

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION
Of
THE ARRAN ACCESS TRUST

As adopted by Special Resolution of the Company dated
4th September 2007

Company Number
SC196243

Incorporated on
14th May 1999

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THE COMPANIES ACT 1985

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION OF
THE ARRAN ACCESS TRUST**

1. The name of the Company is "THE ARRAN ACCESS TRUST"
2. The Registered Office of the Company will be situated in Scotland.
3. The objects for which the Company is established are to conserve and preserve for the benefit of the public the natural heritage and environment of the Islands of Arran, Holy Island and Pladda and in furtherance thereof but not otherwise:-
 - a) to advance, provide for, improve and maintain access opportunities on the aforesaid Islands and to promote good management of that access for the benefit of the public as a whole in a way which integrates the needs of land managers, access users, the local community and the natural heritage.
 - b) to promote the aims and principles of the Access Concordat, as published by the National Access Forum, to bring together the various interests who have a key role in its implementation and to promote its effective delivery on the aforesaid Islands; and
 - c) to seek the necessary funding to secure the above objects and management of access on the aforesaid Islands following the Concordat's aims and principles.
4. In furtherance of these objects but not otherwise the Company shall have the following powers: -
 - a) To purchase, take on lease or in exchange, hire or otherwise acquire and hold any property, heritable or moveable, real or personal and any rights, privileges or licences necessary, convenient or desirable for the purposes of the Company and to construct, repair, renovate, rebuild, furnish, equip, alter and generally maintain and develop buildings or land.
 - b) To sell, feu, develop, lease, let or hire, grant heritable security over, turn to account, exchange, dispose of or otherwise deal with all or any such property, rights privileges or other benefits.
 - c) To act as Trustees and to undertake and execute any charitable trust which may lawfully be undertaken by the Company and may be necessary for the attainment of its objects and to perform any services in furtherance of the objects of the Company, gratuitous or otherwise.
 - d) To act in concert with, consult, encourage or make arrangements with any Local Authority, Government Agency, Society, Association or the like or with any individuals, residents or property owners, businesses or other *bodies* now or hereafter constituted with a view to promoting any of the objects of the Company.
 - e) To foster local involvement and participation.

- f) To establish, subsidise, promote, support, amalgamate, federate or contribute wholly or in part, affiliate with and to charitable companies, institutions, societies, trusts or associations having objects similar at least in part to those of the Company provided that by their constitution they prohibit the distribution of any assets or profits among their members to any extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof.
- g) To retain or employ professional or technical advisers or workers in furtherance of the objects of the Company and to pay such fees for their services as are reasonable.
- h) To draw, make, accept and endorse cheques, promissory notes, bills of exchange and other negotiable instruments.
- i) To raise funds by subscriptions, donations, grants, loans or otherwise for the purposes of the Company to invite and accept gifts of any kind and whether inter vivos or by testamentary writing and whether or not subject to conditions; to carry out any condition imposed on any gift which may be accepted.
- j) To enter into and carry out contracts.
- k) To employ and to remunerate employees and to provide reasonable and necessary pension or superannuation benefits for any such persons or otherwise to assist such persons and their spouses and dependants.
- l) To borrow and raise money for the purposes of the Company on such terms and on such security as may be thought fit.
- m) To subscribe or guarantee money for charitable purposes in any way connected with the Company or calculated to further its objects.
- n) To make any charitable donation which the Company may deem expedient.
- o) To invest the monies of the Company not immediately required for its purposes in or upon such investments, securities, or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
- p) To procure and print, publish, issue and distribute gratuitously or otherwise, newspapers, periodical books, pamphlets, leaflets, advertisements, appeals or other literature.
- q) To transfer or make over with or without valuable consideration any part of the property or assets of the Company not required for the purposes for which it is formed to any body having charitable purposes or a charitable purpose as its objects provided that such body is by its constitution prohibited from distributing its profits or assets among its members to at least the extent imposed upon the Company under or by virtue of Clause 5 hereof.
- r) To insure the Company, its directors, officers, advisers, and the Company's property, heritable and moveable, against such risks as the Company deems it prudent and necessary to insure against.
- s) To make such arrangements as are necessary to enable the public to enjoy the facilities of the countryside and the natural resources of the Islands of Arran, Holy Island or Pladda (whether free or at a charge).

