THE COMPANIES ACT 1985 AND 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL ARTICLES OF ASSOCIATION

of

Cumbrae Community Development Company

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General Structure

- 1. The structure of the company consists of:-
- (a) the MEMBERS who have the right to attend the annual general meeting (and any extraordinary general meeting). As set out in article 2, there are three categories of members. Ordinary Members, as defined in articles 2 to 6, have important powers under the articles of association and the Companies Acts; in particular, Ordinary Members elect people to serve as directors and take decisions in relation to changes to the articles themselves.
- (b) the DIRECTORS who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

Categories of membership

- 2. For the purposes of these articles
- "Ordinary Member" means a member admitted under paragraph (a) of article 5;
- "Ordinary Membership" shall be construed accordingly
- "Associate Member" means a member admitted under paragraph (b) of article 5
- "Junior Member" means a member admitted under paragraph (c) of article 5.
- 3. A Junior Member shall not be deemed to be a member of the company for the purposes of the Act or the Insolvency Act 1986, and accordingly shall have no liability to contribute towards the company's assets in the event of the company being wound up.

Qualifications for membership

- 4. The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 5 to 9.
- 5. Subject to articles 4 and 6, membership shall be open to:
 - (a) any individual listed in the electoral roll for the Operating Area (as defined in the memorandum of association)
 - (b) any other individual aged 18 years or over who wishes to support the aims and activities of the company
 - (c) any individual between 12 and 17 years of age (inclusive) who wishes to support the aims and activities of the company.
- 6. Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.

Application for membership

- 7. Any person who wishes to become a member must sign, and lodge with the company, a written application for membership (in such form as the directors require), signed by him/her and specifying the category of membership for which he/she is applying.
- 8. An application for membership must (subject to article 17) be accompanied by a remittance for the full amount of the annual membership subscription.
- 9. A person applying for membership shall lodge with the company such information and evidence in support of his/her application as the directors require.
- 10. The directors may, at their discretion, refuse to admit any person to membership.
- 11. The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the written application and (unless waived by the directors under article 17) remittance required under articles 7 and 8 and supporting information and evidence required by the directors under article 9.

12. The Directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application; if the decision was to refuse admission, the directors shall return to the applicant the remittance (if any) lodged by him/her under article 8.

Membership Subscription

- 13. Unless otherwise determined by ordinary resolution, the amount of the annual membership subscription shall be £5.
- 14. The annual subscription shall (subject to article 17) be due on the accounting reference date of the company and shall (subject to articles 8 and 19) be taken to cover the period from one accounting reference date to the date falling immediately prior to the next accounting reference date.
- 15. The Directors shall (subject to article 17) give to the members at least 10 days' notice of each accounting reference date; each notice shall specify the amount of the minimum membership subscription which will be due, and shall state the possible consequence (under the following article) of failure to make payment.
- 16. If the company has not received a member's annual membership subscription within 14 days after the accounting reference date on which it fell due, the directors may, by resolution, expel that person from membership; if, however, proper notice under article 15 was not given, a member shall not be liable to be expelled under this article unless he/she fails to pay the subscription within 24 days after notice requiring payment has been given to him/her.
- 17. The directors shall be entitled to waive the membership subscription, either in relation to any particular applicant for membership or any particular member, or by way of a direction to the effect that no membership subscription shall be payable by the members as a whole (or the members within a particular category) in respect of a specified period; unless an applicant for membership or a member receives a request for payment of the membership subscription, he/she shall be entitled to assume that no membership subscription is currently due by him/her.

Register of members

18. The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

- 19. Any person who wishes to withdraw from membership shall sign, and lodge with the company, a written notice to that effect; on receipt of the notice by the company, he/she shall cease to be a member.
- 20. A person who ceases to be a member shall not be entitled to any refund (total or partial) of the annual membership subscription.

