

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
of
Glenuig Community Association

1. The company's name is "Glenuig Community Association".
2. The company's registered office is to be situated in Scotland.
3. This clause shall be interpreted as if it incorporated an over-riding qualification to the effect that in any case in which an activity permitted under this clause is in its nature capable of being carried on for purposes which are not charitable or only partially so as well as for purposes which are wholly charitable, (the word "charitable" having the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force (which meaning shall be assigned to the word "charitable" wherever it appears in this memorandum of association), the powers of the company under this clause in respect of the carrying on of such activity shall be deemed to be limited to the carrying on of such activity in such a manner as will not prejudice the charitable status of the company under the statutory provisions referred to above.

Subject to that over-riding qualification, the company's objects are:-

- (a) To secure the establishment, maintenance and management of a community centre in Glenuig for activities promoted by the company in furtherance of its objects, or by any other Company or Association or unincorporated body having objects altogether or in part similar to those of the Company.
- (b) To promote the benefit of the inhabitants of Glenuig and environs without distinction of political, religious or other opinions, by associating the Local Authorities, Voluntary Organisations and inhabitants in a common effort to advance education, and to provide facilities in the interest of social welfare for recreation and leisure time occupations with the object of improving the conditions of life for the said inhabitants.
- (c) To relieve poverty, to encourage training, advancement of education, and the promotion of industry and commerce for the benefit of the public in Glenuig through (One) assisting people to find employment or to train or retrain them for employment as a means of relieving their poverty, (Two) the provision of advice and assistance with regard to the establishment and operation of organisations which are established for the promotion of industry and commerce for the benefit of the public in Glenuig, (Three) the provision of community enterprises for the benefit of the public within Glenuig (Four) the provision of training opportunities,

(Five) the promotion and implementation of schemes of industry and commerce for the benefit of the public within Glenuig and (Six) the establishment and support of any Company or of any Association or other unincorporated body having objects altogether or in part similar to those referred to in sub-paragraphs (One) to (Five) above.

In furtherance thereof, but not further or otherwise, the Company shall have the following powers:

- (d) To carry on any other activity which may be advantageously carried on in connection with any of the objects of the company.
- (e) 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.
- (f) To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company.
- (g) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking property and rights of the company.
- (h) To sell, feu, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company.
- (i) To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- (j) To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person.
- (k) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (l) To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual, who is or was at any time in the employment of the company and the spouse, widow or widower, relatives and dependants of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- (m) To promote any private Act of Parliament, Provisional Order and other authority to enable the company to carry on its business, alter its constitution, and achieve any other purpose which may promote the company's interests, and to oppose or object to any application or proceedings which may prejudice the company's interests.

- (n) 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 obtain from any such organisation, government or authority any charter, right, privilege or concession.
- (o) To enter into partnership or any other arrangement for sharing profit, co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- (p) To give any debentures or securities and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of.
- (q) To effect insurance against risks of all kinds
- (r) To invest moneys of the company not immediately required for the purposes of its activities in such investments and securities (including land in any part of the world) and that in such a manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities.
- (s) To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the company is authorised to carry on.
- (t) To amalgamate with any charitable body, incorporated or unincorporated, having objects altogether or in part similar to those of the company.
- (u) To subscribe for, take, purchase and otherwise acquire and hold shares, stocks, debentures and other interests in any company with which the company is authorised to amalgamate and to acquire and take over the whole or any part of the undertaking, assets and liabilities of any body, incorporated or unincorporated, with which the company is authorised to amalgamate.
- (v) To transfer all or any part of the undertaking, property and rights of the company to any body, incorporated or unincorporated, with which the company is authorised to amalgamate.
- (w) To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the company or with the furtherance of its objects.
- (x) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the company.

- (y) To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the company, whether by way of subscriptions, grants, loans, donations or otherwise.
- (z) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.
- (aa) To do anything which may be incidental or conducive to the attainment of any of the objects of the company. And it is declared that in this clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated.

