

Stronsay Development Trust

SPECIAL RESOLUTION BALLOT 30th OCTOBER 2019

The members are asked to consider and, if in agreement, pass the following resolution which will be proposed as a special resolution of the company:

That the provisions of the articles of association of the company be altered by:

- 1. The replacement of number 18 with 16 within the wording “aged 18 years or over who:” where it appears in paragraph 19 and the deletion of the existing provisions of paragraph 19.2 and the re-numbering of the remaining paragraphs (and any corresponding cross references) accordingly;**

This resolution will lower the age of potential membership to 16 years old, which in turn will make the following paragraph irrelevant.

19.2 is entitled to vote at a local government election in a polling district that includes the Community or part of it; and

- 2. The deletion of the existing provisions of paragraph 26 and the re-numbering of the remaining paragraphs (and any corresponding cross references) accordingly;**

Paragraph 26 states

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

The Development Trust has been advised by funders that this paragraph would disqualify us from receiving funding in the future due to its perceived discriminatory nature.

- 3. The deletion of the word “six” where it appears in paragraph 117 and the insertion of the words “five or one-half of the total number of directors, whichever is the greater” in its place;**

This resolution will change the parameters of a quorum of directors from a fixed number (6) to include a percentage of directors to accommodate the fluctuating numbers of directors at any given point.

(117 No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall (subject to article 118) be six.)