

THE COMPANIES ACT 2006

*Company limited by guarantee  
and not having a share capital*

**Articles of Association**

**of**

**Gairloch & District Heritage Company Ltd**

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**SECTION A**

	<b>NAME</b>
1.	The name of the company is "Gairloch & District Heritage Company Ltd" (" <b>the Company</b> ").
	<b>REGISTERED OFFICE</b>
2.	The Registered Office of the Company is situated in Scotland.
	<b>PURPOSES</b>
3.	The Purposes of the Company, as a Registered Charity, are to promote and encourage interest in, and care for, the history, culture, beauty and character of the Parish of Gairloch, for the benefit of all who wish to be engaged in such advancement of its heritage, be they locally resident, visiting the area in person or in contact through any form of communication from afar.
	<b>ACTIVITIES</b>
4.1	To maintain the Gairloch Heritage Museum/Taigh-tasgaidh Gheàrrloch and to acquire by means of gift, purchase or loan historical relics and records for the purpose of exhibition, preservation and safe custody.
4.2	To preserve archaeological remains, artefacts and other objects which reflect or are connected with the history, culture and life of the parish of Gairloch.
4.3	To collect, collate, preserve and present pictorial, oral and literary records, maintaining appropriate records and details as necessary to facilitate their wider use.
4.4	To encourage, support and carry out research into matters of historic and cultural interest in the parish of Gairloch, helping to disseminate the findings to the wider public.
4.5	To promote understanding in and knowledge of the Gaelic language and literature.
	<b>POWERS</b>
5	The Company shall have the following powers, but only in furtherance of the Purposes (and wherein reference to " <b>property</b> " means any property, assets or rights, heritable or moveable, wherever situated).
	<b>General</b>

5.1	To encourage and develop a spirit of voluntary or other commitment by, or co-operation with individuals, unincorporated associations, societies, federations, partnerships, corporate bodies, agencies, undertakings, local authorities, unions, co-operatives, trusts and others and any groups or groupings thereof willing to assist the Company to achieve the Purposes.
5.2	To promote and carry out research, surveys and investigations and to promote, develop and manage initiatives, projects and programmes.
5.3	To make such representation to official bodies as may be necessary to safeguard its purposes and the public interest.
5.4	To provide advice, consultancy, training, tuition, expertise and assistance.
5.5	To prepare, organise, promote and implement training courses, exhibitions, lectures, seminars, conferences, events and workshops, to collect, collate, disseminate and exchange information and to prepare, produce, edit, publish, exhibit and distribute articles, pamphlets, books and other publications, tapes, motion and still pictures, music and drama and other materials, all in any medium.
	<b>Property</b>
5.6	To purchase, take on lease, hire, or otherwise acquire any property suitable for the Company and to construct, convert, improve, develop, conserve, maintain, alter and demolish any buildings or erections whether of a permanent or temporary nature, and manage and operate or arrange for the professional or other appropriate management and operation of the Company's property.
5.7	To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the property of the Company.
5.8	To establish and administer a building fund or funds or guarantee fund or funds or endowment fund or funds.
	<b>Employment</b>
5.9	To employ, contract with, train and pay such staff (whether employed or self-employed) as are considered appropriate for the proper conduct of the activities of the Company.
	<b>Funding and Financial</b>
5.10	To take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the Company.
5.11	To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust.
5.12	To borrow or raise money for the Purposes and to give security in support of any such borrowings by the Company and/or in support of any obligations undertaken by the Company.
5.13	To set aside funds not immediately required as a reserve or for specific purposes.
5.14	To invest any funds which are not immediately required for the activities of the Company in such investments as may be considered appropriate, which may be held in the name of a nominee Company under the instructions of the Board of Directors, and to dispose of, and vary, such investments.
5.15	To make grants or loans of money and to give guarantees.
5.16	To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts.
	<b>Development</b>
5.17	To establish, manage and/or support any other charitable organisation, and to make donations for any charitable purpose falling within the Purposes.