4.1 Subject to clause 4.2,

- (a) the income and property of the company shall be applied solely towards the promotion of its objects as set out in clause 3 of this memorandum of association.
- (b) no part of the income and property of the company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to the members of the company.
- (c) no director of the company shall be appointed to any office under the company in respect of which a salary or fee is payable and
- (d) no benefit in money or money's worth shall be given by the company to any director except repayment of out-of-pocket expenses.

4.2 The company shall, notwithstanding the provisions of clause 4.1 be entitled to pay reasonable and proper remuneration to any director or member of the company in return for services actually rendered to the company, to pay interest at a rate not exceeding the commercial rate on money lent to the company by any director or member of the company, to pay rent at a rate not exceeding the open market rent for premises let to the company by any director or member for the company and to purchase assets from, or sell assets to, any director or member of the company providing such purchase or sale is at market value.


5. The liability of the members is limited

6. Every member of the company undertakes to contribute such amount as may be required (not exceeding one pound sterling) to the company's assets if it should be wound up while s/he is a member or within one year after s/he ceases to be a member, for payment of the company's debts and liabilities contracted before s/he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

- 7.1 If on the winding-up of the company any property 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 but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as does clause 4 of this memorandum of association.
- 7.2 The body or bodies to which property is transferred under clause 7.1 shall be determined by the members of the company with the approval in writing of the Secretary of State for Scotland at or before the time of dissolution or, failing such determination and approval, by such court as may have or may acquire jurisdiction.
- 7.3 To the extent that effect cannot be given to the provisions of clauses 7.1 and 7.2, the relevant property shall be applied to some other charitable object or objects.
- 8.1 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company; such accounting records shall be open to inspection at all times by any director of the company.
- 8.2 The company's auditors shall make a report to the members on the accounts examined by them and on every balance sheet and income and expenditure account and on all group accounts, copies of which are to be laid before the company in general meeting.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

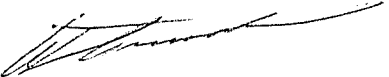
Names and addresses of subscribers

1. Signature 

Full name LOGAN ALEXANDER CARMICHAEL

Designation TREASURER

Address CEOL NA MURTH
GLENVIL
LOCHAILORT
INDUTNESS-SHIRE
PH33 6WS

2. Signature 

Full name

ALASDAIR IAIN CARMICHAEL


Designation

CHAIRMAN

Address

AIRD EAMACHAIDH
GLENVIL
LOCHAILORT PH33 4NG.

Witness to the above

Signature 

Full name CAROLINE GRACE HAY

Designation CHIEF EXECUTIVE

Address ACE-HILL, 103 HIGH STREET,
INVERGORDON ROSS-SHIRE IV18 0AB.

Date 31ST AUGUST 1993.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
of
Glenuig Community Association

definitions and interpretation

1. In these articles "the Act" means the Companies Acts 1985; any reference in these articles to a provision of the Act shall be deemed to include any statutory modification or re-enactment of that provision for the time being in force.

"the Secretary" means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary.

2. Any reference in these articles to "clear days" in relation to a period of notice indicates that in calculating such period the day when the notice is given or deemed to be given and the day for which it is given or on which it is due to take effect are to be excluded.
3. Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification not in force at the date of incorporation of the company.
4. The Interpretation Act 1978 shall apply to these articles as it applies to any Act of Parliament.

membership

5. The subscribers to the memorandum of association and such other persons as are admitted to membership in accordance with articles 12 to 18 shall be members of the company.
6. Membership shall not be transferable and shall cease on death.

categories of member

7. For the purpose of these articles

"Ordinary Member" means an individual who fulfils the qualification under paragraph A of Article 8.

"Associate Member" means an individual or organisation who fulfils the qualification under paragraph B of Article 8.

qualifications of membership

8. Subject to articles 9, 10 and 11 the various categories of membership shall be open to organisations and individuals who fulfil the following criteria:

A ORDINARY MEMBERSHIP (eligible to vote)

This is open to any individual who is a resident of Glenuig, or, by invitation of the Board of Directors, to any individual whose place of employment or place of business is within Glenuig. In the context of the Articles of Association, Glenuig shall be defined to mean the mainland area bounded by the Alisary burn to the North and East, and the River Moidart to the South and East.