- t) To make arrangements to ensure the future maintenance and management of the countryside within the Islands of Arran, Holy Island or Pladda and the facilities provided by the Company.
- u) To commission research in support of the objects of the Company.
- v) To undertake any charitable trust or other charitable activity which directly or indirectly promotes any of the objects of the Company.
- w) To pay out of the funds of the Company any required costs, charges and expenses of the formation and registration of the Company.
- x) To do all or any of the above things in any part of the world, and as principals, agents, trustees or otherwise and by or through trustees, agents or otherwise.
- y) To do all such other lawful acts as are or seem to the Company to be incidental or conducive to the attainment of the objects of the Company.
- z) to enter into agreements or contracts with owners or occupiers of land to enter onto such land and carry out footpath works or other works relating to the objectives of the company.

Provided that:-

- i) In case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with or invest the same in such manner as is permitted by law having regard to such trusts.
- ii) The Company shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which, if an object of the Company, would make it a trade union.
- iii) Provided also that in relation to any property which may come into the hands of the Company as Trustees under any trust (whether established by any trust deed or any scheme settled by the Court of Session or made in pursuance of any enactment relating to educational endowments or war charities or otherwise) nothing herein shall authorise the Company to deal therewith otherwise than in accordance with the terms of the trust and with any law relevant thereto nor shall the incorporation of the Company affect the liability as an individual of any director of the Company who may be a party to such dealings.

DECLARING THAT this Clause and the whole Memorandum and Articles of Association of the Company shall be read and interpreted as if there were embodied in an overriding qualification to the effect that no expenditure of income by the Company shall be permitted for the purpose of carrying out any activities which are not wholly charitable within the meaning of Sections 505 and 506 of the Income and Corporation Taxes Act 1988 or of any statutory modification or amendment thereof (which meaning shall be ascribed to the word "charitable" wherever used in this Memorandum) and that in all cases in which activities permitted by the objects of the Company are in their nature capable of being exercised for purposes which are not charitable or only partially so, as well as for purposes which are wholly charitable, the powers contained in the objects of the Company shall be held

to limit such activities to those which shall not prejudice charitable status of the Company within the statutory meaning beforementioned.

5. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit, to members of the Company and no directors shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company: -

- a) of reasonable and proper remuneration to any member, officer or servant of the Company(not being a director) for any services rendered to the Company.
- b) of interest on money lent by any member of the Company or its directors at a rate per annum not exceeding 2 % less than the published base lending rate of a clearing bank to be selected by the directors
- c) of reasonable and proper rent for premises let by any member of the Company or by any director
- d) of fees, remuneration or other benefit in money or money is worth to any company of which a director is also a member and/or a Director
- e) to any director of reasonable out-of-pocket expenses and
- f) to purchase assets from, any director or member of the company providing such purchase is at no more than market value or to sell such assets to any director or member of the company providing such sale is at no less than market value

- 6 The liability of the members is limited.

7. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before 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 such amount as may be required not exceeding £1.

8. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if so far as effect cannot be given to such provisions then to some other charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Company, and the matter in respect of which such receipts and expenditure take place, and of the property, assets and liabilities of the Company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed and in accordance with the regulations of the directors for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the

Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
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ARTICLES OF ASSOCIATION OF

THE ARRAN ACCESS TRUST

Preliminary

1. The regulations contained in Tables A and C in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) shall not apply to the Company.

Interpretation

2. In these Articles, if not inconsistent with the subject or context, the words set out in the first column of the table below shall bear the meanings set out opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Act	The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
Arran	The Islands of Arran, Holy Island and Pladda in the County of Bute and Local Government Area of North Ayrshire.
The Articles	These Articles of Association as originally framed, or as from time to time altered by Special Resolution.
The Company	The Arran Access Trust.
The Office	The Registered Office of the Company.
The Council	The North Ayrshire Council incorporated under the Local Government etc. (Scotland) Act 1994 and having its headquarters at Cunninghame House, Friars Croft, Irvine.
SNH	Scottish Natural Heritage, 12 Hope Terrace, Edinburgh, EH9 2AS.
Clear Days	In relation to the period of a notice, that period excluding 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 to take effect.
Executed	Any mode of execution.
The Secretary	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
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month

Year	Calendar year
In writing	Written or produced by any substitute for writing, or partly written and partly so produced, and other modes of representing or producing words in a visible form.