Expulsion from membership

21. Any person may be expelled from membership by special resolution (see article 35), providing the following procedures have been observed:-

- (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
- (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

- 22. Membership shall cease on death
- 23. A person admitted to Ordinary Membership shall automatically cease to be a member if he/she ceases to fulfill the qualification under paragraph (a) of article 5.
- 24. A member may not transfer his/her membership to any other person.

General meetings (meetings of members)

- 25. The directors shall convene an annual general meeting in each year (but excluding the year in which the company was formed) notwithstanding that an annual general meeting is not required under the Companies Act 2006; the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.
- 26. Not more than 15 months shall elapse between one annual general meeting and the next.
- 27. The business of each annual general meeting shall include:-
- (a) a report by the chair on the activities of the company
- (b) consideration of the annual accounts of the company
- (c) the election/re-election of directors, as referred to in articles 49 to 58.
- 28. The directors may convene an extraordinary meeting at any time.
- 29. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the 2006 Act) or a requisition by a resigning auditor (under section 392A of the 1985 Act (so long as it is in force) or section 518 of the 2006 Act).

Notice of general meetings

- 30. At least 14 clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 35) or a resolution requiring special notice under the Act, is to be proposed; all other extraordinary general meetings shall be called by at least 14 days' notice.
- 31. The reference to "clear days" in article 21 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted (or, in the case of a notice contained in an electronic communication, the day after it was sent) and also the day of the meeting, should be excluded.
- 32. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of any business to be dealt with at the meeting and (b) if a special resolution (see article 35) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.

- 33. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.
- 34. Notice of every general meeting shall be given
- (a) in hard copy form
- (b) in writing or, (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communications), in electronic form: or
- (c); (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the 2006 Act) by means of a website.

Special resolutions and ordinary resolutions

- 35. For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 30 to 34; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 36. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
- (a) to alter its name
- (b) to alter its memorandum of association with respect to the company's objects
- (c) to alter any provision of these articles or adopt new articles of association.
- 37. For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 30 to 34.

Procedure at general meetings

- 38. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 20% (to the nearest round number) of the total number of Ordinary Members, present in person.
- 39. If a quorum is not present within 30 minutes after the time at which a general meeting was due to commence or if, during a meeting, 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.
- 40. The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as

chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

- 41. A director shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting.
- 42. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such a time and place as the chairperson may determine but not for a period in excess of 30 days; no notice need be given of an adjourned meeting.
- 43. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy
- 44. Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
- (a) shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her; or
- (b) shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require) providing (in either case), the instrument of proxy is received by the company at the relevant address not less that 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
- 45. An instrument of proxy which does not conform with the provisions of article 44, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 46. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 47. No individual can act as proxy for more that one paid-up member of the company on the same occasion.
- 48. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the company.
- 49. A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such a vote or demanding of such a ballot, unless notice of such termination was received by the company at the company's registered office (or, where sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or ballot demanded.
- 50. If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall not be entitled to a casting vote
- 51. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as members or proxies for

members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

52. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Categories of director

- 53. For the purposes of these articles
- "Member Director" means a director (drawn from the Ordinary Membership of the company) appointed or re-appointed under articles 55 to 64.
- "Appointed Director" means a (non Ordinary Member) director appointed or re-appointed by the directors under articles 65 to 68.

Maximum number of directors

54. The maximum number of directors shall be 12, of whom a maximum of 9 shall be Member Directors and a maximum of 3 shall be Appointed Directors.