5.18	To establish, operate and administer and/or otherwise acquire any separate trading company or association, whether charitable or not.
5.19	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, mutual assistance, or sharing profit with any charitable organisation.
5.20	To enter into contracts to provide services to or on behalf of others.
	<b>Insurance and Protection</b>
5.21	To effect insurance of all kinds (which may include indemnity insurance in respect of Directors and employees).
5.22	To oppose, or object to, any application or proceedings which may prejudice the interests of the Company.
	<b>Ancillary</b>
5.23	To pay the costs of forming the Company and its subsequent development.
5.24	To carry out the Purposes as principal, agent, contractor, trustee or in any other capacity.
5.25	To do anything else within the law which promotes or helps to promote the Purposes.
	<b>CONSTRAINTS ON RETURNS TO MEMBERS AND DIRECTORS</b>
6.1	The income and property of the Company shall be applied solely towards promoting the Purposes and do not belong to the members.
6.2	No part of the income or property of the Company shall be paid or transferred (directly or indirectly) to the members of the Company, or to any other individual, or organisation whether by way of dividend, bonus or otherwise howsoever by profit, except in the circumstances provided for in Clause 6.4.
6.3	A Director may serve as an employee (full-time or part-time) of the organisation and receive remuneration therefor provided all relevant statutory requirements are complied with and it is in the best interests of the Company.
6.4	Subject to Article 6.3 no benefit (whether in money or in kind) shall be given by the Company to any member or Director except the possibility of:
6.4.1	repayment of out-of-pocket expenses to Directors (subject to prior agreement by the Board of Directors); or
6.4.2	reasonable remuneration to any member or Director in return for specific services actually rendered to the Company (not being of a management nature normally carried out by a director of a company) in accordance with section 67 of the Charities Act; or
6.4.3	payment of interest at a rate not exceeding the commercial rate on money lent to the Company by any member or Director; or
6.4.4	payment of rent at a rate not exceeding the open market rent for property let to the Company by any member or Director; or
6.4.5	the purchase of property from any member or Director provided that such purchase is at or below market value or the sale of property to any member or Director provided that such sale is at or above market value; or
6.4.6	payment by way of any indemnity, where appropriate;
	and in any such event the terms of Articles 36 - 38 shall specifically apply.

	<b>LIMIT OF LIABILITY</b>
7.1	The liability of all members of the Company is limited.
7.2	Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the property of the Company if it should be wound up whilst he, she or it is a member or within one year after he, she or it ceases to be a member (for whatever reason), for payment of its debts and liabilities contracted before he, she or it ceases to be a member, and of the costs, charges and expenses of winding up.
	<b>DISSOLUTION</b>
8.1	The winding-up of the Company may take place only on the decision of not less than 75% of its members who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose.
8.2	Upon the winding up or dissolution of the Company any debts and liabilities are to be satisfied exclusively by assets other than the Collection. If there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Company but shall be given or transferred to the local authority to benefit some other organisation or institution having objects which are entirely similar to any of the objects of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed by the Company under or by virtue of Article 6 of Section A of the Articles hereof, such organisation or organisations, institution or institutions to be determined by the members of the Company at or before the time of dissolution. The Collection and Records shall not be disposed of individually but the whole shall be transferred in accordance with the provisions of the Collection Development Policy.
	<b>INTERPRETATION</b>
9	The definitions included in Article 2 of Section B are incorporated into these Articles.