Any words importing the singular number shall include the plural number and vice-versa. Words importing the masculine gender shall also include the feminine gender, and words importing persons shall include corporations.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meanings as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

Members

3. The members of the Company shall be the subscribers to the Memorandum of Association, and such persons as are admitted to membership in accordance with the Articles of the Company in force from time to time.
4. Subject to Articles 5, 6, 8, 9 and 10 membership shall be open to individuals, businesses, voluntary, statutory or other organisations; or incorporated or unincorporated bodies with an interest in access in Arran as defined in Article 5.

Categories of Member

5. Any individual or body eligible for membership under article 4 shall be admitted to membership as either a community and user member or as an access providers member or as a public sector member.

For the purposes of these Articles:

"Community and Users Member" means any individual or group who accesses land on Arran for the purposes of recreation or field study or any business, organisation or body whose livelihood in whole or part depends on such access

"Access Providers Member" means any individual, group, business, organisation or body who owns, tenants or manages land (or water) on which public access regularly takes place amid other land uses (except ownership of domestic gardens or solums of footpaths) or any group, organisation or body whose objectives include upholding or promoting the interest of such owners, tenants and managers

"Public Sector Member" means any publicly funded organisation whose remit includes an interest in access in Arran.

6. Any individual or body eligible for membership under article 4 who wishes to become a member shall lodge with the company a written application for membership (in such form as the Directors may reasonably require) signed by the individual or the body's authorised signatories. An individual or body applying for membership shall indicate the category of membership in terms of article 5 which he wishes to be admitted to and shall submit to the company such evidence in support of his application as the Directors may reasonably require
7. Admission of members shall be effected by the passing of a resolution to that effect by the Directors

8. The Directors shall be entitled to refuse to admit any individual or body to membership if in their opinion, acting reasonably,
 - a) the individual or body does not, despite requests for him to submit appropriate evidence to the company, satisfy the Directors that he fulfils the relevant qualifications for membership under Article 4, or that he fulfils the relevant qualifications for the category of member under Article 5 which the individual has applied for;
 - or
 - b) the admission of that individual or body to membership would be likely to prejudice significantly the reputation and good standing of the Company and/or the service or would be likely to lead to significant disruption to the efficient conduct of the business of the company or of its general meetings.
9. If the Directors exercise their entitlement under Article 8 to refuse admission of any individual or body to membership, the Secretary or such other person as the Directors may from time to time determine shall notify the applicant in writing accordingly within a period of 30 days after the date on which the application was considered by the Company.
10. Membership of the Company shall not be transferable or transmissible. Any member may withdraw from membership by giving 1 month's notice in writing to the Secretary of the Company. In the case of members other than members nominated by the Council or SNH, membership shall cease on such date as may be determined by the Directors when they pass the resolution to admit the person as a member, without prejudice to the person's eligibility for re-admission or re-appointment to membership of the Company. Membership shall cease on death or in the case of a corporate body, on dissolution, liquidation, receivership or striking off of the member or in the event of the bankruptcy or sequestration of the member.
11. An individual or body admitted to membership under Article 4 shall cease to be a member if he ceases to have an interest in access on Arran. The decision on whether a member ceases to have an interest in access on Arran shall be made by the Directors, whose decision shall be final and binding except in the event that new information is provided in which event the Directors may reconsider their decision.
12. An individual nominated to a category of membership under Article 5 shall cease to be a member if he ceases to fulfil the qualifications for that category of membership. The decision on whether a member ceases to fulfil the qualifications for that category of membership shall be made by the Directors, whose decision shall be final and binding except in the event that new information is provided in which event the Directors may reconsider their decision.
13. For the avoidance of doubt an individual who ceases to constitute a member of the Company through the operation of Articles 11 to 12 shall be eligible, if he fulfils some other membership qualification to re-apply for membership.

