whenever they think fit.

Notice of general meetings

- 42 At least 14 clear days' notice of each general meeting must be given to all the members and directors, and (if auditors are in office at the time) to the auditors.
- 43 The reference to "clear days" in article 42 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.
- 44 A notice calling a meeting shall specify the time, date and place of the meeting; it shall (a) indicate the general nature of any business to be dealt with at the meeting; (b) if a special resolution (see article 66) (or a resolution requiring special notice under the Act) is to be proposed, state that fact, giving the exact terms of the resolution; and (c) contain a statement informing members of their right to appoint a proxy.
- 45 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 46 Notice of every general meeting shall be given:-
- 46.1 in hard copy form;
- 46.2 (where the individual or body to whom/which notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
- 46.3 (subject to the company notifying members of the presence of the notice on a website and complying with the other requirements of section 309 of the Act) by means of a website.

Proceedings at general meetings

- 47 No business shall be transacted at any meeting unless a quorum is present; the quorum shall be one third (rounded downwards if necessary) of the Full Membership present in person or represented by proxy - but such that a quorum shall not be deemed to be present unless at least four Full Members (each having been nominated for Full Membership by a different community council under article 18) are present in person or represented by proxy.
- 48 Associate Members shall not be counted in determining whether a quorum is present at any general meeting.
- 49 A member (in the case of a corporate body, its duly authorised representative) or proxy for a member may participate in a general meeting by means of conference telephone, video conferencing facility or similar communications equipment whereby all those participating in the meeting can hear each other; a member (in the case of a corporate body, its duly authorised representative) or proxy for a member participating in a meeting in this manner shall be deemed to be present at the meeting.
- 50 If the quorum required under article 47 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.
- 51 The Chair of the company shall (if present and willing to act) preside as chairperson of the meeting; if the Chair of the company is not present and willing to act as chairperson of the meeting within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson of the meeting, or, if there is only one director present and willing to act, he/she shall be chairperson of the meeting.
- 52 A director shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting.
- 53 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 30 days; no notice need be given of an adjourned meeting.
- 54 A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, or immediately after the result of the show of hands is declared, a secret ballot is demanded by the chairperson of the meeting or by any person present at the meeting and entitled to vote (whether as a member, as the proxy for a member, or as the authorised representative of a member which is an incorporated body).
- 55 If a secret ballot is demanded in accordance with the preceding article, 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.

Votes of members

- 56 Every Full 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.
- 57 For the avoidance of doubt, an Associate Member shall be entitled to attend and speak at any general meeting, but shall not be entitled to vote.
- 58 A Full Member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):-
- 58.1 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
- 58.2 shall send by electronic means to the company at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require);
- providing (in either case) the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting); for the avoidance of doubt, in calculating the 48-hour period referred to in the preceding provisions of this article 58, no account shall be taken of any part of a day that is not a working day.
- 59 An instrument of proxy which does not conform with the provisions of article 58, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 60 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 61 A proxy shall not be entitled to cast more than one vote in his/her capacity as a proxy (in addition to his/her own vote, if he/she is a member of the company), notwithstanding that he/she may have been appointed as proxy by more than one member.
- 62 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.
- 63 A member which is an incorporated body may authorise an individual to act as its representative at any general meeting of the company providing particulars of the individual so authorised and of the body which he/she is to represent are received by the company prior to the commencement of the relevant general meeting; the individual so authorised shall be entitled to exercise the same powers on behalf of the member which he/she represents as that incorporated body could exercise if it were an individual member.

- 64 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.
- 65 A member of the company who is the chairperson of a general meeting shall be entitled to a second or casting vote, in the case of an equality of votes, whether on a show of hands or on a ballot.