B ASSOCIATE MEMBERSHIP (non-voting)

This is open to any organisation in Glenuig or outwith Glenuig and to any individual who is not resident in Glenuig who support the aims of Glenuig Community Association.

9. No employee of the company may become a member; a person admitted to membership shall automatically cease to be a member if s/he or it becomes an employee of the company.
10. The directors shall be entitled at their discretion to refuse to admit any person or organisation to membership notwithstanding that s/he or it fulfils one or more of the qualifications under article 8 and is not debarred from membership by article 9.
11. A person or organisation, once admitted to membership, may not remain a member if s/he or it ceases to fulfil the qualifications under article 8.

application for membership

12. Any person or organisation who wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require), signed, and (where nomination is required under article 8) signed by the appropriate officials of the qualifying body, or (as the case may be) the members of the company, nominating him for membership.
13. Where an applicant claims to fulfil one or more of the qualifications under paragraph (B) of article 8 and that s/he has been validly nominated by that body s/he shall lodge with the company such supporting evidence as the directors require.
14. Each application for membership shall be considered by the directors at the first meeting of the directors which is held after receipt by the company of the written application (and, if appropriate, supporting evidence) required under articles 12 and 13.
15. No applicant shall (subject to article 18) be entered in the register of members unless and until the subscription referred to in article 17 has been received by the Company.

16. The directors shall not be obliged to state reasons for refusal of membership in terms of article 30.
17. Any resolution by the directors to the effect that an applicant is to be admitted to membership shall (subject to article 18) be deemed to be conditional on payment by the applicant of the full amount of the annual membership subscription (whatever the period between the date of such resolution and the date on which the membership subscription next falls due).
18. If, in the case of an applicant nominated by a qualifying body under article 8, another individual nominated by that body has already paid the membership subscription for the current period, the applicant shall not require to pay the annual membership subscription until the accounting reference date which next follows his/her admission as a member and article 17 shall not apply.

register of members

19. In addition to the particulars required by section 352 of the Act there shall be entered in the register of members against the name of each member.
 - (a) particulars of the qualifications under article 8 which (on the basis of the evidence last supplied by him/her to the company) the member fulfils.
 - (b) in the case of a member who does not (on the basis of such evidence) fulfil any of such qualifications, a statement to that effect.
20. The directors may at any time by notice in writing request any member to lodge with the company such evidence as the directors may reasonably require with a view to establishing whether or not s/he fulfils any of the qualifications under paragraphs (A) and (B) of article 8; if a member fails to comply with any such notice s/he shall be deemed not to fulfil any of such qualifications.
21. Ordinary Membership and Associate Membership shall be open to any individual or organisation which fulfils the membership criteria set forth in Article 8.
22. An Associate Member shall have the rights conferred by Article 51 (giving notice of General meetings) and Section 240 of the Act (persons entitled to receive accounts as of right) and shall be entitled to attend and speak (but not to vote) at any General Meeting.
23. Subject to the preceding Article an Associate Member shall have no rights conferred by the Articles and the provisions of the Act on Members of the Company and no reference in these Articles to members or membership (other than in the expression "membership subscription") shall be construed as including any Associate Member.
24. The Company shall keep a register of associate members (which shall not be deemed to form part of the register of members kept under Section 352 of the Act) and shall enter in it (a) the names and addresses of any such associate members, (b) the date of which any such individual or organisation was registered (c) the date on which any such person or organisation ceased to be such a member.

25. The register kept under the preceding Article shall be kept at the Registered Office and shall be open to the inspection of any person (whether or not a member of the Company) upon request to a director, officer, or the registered office of the Company, giving not less than forty eight hours notice.
26. Associate Membership shall not be transferable and shall cease on death or dissolution.
27. Any individual organisation who wishes to become an associate member shall lodge with the Company a written application for Associate Membership (in such form as the Directors require, signed by him/her or as the case may be, executed in accordance with the Organisation's constitution) together with a remittance to meet the annual membership subscription applicable to the category of membership (whatever the period between the date of lodging such application and the date on which such subscription falls due).
28. The Directors shall be entitled at their sole discretion to refuse to admit any person or organisation to Associate Membership.
29. Application for membership under Article 27 shall be considered by the Directors at the first meeting of the Directors which is held after receipt by the Company of the written application and remittance required under said Article.
30. If the directors resolve at any meeting to refuse admission of an applicant to membership under Article 27, they shall notify the applicant in writing accordingly within a period of seven days after the meeting and return to him/her the remittance lodged under article 27.
31. If the directors resolve at any meeting to admit an applicant to membership under Article 27, the applicant shall be entered in the Register kept under article 24.