Expulsion from membership

14. In the case of members other than members nominated by the Council or SNH the Company may, by special resolution, expel any individual from membership but only on the grounds specified in article 8(a) or 8(b). Any member who wishes to propose at any

general meeting a resolution for expulsion of any individual from membership shall lodge with the Company, written notice of his intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than 6 weeks before the date of the meeting. 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 be heard on the resolution at the meeting. An individual expelled from membership under this Article shall cease to be a member with effect from the time at which the relevant resolution is passed.

Membership Subscription

15. The amount of the annual membership subscription for each category of member shall be determined from time to time by ordinary resolution; the provisions of Articles 16 to 19 shall not apply in respect of any member who is not liable to pay a membership subscription for the relevant period on the basis that the level of membership subscription applicable to his category of membership for the relevant period is nil.
16. The annual membership subscription shall be due on each accounting reference date of the Company and shall be deemed to relate to the period from an accounting reference date to the date falling immediately prior to the next accounting reference date.
17. The Directors shall give to members at least 10 clear days notice of each accounting reference date, such notice shall specify the amount of the membership subscription which will be due and shall state the possible consequences (under the following Article) of failure to make payment.
18. If the Company has not received the annual membership subscription of a member by the date occurring 60 days after the accounting reference date at which it fell due (or by the date, if later, occurring 24 days after notices complying with the preceding Article were given to the members therein entitled to such notice) the Directors may by a resolution expel him from membership.
19. A person or body 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).

General Meetings

20. The Company shall in each year hold an Annual General Meeting in addition to any other meeting in that year, at such time and place as may be determined by the Directors and shall specify the meeting as such in the notice calling it provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year.
21. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
22. The Directors may whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act. If there are not within the United Kingdom sufficient Directors to call a General Meeting, any Directors or any two members of the Company may call a General Meeting in the

same manner as nearly as possible as that in which meetings may be called in terms of article 20 and 21.

Notice of General Meetings

23. Twenty-one clear days' notice in writing at the least of every Annual General Meeting and a meeting called for the passing of a special resolution and fourteen clear days' notice in writing at the least of every other General Meeting specifying the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business, shall be given in manner hereinafter mentioned to such persons including the Auditors as are under these presents or under the Act entitled to receive such notices from the Company.

Provided that a General Meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

- a) in the case of a meeting called as the Annual General Meeting, by all members entitled to attend and vote thereat; and
 - b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of the members.
24. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate the proceedings at the meeting.

Proceedings at General Meetings

25. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the election of members as Directors, consideration of the income and expenditure account and balance sheet, the reports of the Executive Committee and of the Auditors, and the appointment of and the fixing of the remuneration of the Auditors.
26. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided a quorum shall be present if a representative of the Council or SNH are personally present, but otherwise a quorum shall not be present.
27. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the adjourned meeting shall stand further adjourned to such other time and place as the Directors shall appoint and this procedure shall continue to be followed until a quorum is present.
28. The Chairman of the Directors (or in his absence the Vice-Chairman) shall preside as Chairman of the Meeting or if neither the Chairman nor the Vice-Chairman shall be present within fifteen minutes after the time appointed for holding the same and willing

to preside, the Directors shall elect one of their number, or, if no such member be present, or if all the Directors present decline to take the chair, the members present shall choose one of their number to be Chairman.

29. The Chairman may, with the consent of any General 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, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
30. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman or by at least two members having the right to vote at the meeting or by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the Meeting and a demand by a person as proxy for a member shall be the same as a demand by the member. Unless a poll be so demanded a declaration by the Chairman of the meeting or by the Secretary that a resolution has, on a show of hands, been carried, or has been carried unanimously or by a particular majority, or not carried by a particular majority, and an entry to that effect is made in the minute book of the Company, shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

The demand for a poll may before the poll is taken be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands before the demand was made.
31. If a poll is duly demanded it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
32. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
33. A Poll demanded on the election of a Chairman of a meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of a poll if a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made
34. Subject to the provisions of the Act a resolution in writing signed by all members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held