## SECTION B

	<b>DEFINITIONS and INTRODUCTORY</b>
1	No standard Table of Articles of Association are imported into or shall apply to the Company.
2	In these Articles of Association, the following definitions apply throughout: “Act” means the Companies Act 2006 as amended and every statutory modification and re-enactment thereof for the time being in force. “AGM” means an Annual General Meeting. “Article(s)” means this or these Articles of Association. “Board” means the Board of Directors. “Charities Act” means the Charities and Trustee Investment (Scotland) Act 2005 and every statutory modification or re-enactment thereof for the time being in force. “Clear days” means a period excluding the day when notice is given and the day of the meeting. “Director(s)” means the director(s) for the time being of the Company. “EGM” means an Extraordinary General Meeting. “Organisation” means any unincorporated association, society, federation, partnership, corporate body, agency, undertaking, local authority, union, co-operative, trust or other organisation (not being an individual person). “Property” means any property, assets or rights, heritable or moveable, wherever situated in the world. “Subscribers” means those persons who have subscribed to these Articles.
3	Words importing the singular number only shall include the plural number, and <i>vice versa</i> ; and words importing the masculine gender only shall include the feminine gender.
4	The Company is established to achieve the Purposes.
	<b>GENERAL STRUCTURE OF THE COMPANY</b>
5	The structure of the Company comprises:
5.1	<b>Members</b> - comprising Members (who have the right to attend the AGM and any EGM and have important powers under these Articles and the Act, who elect people to serve as Directors and take decisions in relation to any changes to these Articles); and
5.2	<b>Directors</b> - who hold regular meetings between each AGM, set the strategy and policy of the Company, generally control and supervise the activities of the Company and, in particular, are responsible for monitoring its financial position and, where there are no employees or managers appointed, are responsible also for the day-to-day management of the Company.
	<b>MEMBERSHIP</b>
6	The members of the Company shall consist of the Subscribers and such other persons and organisations as are admitted to membership in terms of these Articles.

7	Membership of the Company is open to:
7.1	<b>Individual Members:</b> those individuals aged 18 and over who support the Purposes.
7.2	<b>Family Members:</b> two individuals aged 18 and over living at the same address (each named) and their children, if any, aged under 18, who support the Purposes. Each of the two individuals has the same voting rights as an Individual Member. Their children are neither eligible to stand for election to the Board, nor to vote at any General Meeting.
7.3	<b>Organisation Member:</b> a business, company, group, organisation or similar which supports the Purposes, represented by a named person acting on its behalf.
7.4	<b>Junior Members:</b> those individuals who are aged between 12 and 17 who support the Purposes. Junior Members are neither eligible to stand for election to the Board nor to vote at any General Meeting.
8	The following conditions apply to membership:
8.1	the Company shall have not fewer than 20 members at any time; and
8.2	in the event that the number of members falls below 30, the Board may not conduct any business other than to ensure the admission of sufficient members to achieve the minimum number.
9	The Board shall promptly consider applications for membership, made in such written form as it shall prescribe from time to time, determining if the terms of Article 7 apply and into which category of membership each applicant shall belong, and immediately thereafter shall approve any valid application provided the applicant is not excluded by virtue of the Act, the Charities Act or any provision of the Articles or has previously been a member of the Company and continues to be excluded from membership by virtue of Article 13.
10	The Board shall maintain a Register of Members, setting out the name and postal address of each member, the name of the organisation's nominated representative(s), the relative category of membership, the date of the member's appointment and cessation and any other information that the Board deem appropriate.
	<b>MEMBERSHIP SUBSCRIPTIONS</b>
11	Members shall be required to pay such annual membership subscription, which the Board shall from time to time determine. Only those members who have paid their current subscription are entitled to take part in and vote at any General Meeting.
12	An individual who, or organisation which, ceases to be a member (for whatever reason) shall not be entitled to any refund of membership subscription.
	<b>CESSATION OF MEMBERSHIP</b>
13	A member shall cease to be a member if:
13.1	he, she or it sends written notice of resignation to the Company; or
13.2	he, she or it ceases to comply with the criteria for membership set out in Article 7; or
13.3	being an individual, he or she becomes insolvent or apparently insolvent or makes any arrangement with his or her creditors; or
13.4	being an organisation, it goes into receivership, goes into liquidation, dissolves or otherwise ceases to exist (the right of membership not being assignable); or