membership subscription

32. Unless otherwise determined by ordinary resolution, the amount of the annual membership subscription for each category of membership shall be decided by the Board of Directors.
33. The annual membership subscription shall be due on each accounting reference date of the company and shall (subject to articles 17 and 36) be deemed to relate to the period from an accounting reference date to the date falling immediately prior to the next accounting reference date.
34. The directors shall give to the members ten clear days' notice of the membership subscription which will be due and shall state the possible consequence (under the following article) of failure to make payment.
35. If the company has not received the annual membership subscription of a member by the date occurring fourteen days after the accounting reference date on which it fell due (or by the date, if later, occurring twenty four days after notices complying with the preceding article were given to the members, the directors may by resolution expel him/her from membership.

36. A person who ceases to be a member shall not be entitled to any refund of the annual membership subscription (whatever the period between the date on which the membership subscription last fell due and the date of ceasing to be a member).

Withdrawal from membership

37. Any person who 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: on receipt of such notice by the company s/he shall cease to be a member.

Expulsion from membership

38. Subject to articles (39) to (43), the company may, by special resolution, expel any person from membership.
39. Any member who wishes to propose at any meeting a resolution for the expulsion of any person from membership shall lodge with the company written notice of his/her 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.
40. 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.
41. 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).
- (a) state the fact of the representations having been made in the notice.
 - (b) send a copy of the representations to every person to whom notice of the meeting is or was given.
42. Whether or not a copy of written representations has been given to each of the persons entitled to receive notice of the meeting, the member concerned shall be entitled to be heard on the resolution at the meeting.
43. Failure to comply with any of the provisions of articles (39) to (42) shall render any resolution for the expulsion of a person from membership invalid.
44. A person expelled from membership under articles (38) to (43) shall cease to be a member with effect from the time at which the relevant resolution is passed.

general meetings

45. All general meetings other than annual general meetings shall be called extraordinary general meetings.

46. An extraordinary general meeting shall be convened by the directors on requisition by members (under section 391 of the Act).
47. Subject to the preceding article and to the requirements under section 366 of the Act as to the holding of annual general meetings, the directors may convene general meetings whenever they think fit.

notice of general meetings

48. An annual general meeting and an extraordinary general meeting convened for the passing of a special resolution or a resolution requiring special notice shall be called by at least twenty one clear days' notice; all other extraordinary general meetings shall be called by at least fourteen clear days' notice.
49. A notice convening a meeting shall specify the time and place of the meeting; it shall also state the terms of any resolution which is to be proposed as a special resolution or extraordinary resolution or which constitutes a resolution requiring special notice and shall indicate the general nature of any other business to be transacted at the meeting.
50. A notice convening an annual general meeting shall specify the meeting as an annual general meeting.
51. Notice of every general meeting shall be given to all the members, directors, and to the auditors.
52. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

proceedings at the general meetings

53. No business shall be transacted at any meeting unless a quorum is present; 8 members present in person shall be a quorum.
54. If the quorum required under the preceding article 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.
55. The convener (or, in his/her absence, the vice convener) shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if neither the convener nor the vice-convener is present and willing to act as chairperson 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 or, if there is only one director present and willing to act, s/he shall be chairperson.
56. If no director willing to act as chairperson is present within half an hour after the time appointed for holding the meeting, the members present shall elect one of their number to be chairperson.