Votes of Members

35. Subject as hereinafter provided every member who is present in person shall have one vote.
36. Any member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, curator bonis, guardian or other person in the nature of a committee, receiver, curator bonis or guardian appointed by that Court and any such committee, receiver, curator bonis or guardian or other person may, on a poll, vote by proxy.
37. Save as herein expressly provided, no person other than a member duly registered, shall be entitled to be present or to vote on any question either personally or by proxy at any General Meeting.
38. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall not vote. A proxy need not be a member of the Company.
39. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorised.
40. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the Office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
41. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or authority under which the proxy was executed provided that no intimation in writing of the death or insanity or revocation as aforesaid shall have been received at the Registered Office of the Company before commencement of the meeting or adjourned meeting at which the proxy is used.
42. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"The Arran Access Trust

I,

of

a member of the Arran Access Trust hereby appoint

of

or failing him

of

to vote for me and on my behalf at the (Annual, Extraordinary or Adjourned as the case may be) General Meeting of the Company to be held on the 19 day of 19 and at every adjournment thereof.

Signed this day of 19

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

Unless otherwise instructed, the proxy will vote as he thinks fit.

Categories of Director

43. For the purposes of these Articles:

"Community and Users Director" means a Director appointed or re-appointed by Community and Users Members or appointed by the Directors under Article **

"Access Providers Director" means a Director appointed or re-appointed by Access Providers Members or approved by the Directors under Article **

"Council Director" means a Director appointed or re-appointed by the Council under Article 45.

"SNH Director" means a Director appointed or re-appointed by SNH under Article 46.

44. The maximum number of Directors shall be 10 - the maximum number of Directors of each category shall be as follows:

Community and Users Directors	-	3
Access Providers Directors	-	3
Council Director	-	1
SNH Director	-	1
Co-opted Directors	-	2

45. The Council may, by notice in writing, signed by it and given to the Company:

- a) appoint any person (other than an employee of the Company) who is willing to act to be a Director (either to fill a vacancy or as an additional Director) or
- b) remove any Director appointed by the Council before the expiration of his period of office.

Any appointment or removal of a Director shall have effect from the date on which relevant notice is given to the Company. The powers conferred by this Article shall be deemed to be limited such that no more than one Director appointed by the Council may hold office as Director at any given time. On any resolution for the removal from office of a Council nominated Director, any member nominated by the Council shall have that number of votes which exceeds by 1 the votes cast in favour of the resolution and no such resolution shall be moved unless that Council nominated member is present.

46. The SNH may, by notice in writing, signed by it and given to the Company:

- a) appoint any person (other than an employee of the Company) who is willing to act to be a Director (either to fill a vacancy or as an additional Director) or
- b) remove any Director appointed by the SNH before the expiration of his period of office

Any appointment or removal of a Director shall have effect from the date on which relevant notice is given to the Company. The powers conferred by this Article shall be deemed to be limited such that no more than one Director appointed by the SNH may hold office as Director at any given time. On any resolution for the removal from office of a SNH nominated Director, any member nominated by the SNH shall have that number of votes which exceeds by 1 the votes cast in favour of the resolution and no such resolution shall be moved unless that SNH nominated member is present.

47. Co-opted Directors - The Directors may:

- a) appoint any person (other than an employee of the Company) who is willing to act to be a Director (a "co-opted Director") either to fill a vacancy or as an additional Director.
- b) remove any co-opted Director appointed before the expiration of his period of office.

The powers conferred by this Article shall require the consent of seventy five per cent of the Directors for the time being appointed. The powers conferred by this Article shall be deemed to be limited such that no more than two Directors may hold office as co-opted Director at any given time.

Community and Users Directors

- 48. At least 21 days prior to each Annual General Meeting, the Secretary shall invite the Community and User members to submit nominations for election as Community and User Directors, to serve with effect from that Annual General Meeting, and shall issue nomination forms accordingly.
- 49. An individual shall be eligible for nomination under Article 48 only if he is a Community and User member.
- 50. The nomination forms referred to Article 48, duly completed and signed (both by the nominated individual - as vouching his consent to act as Director - and by the Community and User member making the nomination), shall be returned to the Secretary by the date occurring one week prior to the relevant Annual General Meeting; a nomination form which is not signed in accordance with this Article or which is not returned to the Secretary by the due date, shall be invalid.
- 51. At each Annual General Meeting the Community and User members may (subject to Article 44) elect any local resident member who has been nominated under Article 48-50 and is willing so to act as a Director (a "local resident Director"). In the event that the number of Community and User members nominated as Community and User Directors exceeds the number specified in Article 44 then at the Annual General Meeting the Community and User members shall record their votes for each nominated individual. At the Annual General Meeting the Secretary shall determine, on the basis of the vote cast, the identities of those individuals who will serve as Community and User Directors with effect from conclusion of the Annual General Meeting which follows; the Secretary's determination shall be conclusive and binding except in the case of manifest error. In the event that the aggregate number of votes recorded in relation to 2 or more candidates results in a tie, the question of which of the candidates is to serve as Director shall be determined by the Secretary by some random method.