Election, retiral, re-election: Member Directors

- 55. A person shall not be eligible for election/appointment as a Member Director unless he/she is a member of the company.
- 56. Any Ordinary member who wishes to be considered for election as a Member Director at an annual general meeting must lodge with the company a written notice (in such form as the directors require), confirming that he/she is willing to be appointed; the notice must be signed by him/her and may be lodged with the company at any time up to the commencement of the annual general meeting.
- 57. At each annual general meeting, the members may (subject to article 54) elect as a director (a "Member Director") any Ordinary Member who has given notice of his/her willingness to accept appointment in accordance with the preceding article.
- 58. The directors may at any time appoint any member (providing he/she is willing to act) to be a Member Director (subject to article 54).
- 59. At the first annual general meeting, one third (to the nearest round number) of the Member Directors shall retire from office; the question of which of the Member Directors is to retire under the preceding provisions of this article shall be decided by some random method.
- 60. At each general meeting (other than the first)
- (a) any Member Director who was appointed by the directors (under article 58) in the period from the date of the last general meeting shall retire from office;

and

(b) out of the remaining Member Directors, one third (to the nearest round number) shall retire from office.

- 61. The directors to retire under paragraph (b) of article 60 shall comprise the director(s) who is/are due to retire at the meeting under article 62 (directors who have served for 6 years) and (in so far as required, to ensure that one third (to the nearest round number) of the Member Directors are retiring from office) those Member Directors who have been the longest in office since they were last appointed or re-appointed; if two or more directors were appointed or re-appointed on the same date, the question of which of them is to retire under paragraph (b) of article 60 shall be decided by some random method.
- 62. A person who has served as a Member Director for a period of 6 years shall retire from office at the expiry of that 6 year period, and shall then not be eligible for reappointment as a Member Director until a period of one year has elapsed.
- 63. For the purposes of article 62
- (a) the period between the date of appointment of a person as a Member Director (or, as the case may be, the date on which a person automatically became a director on incorporation of the company) and the annual general meeting which next follows shall be deemed to be a period of one year, unless it is of less than 6 months' duration (in which case it shall be disregarded).
- (b) the period between one annual general meeting and the next shall be deemed to be a period of one year.
- (c) if a person ceases to hold office as a Member Director but is then re-appointed as a director within a period 6 months, he/she shall be deemed to have held office as a director continuously.
- 64. The company may (subject to article 62) at any annual general meeting re-elect any Member Director who retires from office at the meeting under article 59 or 60 (providing he/she is willing to act); if any such Member Director is not re-appointed, he/she shall retain office until the meeting appoints someone in his/her place or, if it does not do so, until the end of the meeting.

Appointment, vacating of office, re-appointment: Appointed Directors

- 65. In addition to their powers of appointment under article 58, the directors may at any time appoint any non-member (other than an employee of the company) to be a director (an "Appointed Director") providing he/she is willing to act, either to fill a vacancy or as an additional director (subject to article 54).
- 66. At the conclusion of each annual general meeting (including the first) all of the Appointed Directors shall vacate office.
- 67. A person who has served as an Appointed Director for a period of 6 years shall automatically vacate office on expiry of that 6 year period, and then shall not be eligible to serve as a director until a period of one year has elapsed; the provisions of article 63 shall apply in relation to the preceding provisions of this article.
- 68. Immediately following each annual general meeting, the directors may (subject to article 67) re-appoint any person who, as an Appointed Director, vacated office under the preceding article at the conclusion of the annual general meeting; the directors may alternatively appoint someone in his/her place or resolve not to fill the vacancy.

Termination of office

- 69. A director shall vacate office if
- (a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director
- (b) he/she becomes debarred under any statutory provision from being a charity trustee
- (c) he/she 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) he/she ceases to be a member of the company
- (e) he/she becomes an employee of the company
- (f) he/she resigns office by notice to the company
- (g) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office
- (h) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the 2006 Act.

Register of directors

70. The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director.

Office bearers

- 71. The directors shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.
- 72. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but then shall be eligible for re-election.
- 73. A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

Powers of directors

- 74. Subject to the provisions of the Act, the memorandum of association and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.
- 75. A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Personal interests