13.5	the annual subscription due remains outstanding for more than six calendar months (and provided that the member in question has been given at least one written reminder) and if the Board chooses to expel that member from membership; or
13.6	a resolution that a member be expelled is passed by a majority of at least 75% of the members present and voting at a General Meeting, of which not less than 21 days' previous notice specifying the intention to propose such resolution and the grounds on which it is proposed shall have been sent to all Directors, all members and the Company Secretary (if applicable) and also to the member whose removal is in question, such member being entitled to be heard at that meeting; or
13.7	being an individual, he or she dies (the right of membership not being assignable).
	<b>GENERAL MEETINGS (Meetings of Members)</b>
14	The Board shall convene an AGM in each year, at such time as it may determine, Not more than 15 months shall elapse between one AGM and the holding of the next.
15	The business of each AGM may include:
15.1	a report by the Chairman on the activities of the Company;
15.2	the election of Directors;
15.3	fixing of annual subscriptions;
15.4	a report by the accountant or auditor (if applicable);
15.5	approval of the accounts of the Company; and
15.6	the appointment of the accountant or auditor (if applicable).
16	The provisions with regard to EGMs are as follows:
16.1	all General Meetings, other than AGMs, shall be called EGMs.
16.2	the Board must convene an EGM within 28 days of a valid requisition. To be valid, such requisition must be signed by not less than 10% of the members, must clearly state the purposes of the meeting and must be delivered to the Registered Office. The requisition may consist of several documents in like form each signed by one or more requisitionists.
17	Subject to the terms of Article 67, the provisions regarding notice of General Meetings and AGMs are as follows:
17.1	14 clear days' notice shall be given of every General Meeting and 21 clear days' notice shall be given of every AGM to each member, Director, the Company Secretary (if applicable) and the auditor (if applicable);
17.2	the notice shall specify the place, the day and the hour of the meeting, the general nature of any business and the full text of any Special Resolutions proposed in terms of Article 23;
17.3	the accidental omission to give notice of a General Meeting or an AGM to, or the non-receipt of such notice by, any member, person or organisation entitled to receive notice thereof shall not invalidate any resolution passed at or proceedings of any General Meeting or AGM.



	<b>CHAIRMAN OF GENERAL MEETINGS</b>
18	The Chairman of the Company, whom failing the Vice-Chairman of the Company (if any), shall act as chairman of each General Meeting. If neither the Chairman nor the Vice-Chairman is present or willing to act as chairman of the meeting within 15 minutes after the time at which the General Meeting in question was due to commence, the Directors present shall elect from among themselves one of the Elected Directors who will act as chairman of that meeting.
	<b>QUORUM AT GENERAL MEETINGS</b>
19	The quorum for a General Meeting shall be 10% of the members, in either event being present in person or by proxy. No business shall be dealt with at any General Meeting unless a quorum is present.
20	If a quorum is not present within 15 minutes after the time at which the General Meeting was due to commence, or if, during a General Meeting, a quorum ceases to be present, the General Meeting shall stand adjourned to such time, date and place as may be fixed by the chairman of the meeting.
	<b>VOTING AT GENERAL MEETINGS</b>
21	The chairman of the meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote.
22	The provisions regarding voting are as follows:
22.1	each member (in accordance with Article 7) shall have one vote, to be exercised in person or by proxy by a show of hands (unless a secret ballot is demanded by the chairman of the meeting, or by at least two members present at the meeting and entitled to vote, which may be demanded only before any show of hands takes place and shall be taken immediately at the same meeting, shall be conducted in such a manner as the chairman of the meeting may direct and the result of which shall be declared at the same meeting at which the ballot was demanded and, in that event, the chairman of the meeting shall appoint and instruct tellers, who may cast their own personal votes if members);
22.2	Junior Members shall have no vote;
22.3	whilst actual attendance by members is to be encouraged at General Meetings, any member shall be entitled to complete one form of proxy to appoint a proxy to attend a General Meeting on his or her behalf, in respect of which the following apply:
22.3.1	a proxy need not be a member;
22.3.2	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 or her to speak at the meeting and to vote thereat; and
22.3.3	the form appointing the Proxy shall be in terms of the Schedule hereto;
22.3.4	the form appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, shall be lodged at the Registered Office not less than 48 hours before the time of the meeting at which the proxy is to be used; and