52. Each of the individuals identified in a determination issued by the Secretary under the previous Article will automatically constitute a Director (a Community and User Director) with effect from the commencement of the Annual General Meeting which immediately follows the issue of the Secretary's determination.
53. If a vacancy arises in relation to the Community and User Directors, the Directors may (subject to Article 44) appoint any Community and User member (providing he is willing so to act) as a Director (a Community and User Director). Any such Director shall hold office until the next Annual General Meeting following his appointment.
54. A member shall not be eligible for re-election as a Community and User Director at any Annual General Meeting if, at the time of that Annual General Meeting, he has served as a Director for a continuous period of 5 years; where a member is debarred from re-election at an Annual General Meeting by the preceding provisions of this Article, he shall be eligible for election as a Director at the Annual General Meeting which next follows.

Access Providers Directors

55. At least 21 days prior to each Annual General Meeting, the Secretary shall invite the Access Providers members to submit nominations for election as Access Providers Directors, to serve with effect from that Annual General Meeting, and shall issue nomination forms accordingly.
56. An individual shall be eligible for nomination under Article 48 only if he is a Access Providers member.
57. The nomination forms referred to Article 48, duly completed and signed (both by the nominated individual - as vouching his consent to act as Director - and by the Access Providers member making the nomination), shall be returned to the Secretary by the date occurring one week prior to the relevant Annual General Meeting; a nomination form which is not signed in accordance with this Article or which is not returned to the Secretary by the due date, shall be invalid.
58. At each Annual General Meeting the Access Providers members may (subject to Article 44) elect any local resident member who has been nominated under Article 48-50 and is willing so to act as a Director (a "local resident Director"). In the event that the number of Access Providers members nominated as Access Providers Directors exceeds the number specified in Article 44 then at the Annual General Meeting the Access Providers members shall record their votes for each nominated individual. At the Annual General Meeting the Secretary shall determine, on the basis of the vote cast, the identities of those individuals who will serve as Access Providers Directors with effect from conclusion of the Annual General Meeting which follows; the Secretary's determination shall be conclusive and binding except in the case of manifest error. In the event that the aggregate number of votes recorded in relation to 2 or more candidates results in a tie, the question of which of the candidates is to serve as Director shall be determined by the Secretary by some random method.
59. Each of the individuals identified in a determination issued by the Secretary under the previous Article will automatically constitute a Director (a Access Providers Director) with effect from the commencement of the Annual General Meeting which immediately follows the issue of the Secretary's determination.

60. If a vacancy arises in relation to the Access Providers Directors, the Directors may (subject to Article 44) appoint any Access Providers member (providing he is willing so to act) as a Director (a Access Providers Director).
61. A member shall not be eligible for re-election as a Access Providers Director at any Annual General Meeting if, at the time of that Annual General Meeting, he has served as a Director for a continuous period of 5 years; where a member is debarred from re-election at an Annual General Meeting by the preceding provisions of this Article, he shall be eligible for election as a Director at the Annual General Meeting which next follows.

Directors on Incorporation

62. On incorporation, SNH shall be entitled to nominate one Director to hold office as the SNH Director in terms of article 44.

North Ayrshire Council shall be entitled to nominate one Director to hold office as the Council Director in terms of article 44.

Sannox Estate shall be entitled to nominate one Director to hold office as an access providers director in terms of article 44.

The National Farmers Union of Scotland on Arran shall be entitled to nominate one Director to hold office as an access providers director in terms of article 44.

The National Trust for Scotland shall be entitled to nominate one Director to hold office as an access providers director in terms of article 44.