57. A director, notwithstanding that s/he is not a member, shall be entitled to attend and speak at any general meeting.
58. The chairperson may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place.
59. No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place.
60. Where a meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted; in any other case, it shall not be necessary to give any notice of an adjourned meeting.
61. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands, a poll is demanded by the chairperson or by at least 5 members present in person at the meeting.
62. Unless a poll is demanded in accordance with the preceding article, a declaration by the chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
63. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson; a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made nor the result of a show of hands declared after the demand is so withdrawn.
64. If a poll is demanded in accordance with article 61, it shall be taken at once by means of a secret ballot of all the members present and entitled to vote conducted in such manner as the chairperson may direct; the result of such poll shall be declared at the meeting at which the poll was demanded.
65. A resolution in writing signed by all the members shall be as effectual as if it had been passed at a general meeting duly convened and held; it may consist of several documents in the same form each signed by one or more members.

votes of members

66. Every Ordinary Member shall have 1 vote which must be given personally.
67. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall not be entitled to a casting vote in addition to any other vote s/he may have.

68. No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

categories of director

69. For the purposes of these articles

"Member Director" means a director who is also a member of the company.

"Representative Director" means a director appointed or re-appointed by the directors under article 77 following nomination for such office.

"Special Director" means a director (other than a Representative Director) appointed or re-appointed by the directors under article 77.

number of directors

70. Unless otherwise determined by ordinary resolution, the maximum number of directors shall be 12, of whom a maximum of 8 directors shall be Member Directors, a maximum of 2 directors shall be Representative Directors and a maximum of 2 shall be Special Directors.

Unless otherwise determined by ordinary resolution, the minimum number of directors shall be 4 of whom a minimum of 3 shall be Member Directors.

The number of Representative Directors and Special Directors shall at no time exceed the number of Member Directors.

appointment, retirement, re-appointment

71. Any member who wishes to be considered for appointment as a director at an annual general meeting shall lodge with the company a written notice of his/her willingness to be appointed (in such form as the directors require), signed by him/her, at least seven days before the date of the annual general meeting.
72. At an annual general meeting the company may by ordinary resolution appoint in accordance with Article 69 as a director (a "Member Director") any member in respect of whom a written notice of willingness to accept such an appointment has been received in compliance with the preceding article.
73. The directors may at any time appoint any member (providing s/he is willing to act), to be a director to fill a vacancy.
74. At the first annual general meeting all Directors shall retire from office.
75. At each annual general meeting (other than the first)
- (a) all Directors who have been appointed by the directors since the date of the last annual general meeting shall retire from office and

- (b) out of the remaining Directors, the three directors who have been longest in office since they were last appointed or re-appointed (the question of who is to retire as between directors appointed or re-appointed on the same date to be determined by lot) shall retire from office.

76. The company may at any annual general meeting by ordinary resolution re-appoint any Director who retires from office at the meeting under articles 74 or 75 (providing s/he is willing to act); if any such Director is not re-appointed, s/he 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

77. In addition to their powers of appointment under article 70, the directors may at any time appoint any person (other than an employee of the company) to be a director providing s/he is willing to act, either to fill a vacancy or as an additional director.

disqualification and removal of directors

78. A director shall vacate office if

- (a) s/he ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director
- (b) s/he becomes bankrupt
- (c) s/he 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.
- (d) s/he becomes an employee of the company
- (e) s/he resigns office by notice to the company or
- (f) s/he is absent for a period of more than two months (without permission of the directors) from meetings of directors held during that period and the directors resolve to remove him/her from office.

appointments to executive office

79. Directors shall be appointed to hold the offices of convenor, vice convenor, treasurer and such other executive offices as the directors may consider appropriate; each such office shall be held, subject to article 87, until the conclusion of the annual general meeting which next follows appointment.

80. The appointments to executive office under the preceding article shall, subject to article 88, be made at a meeting of directors held as soon as reasonably practicable after the incorporation of the company and thereafter at a meeting of directors held as soon as reasonably practicable after each annual general meeting.