22.3.5	no form of proxy shall be valid more than 12 months from the date it was granted.
22.4	in the event of an equal number of votes for and against any resolution, the chairman of the meeting shall have a casting vote as well as any deliberative vote.
23	At any General Meeting a resolution put to the vote of the meeting shall be voted upon by a simple majority of the members who are present and voting thereon, except for decisions relating to any of the following Special Resolutions, which shall require to be decided upon by not less than 75% of the members present and voting thereon (no account therefore being taken of members who abstain from voting or who are absent from the meeting), namely:
23.1	to alter the name of the Company; or
23.2	to amend the Purposes; or
23.3	to amend these Articles (subject to Article 67); or
23.4	to wind up of the Company in terms of Clause 8 of Section A of the Articles; or
23.5	all other Special Resolutions.
24	A resolution in writing signed by or on behalf of all or a sufficient majority of the members (as specified in terms of Article 23) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Such resolution may consist of several documents in the same form, each signed by or on behalf of one or more members.
25	The chairman of the General Meeting may, with the consent of a majority of the members present and voting thereat, adjourn the General Meeting to such time, date and place as he or she may determine.
	<b>APPOINTMENT OF DIRECTORS</b>
26	The affairs, property and funds of the Company shall be directed and managed by a Board of Directors. The Board may exercise all such powers of the Company, and may on behalf of the Company do all acts as may be exercised and done by the Company, other than those required to be exercised or done by the members in a General Meeting, and subject always to these Articles and to the provisions of the Act.
27	The number of Directors shall be not less than <b>five</b> . Unless otherwise determined by special resolution at a General Meeting (but not retrospectively) the number of Directors shall not be more than <b>fifteen</b> .
	<b>Interim Board</b>
28	Upon incorporation of the Company, the following applies with regard to the Interim Board of Directors:
28.1	The Subscribers (all of whom must be members), and any one or more individual persons whom they choose to co-opt as Co-opted Directors in terms of Article 31, shall comprise the Interim Board.
28.2	The Interim Board shall remain in office until the first General Meeting of the Company, to be held as soon as practicable after incorporation, at which time each Director on the Interim Board shall retire, but shall, if each wishes, remain eligible for election thereat (without the period of office between the date of incorporation and the first General Meeting counting as a term of office for the purposes of Article 30.4).