The Chairman of the former Arran Access Forum shall be entitled to nominate one Director to hold office as a community and user director in terms of article 44.

The Ramblers Association and the Mountaineering Council of Scotland shall be jointly entitled to nominate one Director to hold office as a community and user director in terms of article 44.

Stuart Blake of the Lochranza Outdoor Centre shall be entitled to nominate one Director to hold office as a community and user director in terms of article 44.

Directors appointed under this Article shall retain office until the first Annual General Meeting of the Company.

63. Subject to the provisions of the Act, the Memorandum of Association and these Articles, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company.
64. A person of 18 years of age or over may be appointed a Director whatever his age and no Director shall be required to vacate office by reason of his attaining or having attained any specific age. All Directors shall have equal voting rights.

Directors shall be appointed to hold the offices of Chairman and such other Executive Offices as the Directors may consider appropriate. Each Chairman shall hold office until the conclusion of the first meeting of the Directors held after the Annual General Meeting of the Company immediately succeeding his appointment and he shall be eligible for re-election. In the event of a vacancy occurring at any time in the office of Chairman, the Directors shall fill the vacancy from among the number and persons so appointed shall hold office in accordance with the provisions hereof and shall be eligible for re-election.

65. Any Executive Office shall ipso facto be vacated:-
- a) if he ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director; or
 - b) if he without the consent of the Company in general meeting holds any office of profit under the Company; or
 - c) if he becomes bankrupt or makes any arrangement of composition with his creditors generally; or
 - d) if he becomes incapable for medical reasons of fulfilling the duties of his office and such incapacity is expected to continue for a period of more than 6 months; or
 - e) if he (or any corporation in respect of which he is a representative) ceases to be a member of the Company; or
 - f) if he absents himself from the meetings of the Directors during a period of twelve consecutive months without special leave of absence from the Directors; or
 - g) if by notice in writing to the Company he resigns his office; or
 - h) if he (or any corporation in respect of which he is a representative) is directly or indirectly interested in any contract with the Company and fails to declare the nature of such interest in manner required by Section 317 of the Act; or
 - i) if he ceases to be ordinarily resident in the United Kingdom; or
 - j) if he is a Council Nominee, he ceases to retain the nomination of the Council; or
 - k) if (in the case of a Community and Users Director) he ceases to be a Community and Users member
 - l) if (in the case of an Access Providers Director) he ceases to be an Access Providers member;
 - m) if he is an SNH nominee he ceases to retain the nomination of SNH.
66. Subject to the provisions of the Act and of Clause 5 of the memorandum of association and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director, notwithstanding his office:
- a) may be party to, or otherwise have an interest 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 have an interest in, any body corporate promoted by the company or in which the company is otherwise interested;
- and
- c) shall not, by reason of his office, be accountable to the company for any benefits which he derives from any such office or employment or 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

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 so specified

and

- b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

Powers and Duties of the Directors

- 67. The business of the Company shall be managed by the Directors who may pay all the expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by the Act or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to the provisions of the Act or these presents, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
- 68. The continuing Directors may act notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be reduced in number to less than five it shall be lawful for them to act as Directors for the purposes of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
- 69. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine. The banking account or account of the Company shall be kept with such bank or banks as the Directors shall from time to time by resolution determine.

Rotation of Directors other than Council Nominees or SNH Nominees

- 70. At every Annual General Meeting one-third of the Directors for the time being, of the community and users directors and the access providers directors shall retire from office. A Director retiring in terms of this article shall retain his office until the end of the meeting or of any adjournment of the meeting at which his successor is elected or it is determined not to fill his place.
- 71. The Directors to retire in terms of the preceding Article shall be those who have been longest in office since their last election or appointment. As between members of equal seniority the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be calculated from the date of his last election or appointment. A retiring Director shall be eligible for re-election. The Company shall, at the meeting at which any Directors retire in manner aforesaid, fill up the vacated office of each member by electing a person thereto, unless at such meeting it is resolved not to fill up such vacated office.

72. No person, other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election to office on the Board of Directors at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been left at the Office notice in writing signed by a member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served; and the day appointed for the meeting there shall be not less than three nor more than twenty one intervening days.