81. A director whose period of executive office expires under article 84 may be re-appointed to such office (providing s/he is willing to act).
82. The appointment of any director to executive office shall terminate if s/he ceases to be a director or if s/he resigns from such executive office by notice to the company.
83. If the appointment of any director to executive office terminates under the preceding article, the directors shall, at a meeting of directors held as soon as reasonably practicable after such termination, appoint another director to hold such office in his/her place; a director so appointed shall hold such executive office until the conclusion of the first annual general meeting which follows such appointment.

directors' interests

84. Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that s/he has disclosed to the directors the nature and extent of any material interest of his/her, a director notwithstanding his/her office
 - (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested and
 - (c) shall not, by reason of his/her office, be accountable to the company for any benefit which s/he derives from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.
85. For the purposes of the preceding article
 - (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent as specified and
 - (b) 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.

directors' remuneration and expenses

86. No director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any executive office under the company.

87. The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, general meetings, meetings of committees of directors or meetings of committees or otherwise in connection with the discharge of their duties.

powers of directors

88. Subject to the provisions of the Act, the memorandum of association and these articles and to any directions given by ordinary resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company.
89. No alteration of the memorandum of association or these articles and no direction given by ordinary resolution shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given.
90. The powers conferred by article 93 shall not be limited by any special power conferred on the directors by these articles.
91. A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
92. The directors may, by power of attorney or other-wise, appoint any person to be the agent of the company for such purpose and on such conditions as they may determine, including authority for the agent to delegate all or any of his/her powers.

proceedings of directors

93. Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
94. Any director may call a meeting of the directors or request the Secretary to call a meeting of the directors.
95. The Secretary shall be bound, on the expiry of a period of eight weeks after receipt of a written application for membership (and, if appropriate, supporting evidence) complying with article 12, to call a meeting of the directors if no meeting of the directors has been held within that period; any meeting called by the Secretary under this article shall be held not later than seven days after expiry of the eight week period.
96. No notice of a meeting of directors need be given to a director who is absent from the United Kingdom.
97. Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes the chairperson shall not have a second or casting vote.

98. A director who is also an alternate director shall be entitled in the absence of his/her appointer to a separate vote on behalf of his/her appointer in addition to his/her own vote.
99. The quorum for the transaction of the business of the directors may be fixed by the directors and, unless so fixed at any other number, shall be 4; a person (other than a director) acting as alternate director, shall, if his/her appointer is not present, be counted in the quorum.
100. The continuing directors or a sole continuing director may act notwithstanding vacancies but if the number of remaining directors is less than the number fixed as the quorum, they or s/he may act only for the purpose of filling vacancies or of calling a general meeting.
101. Unless s/he is unwilling to do so, the convener shall preside as chairperson at every meeting of directors at which s/he is present.
102. If the convener is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the vice convener shall act as chairperson or is not present within fifteen minutes after the time appointed for the meeting the directors present may appoint one of their number to be chairperson of the meeting.
103. All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
104. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it has been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held; it may consist of several documents in the same form each signed by one or more directors.
105. A resolution signed by an alternate director need not also be signed by his/her appointer; a resolution signed by a director who has appointed an alternate director need not be signed by the alternate director in that capacity.
106. Except as otherwise provided by these articles, a director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which s/he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless his/her interest or duty arises only because the case falls within either or both of the following paragraphs
 - (a) the resolution relates to the giving to him/her of a guarantee, security or indemnity in respect of money lent to, or any obligation incurred by him for the benefit of, the company or any of its subsidiaries

- (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the company or any of its subsidiaries for which the director has assumed responsibility in whole or part (and whether alone or jointly with theirs) under a guarantee or indemnity or by the giving of security.
107. For the purposes of the preceding article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the company) connected with a director shall be treated as an interest of the director: an interest of the appointer of an alternate director shall be treated as an interest of the alternate director.
108. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which s/he is not entitled to vote.
109. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these articles prohibiting a director from voting at a meeting of the directors or at a meeting of a committee of directors.
110. Where proposals are under consideration concerning the appointment of two or more directors to executive offices with the company or to offices or employments with any body corporate in which the company is interested, the proposals may be divided and considered in relation to each director separately; provided s/he is not for another reason precluded from voting, each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his/her own appointment.
111. If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting be referred to the chairperson of the meeting; his/her ruling in relation to any director other than himself/herself shall be final and conclusive.

alternate directors

112. A director (other than an alternate director) may, if so permitted by resolution of the directors, appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him/her.
113. An alternate director shall, subject to the following article, be entitled to be given notice of all meetings of directors and of all meetings of committees of directors and meeting of General Committees of which his/her appointer is a member, to attend and vote at any such meeting at which the director appointing him/her is not personally present and generally to perform all the functions of his/her appointer as a director in his/her absence.
114. No notice of a meeting of directors or a meeting of committee of directors need be given to an alternate director who is absent from the United Kingdom.