	<b>Composition of the Board of Directors</b>
29	From and after the first General Meeting of the Company, the Board shall comprise the following individual persons (a majority of whom shall always be Elected Directors), namely:
29.1	up to <b>twelve</b> individual persons or organisations elected as Directors by the members in terms of Article 30 (“the Elected Directors”), who must themselves be members; and
29.2	up to <b>three</b> individual persons co-opted in terms of Article 31 (“the Co-opted Directors”), so as to ensure a spread of skills and experience within the Board;
29.3	who shall meet as often as necessary to despatch all business of the Company as specified in the Articles and particularly with reference to the restrictions in the quorum for Board meetings specified in Articles 39 and 40.
	<b>Elected Directors</b>
30	At the first General Meeting held in terms of Articles 28.2 and 29, the members shall elect up to <b>twelve</b> Elected Directors, in respect of which the following shall apply:
30.1	provided that the first General Meeting in terms of Article 28.2 is held before the first AGM, there shall be no change in or election of Directors at the first AGM (except to the extent of filling any vacancies in the Board left over after the first General Meeting or caused by any retirements since);
30.2	at the second and each subsequent AGM, one-third of the Elected Directors (or the nearest number upwards) shall retire from office;
31.3	a retiring Elected Director shall retain office until the close or adjournment of the meeting;
30.4	a retiring Director shall be eligible for re-election;
30.5	nomination of any Elected Director, who shall himself or herself be (or be eligible to become) a member, shall be in writing by not less than any two members delivered to the Registered Office not less than 7 days prior to the date of the AGM in question and wherein the nominee shall confirm his or her willingness to act as an Elected Director if elected; and
30.6	election of any Elected Director shall be by vote of the members, each member having one vote for each vacancy in the Elected Directors on the Board.
	<b>Co-opted Directors</b>
31	Subject to Article 29, up to three individuals may be co-opted from time to time by the Board of Directors itself, as follows:
31.1	subject to Article 31.3, a Co-opted Director shall serve until the next AGM after his or her co-option;
31.2	a Co-opted Director can be re-co-opted at such next AGM;
31.3	a Co-opted Director can be removed from office at any time by a simple majority of the Board; and
31.4	for the avoidance of doubt, a Co-opted Director may participate fully in and vote at all Board meetings which he or she attends.
32	The Board may from time to time fill any casual vacancy arising as a result of the retirement (or deemed retirement for any reason) of any Elected Director from or after the date of such retirement or deemed retirement until the next AGM.
32	The Board shall ensure that a Register of Directors is maintained, which sets out the full details of each Director as required for all registration purposes, including the date and type of appointment and the date of retirement.

	<b>RETIRAL OF DIRECTORS</b>
34	A Director shall retire or be deemed to retire if:
34.1	being an Elected Director, he or she ceases to be a member in terms of Article 13;
34.2	he or she becomes prohibited from being either (i) a charity trustee by virtue of the Charities Act or (ii) a Director by reason of the Act or the Company Directors Disqualification Act 1986, and every statutory modification and re-enactment thereof for the time being in force; or
34.3	in terms of section 66(5) of the Charities Act, he or she is considered by the Board to have been in serious or persistent breach of either or both of the duties listed in section 66 of the Charities Act; or
34.4	he or she becomes incapable for medical reasons of fulfilling the duties of a Director and such incapacity, as certified (if necessary) by a medical practitioner, is expected to continue for a period of more than six months from the date or later date of such certification; or
34.5	he or she is absent (without permission of the Board) from more than three consecutive meetings of the Board, and the Board resolves to remove him or her from office; or
34.6	by written notice to the Registered Office, he or she resigns as a Director; or
34.7	he or she is removed from office by ordinary resolution in pursuance of section 168 of the Act.
	<b>CHAIRMAN AND VICE-CHAIRMAN</b>
35	The Board shall meet as soon as practicable immediately after each AGM to appoint a Chairman and, if desired, a Vice-Chairman.
	<b>PERSONAL INTERESTS</b>
36	Any Director and/or employee who has a personal interest in any prospective or actual contract or other arrangement with the Company must declare that interest either generally to the Board or specifically to any relevant meeting of the Company. A personal interest includes not only the interest of the Director or employee in question, but also his or her partner, close relative or business associate, or any firm of which he is a partner or employee, or any limited company of which he is a director, employee or shareholder of more than 5% of the equity.
37	Additionally, the Board may resolve at any time to require all Directors and employees to deliver a Notice of Relevant Interests to the Registered Office, as they arise and at least annually. In that event, the Board shall determine from time to time what interests shall be relevant interests and shall ensure that a Register of Notices of Relevant Interests is maintained, which shall be open for inspection by both the Board and members of the Company and, with the express prior written approval of the Director or employee concerned, by members of the public.
38	Whenever a Director finds that there is a personal interest, as defined in Article 36, he or she has a duty to declare this to the Board meeting in question. It will be up to the chairman of the meeting in question to determine:

38.1	whether the potential or real conflict simply be noted in the Minutes of any relevant meeting, or
38.2	whether the Director in question, whilst being permitted to remain in the meeting in question, must not partake in discussions or decisions relating to such matter, or
38.3	whether the Director in question should be required to be absent during that particular element of the meeting and, in terms of Article 40, where a Director leaves, or is required to leave, the meeting he or she no longer forms part of the quorum thereat.
	<b>QUORUM AT BOARD MEETINGS</b>
39	The quorum for Board meetings shall be <b>five</b> , provided that the Elected Directors are always in the majority at any Board meeting. No business shall be dealt with at a Board meeting unless such a quorum is present.
40	A Director shall not be counted in the quorum at a meeting (or at least the relevant part thereof) in relation to a resolution on which, whether because of personal interest or otherwise, he or she is not entitled to vote.
	<b>MEETINGS OF THE BOARD OF DIRECTORS</b>
41	Meetings of the Board may take place in person or by telephone conference call, video conference call or by any other means approved from time to time by the Board.
42	Not less than 14 clear days' notice in writing shall be given of any meeting of the Board at which a decision in relation to any of the matters referred to in Article 23 is to be made, which notice shall be accompanied by an agenda and any papers relevant to the matter to be decided. All other Board meetings shall require not less than 7 days' prior notice, unless all Directors agree unanimously in writing to dispense with such notice on any specific occasion.
43	Any Director may, and on the request of a Director the Company Secretary (if any) shall summon a meeting of the Board by notice served upon all Directors, to take place at a reasonably convenient time and date.
44	The Chairman, whom failing the Vice-Chairman (if any), shall be entitled to preside as chairman of all Board meetings at which he or she shall be present. If at any meeting neither the Chairman nor the Vice-Chairman is present and willing to act as chairman of the meeting within 15 minutes after the time appointed for holding the meeting, the remaining Directors may appoint one of the Elected Directors to be chairman of the Board meeting, which failing the meeting shall be adjourned until a time and date when the Chairman or Vice-Chairman will be available.
45	The Chairman of the Board meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote, on a show of hands only, each Director present having one vote. In the event of an equal number of votes for and against any resolution at a Board meeting, the Chairman of the meeting shall have a casting vote as well as a deliberative vote.

46	The Board may delegate any of its powers to sub-committees, each consisting of not less than one Director and such other person or persons as it thinks fit or which it delegates to the committee to appoint. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any remit and regulations imposed on it by the Board. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. Such sub-committee shall regularly and promptly circulate, or ensure the regular and prompt circulation of, the minutes of its meetings to all Directors.
47	The Board shall cause minutes to be made of all appointments of officers made by it and of the proceedings of all General Meetings and of all Board meetings and of sub-committees, including the names of those present, and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed after approval, either by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
48	No alteration of the Articles and no direction given by Special Resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.
49	A resolution in writing (whether one single document signed by all or a sufficient majority of the Directors or all or a sufficient majority of the members of any sub-committee), whether in one or several documents in the same form each signed by one or more Directors or members of any relative sub-committee as appropriate, shall be as valid and effectual as if it had been passed at a meeting of the Board or of such sub-committee duly convened and constituted.
50	The Board may act notwithstanding any vacancy in it, but where the number of Directors falls below the minimum number specified in Article 27, it may not conduct any business other than to appoint sufficient Directors to match or exceed that minimum.
51	The Board may invite or allow any person to attend and speak, but not to vote, at any meeting of the Board or of its sub-committees.
52	The Board may from time to time promulgate, review and amend any Ancillary Regulations, Guidelines and/or Policies, subordinate at all times to these Articles, as it deems necessary and appropriate to provide additional explanation, guidance and governance to members.
	<b>COMPANY SECRETARY, MINUTE SECRETARY, TREASURER</b>
53	The Board may agree that one or more of the Directors fulfil the role(s) of Company Secretary and/or Minutes Secretary and/or Treasurer.
54	If the Board is unable or chooses not to appoint one or more of the Directors to fulfil the role(s) stated in Article 53 it may appoint a Company Secretary and/or Minute Secretary (for the purposes of Article 47) and/or Treasurer for such term and upon such conditions as it may think fit. The appointed Company Secretary and/or Minute Secretary and/or Treasurer may be removed by the Board at any time.

