

**NOTICE OF ANNUAL GENERAL MEETING**  
**STRONSAY DEVELOPMENT TRUST (“the Company”)**

**(Company number SC271553)**

**(Scottish charity number SC038888)**

**NOTICE IS HEREBY GIVEN** that that the annual general meeting of the Company (which is a Scottish charity) will be held at Stronsay Community Hall on 24 April 2013 at 7.30 p.m. for the following purposes:

1. Approval of the minutes of the last AGM on 8 May 2012.
2. Adoption of the Annual Report
3. Adoption of the accounts and the report of the examiners for the year ended 31 August 2012.
4. Re-appointment of The Long Partnership, Chartered Accountants of Kirkwall, as accountants for the Trust.
5. To consider and, if thought fit, pass the following resolution, which will be proposed as a special resolution of the Company:

“That the regulations set out in the document tabled at the meeting and (for the purpose of identification) signed by the chairperson of the meeting, be adopted as the Company’s articles of association in substitution for, and to the exclusion of, the existing articles of association (including, for the avoidance of doubt, those provisions of the Company’s memorandum of association which are treated, under the Companies Act 2006, as provisions of the Company’s existing articles of association).”

6. Motion by member Colin McAlpine to amend the correspondence policy:

“All correspondence addressed to Stronsay Development Trust, be it to any employee or Director, must be acknowledged within five working days of its receipt. If a detailed reply is called for this must be given within fifteen working days after an acknowledgement has been issued. If this is not possible, a written explanation for the delay must be forwarded within the same time constraint.”

Dated: 1 April 2013

**Registered office:**  
Clifton  
Whitehall  
Stronsay  
KW17 2AR

**BY ORDER OF THE BOARD**

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Company secretary

**The special resolutions are as follows:**

Special Resolution 1: to bring the M&As into line with up-to-date legislation i.e. the Companies Act 2006.

The provisions that previously sat within the memorandum of association have now moved over into the articles; under the 2006 Act, the memorandum now only contains the subscriber clause. Various other changes have also been introduced to reflect changes in the law, such as the introduction of a code of conduct for directors, and all references have been updated to reflect current legislation.

Special Resolution 2: Clarifying the restrictions on use of the company's assets.

To amend clause 9 of the Articles of Association to include that the company may make any payment to any individual who is a member of the company, where such payment is in direct furtherance of the charitable purposes of the company.

Special Resolution 3: Amending the number of Directors

To amend clause 79 of the Articles of Association to reduce the maximum number of directors to 12, of whom no more than 8 may be Elected Directors and no more than 4 may be Co-opted Directors.

Special Resolution 4: Amending the minimum number of Directors

To amend clause 80 of the Articles of Association for the minimum number of Directors to be 6.

Special Resolution 5: Clarification of the process for the election of Directors

To add clause 84 to the Articles of Association as follows;

84. The procedure which must be followed in order for a Full Member to be validly elected as an Elected Director shall be as follows:

- 84.1 the election shall be conducted by way of a secret ballot at the annual general meeting, with each Full Member being entitled to one vote in respect of each candidate, which may be given either personally or by proxy;
- 84.2 there will one ballot paper listing all candidates, and the Full Member (or his/her proxy) will have the option of voting in favour of each candidate's election, voting against the candidate's election or abstaining from voting;
- 84.3 a candidate must receive a minimum of 51 per cent (to the nearest round number) of votes in his/her favour (taking account only of those votes cast in favour as compared with the total number of votes which are cast in relation to that candidate), before he/she can be taken to have been elected as an Elected Director;
- 84.4 if there are fewer candidates than vacancies, all candidates receiving in excess of 51 per cent of votes in their favour (calculated in accordance with article 84.3), shall be taken to have been elected as Elected Directors;
- 84.5 if there are more candidates than vacancies, of those who are eligible (having achieved at least 51 per cent of votes in their favour (calculated in accordance with article 84.3), the candidate with the highest number of votes in his/her favour, shall first be taken to have been elected as an Elected Director, and any remaining vacancies shall be filled based on the highest number of votes received per candidate (but excluding for the avoidance of doubt any candidate who is not eligible, through the operation of article 0) until all vacancies are filled;
- 84.6 in the event that for the last of the available vacancies, two or more candidates eligible under article 84.3 receive the same number of votes in favour of their election, the candidate to be elected shall be decided by some random method;
- 84.7 the results of the elections shall be declared at the meeting (and this shall include details as to any spoiled ballot papers);
- 84.8 for the avoidance of doubt, a candidate who has not achieved a minimum of 51 per cent of the votes in his/her favour (calculated in accordance with article 84.3) shall be deemed to have failed to have been elected as a director.

Special Resolution 6: Amending the number of directors retiring from office at the AGM

To amend clause 86.2 of the Articles of Association amend the number of directors to retire from office at the AGM to two.

**Notes:**

- (a) A copy of the document referred to in the resolution set out above may be obtained by writing to the company secretary at the registered office address.
- (b) A member entitled to attend and vote at the above meeting is entitled to appoint another person (who need not be a member of the company) as his/her proxy to exercise all or any of his/her rights to attend, to speak and to vote in his/her place.
- (c) A member who wishes to appoint a proxy to vote on his/her behalf at the above meeting:
  - 3.1 shall lodge with the Company, at the Company's registered office address, a written instrument of proxy, signed by him/her; or
  - 3.2 shall send by electronic means to the Company at [sdtcompanysecretary@yahoo.com](mailto:sdtcompanysecretary@yahoo.com) an instrument of proxyproviding (in either case) the instrument of proxy is received by the Company at the relevant address not less than 48 hours (with no account being taken of any part of a day that is not a working day) before the time for holding the meeting.
- (d) A member may not appoint more than one proxy to attend the above meeting.