115. An alternate director shall not be entitled to receive any remuneration from the company for his/her services as an alternate director.
116. An alternate director shall, subject to the following article, cease to be an alternate director if his/her appointer ceases to be a director.
117. If a director retires (by rotation or otherwise) but is re-appointed at the meeting at which he retires or vacates office at the conclusion of an annual general meeting but is reappointed by the directors immediately following the annual general meeting, any appointment of an alternate director made by him/her which was in force immediately prior to retirement or vacating of office shall continue after his re-appointment.
118. An appointment or removal of an alternate director may be effected by notice to the company signed by the director making or revoking the appointment or may be effected in any other manner approved by the directors.
119. An alternate director shall alone be responsible for his/her own acts and defaults; an alternate director shall not be deemed to be the agent of the director appointing him.
120. References in these articles to directors shall, unless the context otherwise requires, be construed as including alternate directors.

delegation to committees of directors and holders of executive office

121. The directors may delegate any of their powers to any committee consisting of three or more directors; they may also delegate to the convenor or any director holding any other executive office such of their powers as they consider desirable to be exercised by him/her.
122. Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
123. Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more directors shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.

secretary

124. Subject to the provisions of the Act, the Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

minutes

125. The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the directors, meetings of committees of directors and meetings of committees; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present.

seal

126. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors.
127. Every document to which the seal is affixed shall be signed by two directors or by one director and the Secretary.

accounts

128. No members (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or as authorised by the directors or by ordinary resolution of the company.

notices

129. Any notice to be given in pursuance of these articles shall be in writing; the company may give any such notice to a member or Associate Member either personally or by sending it by post in a pre-paid envelope addressed to the member or (as the case may be) Associate Member at his/her registered address or by leaving it at that address.
130. Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four 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.
131. A member present at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it is called.

winding up

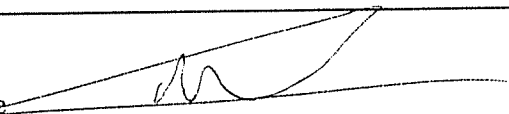
132. If the company is wound up, the liquidator shall transfer the assets of the company to an appropriate body in accordance with the provisions of the memorandum of association.

indemnity

133. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director of or other officer or auditor of the company shall be indemnified out of the assets of the company against any loss or liability which/he may sustain or incur in connection with the execution of the duties of his/her office including, without prejudice to that generality, 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 s/he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

We, the subscribers to these Articles of Association wish to be formed into a Company pursuant to these Articles.

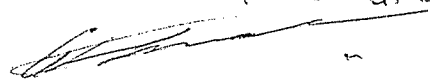
Names and Addresses of Subscribers

1. Signature 

Full name LOGAN ALEXANDER CARMICHAEL

Designation TREASURER

Address GLEN WINDMILL
GLENMILL
LOCHMILLORT
INDUGUNGS SHIRE
PH38 4NB

2. Signature 

Full name

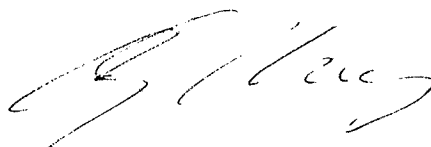
ALASDAIR IAIN CARMICHAEL

Designation

CHAIRMAN

Address AIRD EAMACHAIDH
GLENMILL
LOCHMILLORT PH38 4NB

Witness to the above

Signature 

Full name CAROLINE GRACE MAY

Designation CHIEF EXECUTIVE

Address ACE-HI, 103 HIGH STREET,
INVERGORDON, ROSS-SHIRE IV18 0AF

Date 31st AUGUST 1993