Special resolutions and ordinary resolutions

- 66 For the purposes of these articles, a "special resolution" means (but subject to articles 69 to 72) a resolution of the members, which is passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 42 to 46 (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).
- 67 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution: -
- 67.1 to alter its name;
 - 67.2 to alter any provision of these articles or adopt new articles of association.
- 68 For the purposes of these articles (but subject to articles 69 to 72), an "ordinary resolution" means a resolution, which is passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against) at a general meeting, providing proper notice of the meeting has been given in accordance with articles 42 to 46.

Written resolutions

- 69 A written resolution can be passed by the members of the company (having been proposed by either the members or the directors in accordance with the procedures detailed in Chapter 2 of Part 13 of the Act) and will have effect as if passed by the members of the company in general meeting; a written resolution is passed when the required majority of eligible members have signified their agreement to it by sending to the company (in hard copy or electronic form) an authenticated document which identifies the resolution to which it relates and which indicates the member's agreement to it (agreement to which cannot thereafter be revoked).

- 70 For the purposes of the preceding article:-
- 70.1 the reference to “eligible members” is to those members who would have been entitled to vote on the resolution on the circulation date of the resolution (which is either (a) the date on which copies of the written resolution are sent or submitted to the members in accordance with the procedures detailed in Chapter 2 of Part 13 of the Act; or (b) if copies are sent or submitted to members on different days, the first of those dates);
- 70.2 the reference to “required majority” is to the majority required to pass an ordinary or a special resolution under the Act, as follows:-
- 70.2.1 in order to pass an ordinary resolution by way of written resolution, it must be passed (in accordance with article 69) by members representing a simple majority of the total voting rights of eligible members;
- 70.2.2 in order to pass a special resolution by way of written resolution, it must be passed (in accordance with article 69) by members representing not less than 75% of the total voting rights of eligible members and the resolution must specifically state that it was proposed as a special resolution.
- 71 For the avoidance of doubt, a resolution to remove a director (under section 168 of the Act) or a resolution to remove an auditor (under section 510 of the Act) cannot be proposed as a written resolution under article 69.
- 72 For the purposes of article 69, a proposed written resolution will lapse if it is not passed before the end of a period of 28 days beginning with the circulation date (as defined in article 70), and the agreement of any member to a written resolution will be ineffective if signified after the expiry of that period.

Categories of director

- 73 For the purposes of these articles
- “Elected Director” means a director elected, re-elected or appointed under articles 79 to 84;
- “Co-opted Director” means a director appointed or re-appointed under articles 85 to 87.

Number of directors

- 74 The maximum number of directors shall be 14, of whom no more than 12 may be Elected Directors and no more than 2 may be Co-opted Directors.
- 75 The minimum number of directors shall be 6.

- 76 In exercising their powers in relation to election/appointment of Elected Directors, the Full Members and the directors shall ensure that at any time:-
- 76.1 at least one and no more than two Elected Directors shall be drawn from those Full Members who have been nominated for membership by Ballantrae Community Council;
 - 76.2 at least one and no more than two Elected Directors shall be drawn from those Full Members who have been nominated for membership by Barr Community Council;
 - 76.3 at least one and no more than two Elected Directors shall be drawn from those Full Members who have been nominated for membership by Barrhill Community Council;
 - 76.4 at least one and no more than two Elected Directors shall be drawn from those Full Members who have been nominated for membership by Colmonell & Lendalfoot Community Council;
 - 76.5 at least one and no more than two Elected Directors shall be drawn from those Full Members who have been nominated for membership by Girvan Community Council; and
 - 76.6 at least one and no more than two Elected Directors shall be drawn from those Full Members who have been nominated for membership by Pinwherry & Pinmore Community Council.

Eligibility

- 77 An individual shall not be eligible for election/appointment as an Elected Director unless he/she is a Full Member; a Co-opted Director need not, however, be a member of the company.
- 78 A person shall not be eligible for election/appointment as a director if he/she is an employee of the company.