	<b>HONORARY LIFE MEMBERS</b>
55	The members in General Meeting may, on a proposal from the Board, agree to the appointment of one or more Honorary Life Members of the Company. Each Honorary Life Member is entitled to notice of all General Meetings and to attend and contribute to discussion but not vote thereat.
	<b>FINANCES</b>
56	The banking account or accounts of the Company shall be kept in such bank or building society and/or banks or building societies as the Board shall from time to time by resolution determine.
57	All cheques and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
58	The Board shall ensure that all funds and assets of the Company are applied towards achieving the Purposes.
	<b>ACCOUNTS</b>
59	The Board shall cause accounting records to be kept in full compliance with the provisions contained in both the Act and the Charities Act.
60	The accounting records shall be kept at such place or places as the Board shall think fit and shall always be open to the inspection of the Directors.
61	No member shall (unless he/she is a Director) have any right of inspecting any accounting or other records, or any document of the Company, except as conferred by statute or authorised by ordinary resolution of the Company.
62	At each AGM, the Board shall provide the members with a copy of the accounts for the period since the last preceding accounting reference date or (in the case of the first account since the incorporation of the Company).
	<b>NOTICES</b>
63	A notice may be served by the Company upon any member, either personally or by sending it by post, fax, e-mail or other appropriate electronic means, addressed to such member at his or her or its address as appearing in the Register of Members.
64	Any notice, whether served by post or otherwise, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post or is otherwise despatched.
65	The business of the Company and all its correspondence with and notification to or from members may be conducted equally validly and effectively if transmitted by fax, e-mail or other appropriate electronic means (except where a member specifically requests all such correspondence and notification by post) or otherwise if publicised on the website of the Company where the Company has advised each member of this in accordance with the Act and has taken due steps to notify by other reasonable means all other members who state that they do not have access to the internet.

	<b>INDEMNITY</b>
66	Subject to the terms of the Act and the Charities Act and without prejudice to any other indemnity, the Directors, or member of any sub-committee, the Company Secretary (if any), Treasurer and all employees of the Company shall be indemnified out of the funds of the Company against any loss or liability (including the costs of defending successfully any court proceedings) which he, she or they may respectively incur or sustain, in connection with or on behalf of the Company and each of them shall be chargeable only for so much money as he or she may actually receive and they shall not be answerable for the acts, receipts, neglects or defaults of each other, but each of them for his or her own acts, receipts, neglects or defaults only.
	<b>ALTERATION TO THE ARTICLES OF ASSOCIATION</b>
67	Any alteration to these Articles may be made only upon the following conditions:
67.1	upon the decision of not less than 75% of the members present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose in terms of Article 23;
	and
67.2	with the written consent of the Office of the Scottish Charity Regulator (and its successors) in terms of section 16 of the Charities Act.
	<b>DISSOLUTION</b>
68	Clause 7.1, 7.2, 8.1 and 8.2 inclusive of Section A of the Articles of Association of the Company, relating to the winding up and dissolution of the Company, shall have effect in relation to the winding up and dissolution of the Company.

<b>Schedule</b>
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The form appointing the Proxy in terms of Article 22 shall be in the following terms, adapted as appropriate:

**Gairloch & District Heritage Company Ltd.**

I.....,

of.....,  
being a member of the above Company hereby

appoint.....,

of .....

and, failing him or her, .....

of.....,  
as my proxy to vote for me on my behalf at the (Annual/Extraordinary) meeting  
of the Company to be held on..... and at any adjournment thereof.

This form is to be used in favour of/against the resolution.

Signed..... day of .....

*Signature of member appointing proxy* .....