- 76. A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred (in terms of article 89) from voting on the question of whether or not the company should enter into that arrangement.
- 77. For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of section 317 of the Act), has a personal interest in that arrangement.
- 78. Provided
- (a) he/she has declared his/her interest
- (b) he/she has not voted on the question of whether or not the company should enter into the relevant arrangement and
- (c) the requirements of article 80 are complied with
- a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a personal interest under article 77) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
- 79. No director may serve as an employee (full time or part time) of the company, and no director may be given any remuneration by the company for carrying out his/her duties as a director.
- 80. Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then
- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
- (b) the directors must be satisfied that it would be in the best interests of the company to enter into the arrangement (taking account of that maximum amount); and
- (c) less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).
- 81. The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at directors' meetings

82. Any Director may call a meeting of the directors or request the secretary to call a meeting of the directors.

- 83. Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of a meeting of directors shall have a casting vote.
- 84. No business shall be dealt with at a meeting of the directors unless a quorum is present; the guorum for meetings of the directors shall be 7.
- 85. A quorum shall not be deemed to be constituted at any meeting of the directors unless there are at least four Member Directors present.
- 86. If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purposes of filling vacancies or of calling a general meeting.
- 87. Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 88. The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.
- 89. A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 90. For the purposes of article 89, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.
- 91. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
- 92. The company may, by ordinary resolution, suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 89 to 91.

Conduct of Directors

- 93. Each of the directors shall, in exercising his/her functions as a director of the company, act in the interests of the company; and, in particular, must
- (a) seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects (as set out in the memorandum of association)
- (b) act with care and diligence which it is reasonable to expect of a person who is managing the affairs of another person

- (c) in circumstances giving rise to the possibility of a conflict of interest between the company and any other party
 - (i) put the interests of the company before that of the other party, in taking decisions as a director
 - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question
- (d) ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Delegation to sub-committees

- 94. The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.
- 95. Any delegation of powers under article 94 may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 96. The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

97. The signatures of two out of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the company; at least one out of the two signatures must be the signature of a director.

Secretary

98. The directors shall (notwithstanding the provisions of the 2006 Act) appoint a company secretary, on the basis that the term of appointment, the remuneration (if any) payable to the company secretary, and the conditions of appointment shall be determined by the directors; the company secretary may be removed by them at any time.

Minutes

99. The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of the directors present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

- 100. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 101. The directors shall prepare annual accounts, complying with all relevant requirements; if an audit is required under any statutory provisions or if they otherwise

think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

102. 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 as authorised by the directors or as authorised by ordinary resolution of the company.

Social Audit

- 103. The directors shall issue a report each year to the members of the company (in such form as the directors may reasonably deem appropriate) setting out the social and community benefits which they consider the activities of the company to have achieved.
- 104. The directors may arrange for an objective assessment (such assessment being referred to in these articles as a "social audit") to be made on an annual basis of the social and community benefits achieved by the company; the social audit, in addition to examining the social benefits of the company in relation to pursuit of its objectives, shall address matters bearing on the welfare of its employees.

Notices

- 105. Any notice which requires to be given to a member under these article shall be given either in writing or by way of an electronic communication; such a notice may be given personally to the member *or* be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the company *or* (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by way of an electronic communication.
- 106. Any notice, if sent by post, shall be deemed to have been given at the expiry of 48 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.
- 107. Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 48 hours after it is sent; for the purpose of proving that any electronic communication was sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

Winding-up

108. If the company is wound up, the liquidator shall give effect to the provisions of clause 7 of the memorandum of association.

Indemnity

109. Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by section 310 of the 1985 Act (for so long as it is in force) and sections 232, 234, 235, 532 and 533 of the 2006 Act)) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Companies Acts), 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 he/she is acquitted **or** any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.

110. The company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the 2006 Act (negligence etc of a director).

Interpretation

111. In these articles,

"the Act" means the Companies Act 1985; "the 2006 Act" means the Companies Act 2006; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time.

"electronic communication" has the same meaning as is assigned to that expression in the Electronic Communications Act 2000.

112. References in these articles to the singular shall be deemed to include the plural.

Cumbrae Community Development Company Company No. SC234200 Charity No. SC033383 November 2012

Names and addresses of subscribers

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Dated 15 JULY 2002

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