Election, retiral, re-election of directors

- 79 At each annual general meeting, the Full Members may (subject to articles 74, 76, 77 and 78) elect any individual as a director (an "Elected Director"), providing written notice, signed by him/her, confirming his/her willingness to serve as a director has been received at least 7 days prior to the annual general meeting.
- 80 The directors may at any time appoint any individual (providing he/she is willing to act and subject to articles 76, 77 and 78) to be a director (an "Elected Director"), either to fill a vacancy or (subject to article 74) as an additional director.
- 81 At the first annual general meeting, all of the Elected Directors shall retire from office.

- 82 At each annual general meeting (other than the first): -
- 82.1 any Elected Director appointed under article 80 during the period since the preceding annual general meeting shall retire from office;
 - 82.2 out of the remaining Elected Directors, one third (to the nearest round number) shall retire from office.
- 83 The Elected Directors to retire under article 82.2 shall those who have been longest in office since they were last elected or re-elected; as between individuals 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.
- 84 The Full Members may (subject to articles 74, 76, 77 and 78) at any annual general meeting re-elect any Elected Director who retires from office at the meeting under article 81 or 82 (providing he/she is willing to act); if any such Elected 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.

Appointment, vacating of office, re-appointment: Co-opted Directors

- 85 Subject to article 74, the directors may at any time appoint any individual (other than an employee of the company) to be a director (a "Co-opted Director") providing he/she is willing so to act on the basis that he/she has special skills or experience which would be of assistance to the board.
- 86 At the conclusion of each annual general meeting, all of the Co-opted Directors shall vacate office.
- 87 Immediately following each annual general meeting, the directors may (subject to article 74) 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

Disqualification and removal of directors

- 88 A director shall vacate office if:-
- 88.1 he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director;
 - 88.2 he/she becomes debarred under any statutory provision from being a charity trustee;
 - 88.3 he/she is sequestrated;
 - 88.4 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;

- 88.5 he/she becomes an employee of the company;
 - 88.6 (in the case of an Elected Director) he/she ceases to be a Full Member;
 - 88.7 he/she resigns office by notice to the company;
 - 88.8 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;
 - 88.9 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have committed a material breach of the code of conduct for directors in force from time to time (as referred to in article 101);
 - 88.10 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - 88.11 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the 2006 Act.
- 89 A resolution under article 88.9 shall be valid only if:-
- 89.1 the director who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for his/her removal is to be proposed;
 - 89.2 the director concerned is given the opportunity to address the meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote; and
 - 89.3 at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

Register of directors

- 90 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

- 91 The directors shall elect from among themselves a Chair, a Treasurer, and such other office bearers (if any) as they consider appropriate.
- 92 For the avoidance of doubt, a director shall not be eligible to hold more than one office referred to at article 91, at any given time.

- 93 The office of Chair shall be held (so far as reasonably possible) on a rotating basis, such that during each year the office shall be capable of being held only by directors drawn from a particular community council, during the next year only by directors drawn from another community council and so on; the directors shall be free to depart from the principle of a rotating chairperson, however, if circumstances so dictate (whether through the unwillingness of any particular director to hold office as Chair or otherwise).
- 94 For the purposes of article 93:-
- 94.1 the period between the date of incorporation of the company and the first annual general meeting shall be deemed to be a year;
- 94.2 the period between one annual general meeting and the next shall be deemed to be a year.
- 95 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.
- 96 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.

Directors' interests

- 97 Subject to the provisions of the Act and the Charities and Trustee Investment (Scotland) Act 2005 and articles 8 to 11 and provided that he/she has disclosed to the directors the nature and extent of any personal interest which he/she has (unless immaterial), and has complied with the code of conduct as referred to in article 101), a director (notwithstanding his/her office):-
- 97.1 may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company;
- 97.2 may be a party to, or have some other personal interest in, any transaction or arrangement in which the company or any associated company has an interest;
- 97.3 may be a director or secretary of, or employed by, or have some other personal interest in, any associated company; and
- 97.4 shall not, because of his/her office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company,
- and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.
- 98 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