Proceedings of Directors

73. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes of the members present. In case of an equality of votes the Chairman shall have a second or casting vote.
74. The quorum necessary for the transaction of the business of the Directors shall not be less than one-third of the Directors, which number shall include either the Council Nominee or the SNH Nominee or a representative authorised to vote on behalf of the Council or SNH otherwise a quorum shall not be present.
75. On a direction by the Chairman or on a requisition in writing by any three Directors, the Secretary shall, at any time, summon a meeting of the Directors by notice served upon the Directors. A Director who is for the time being absent from the United Kingdom shall not be entitled to notice of a meeting.
76. The Chairman of the Board of Directors shall be Chairman at any meeting of the Directors at which he is present. The Directors may elect a Vice-Chairman of their meetings from among their members and determine the period for which he is to hold office, and such Vice-Chairman shall act as Chairman when the Chairman of the Board of Directors is not present. If at any meeting neither the Chairman nor the Vice-Chairman is present within fifteen minutes after the time appointed for holding the same the members present may choose one of their members to be Chairman of the meeting.
77. The Directors may establish such committees and sub-committees as they think fit, for such purposes and on such terms and conditions as they shall deem necessary, and they may delegate any of their powers to any such committees or sub-committee. The meetings and proceedings of any such committee or sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Directors, so far as applicable and so far as the same shall not be superseded by any Regulations made by the Directors; provided, however, that the quorum necessary for the transaction of the business of any committee or sub-committee so formed shall be two or one-third of the number of the members of the committee or sub-committee, whichever is the greater.
78. A committee or sub-committee established by the Directors may meet and adjourn as it thinks proper. Questions arising at any meetings shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

79. The Directors and any committee or sub-committee established by the Directors shall have the power to co-opt such technical advisers and consultants as they shall deem necessary but persons so co-opted shall not have voting rights.
80. The Directors may appoint a Chairman and a Vice-Chairman to any committee or sub-committee which it may establish but if no such Chairman or Vice-Chairman is appointed the committee shall be entitled to elect its own Chairman and Vice-Chairman and if at any meeting of such committee or sub-committee neither the Chairman nor the Vice-Chairman is present within fifteen minutes after the time appointed for holding the same the members present may choose one of their own members to be Chairman of the meeting.
81. All acts bona fide done by any meeting of the Directors or of any committee or sub-committee of the Directors, or by a person acting as a Director, or of such committee or sub-committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Directors of the appropriate committee or sub-committee.
82. The Directors shall cause proper minutes to be made of the proceedings of all meetings of the Company and of the Directors and of all committees and sub-committees established by or through the Directors and any such minutes of any meeting or subsequent meeting, and if purporting to be signed by the Chairman of such meeting, or by the Chairman of the subsequent meeting, shall be conclusive evidence without any further proof of the facts therein stated.
- The minutes shall inter alia record:-
- a) all appointments of officers made by the Directors;
 - b) the names of all members present at each meeting of the Company and of the Directors or any committee or sub-committee established by or through the Directors;
 - c) all resolutions and proceedings of all meetings of the Company and of the Directors and any committee or sub-committee established by or through the Directors.
83. A resolution in writing signed by all the Directors for the time being and any committee or sub-committee of the Directors shall be as valid and as effectual as if it had been passed at a meeting of the Directors or of such committee or sub-committee duly convened and held.

Secretary and Treasurer

84. A Secretary and a Treasurer of the Company shall each be appointed from time to time by resolution of the Directors for such term, at such remuneration and upon such conditions as the Directors may think fit and the Secretary shall be the Secretary of the Company for all purposes of the Act. The Directors may from time to time by resolution appoint an Assistant Secretary and an Assistant Treasurer who may act in place of the Secretary and Treasurer respectively if there be no Secretary or Treasurer or no Secretary or Treasurer available or capable of acting and Sections 283 and 284 of the

Act shall apply and be observed. Any person appointed to any of the above posts may be removed by the Directors.

Execution

85. By virtue of the provisions of Section 36B of the Act, the Company need not have a Seal. The Directors may determine who shall sign any instrument on behalf of the Company and unless otherwise so determined it shall be signed by two Directors or by a Director and by the Secretary or by two signatories authorised by the Company.

Accounts

86. The Directors shall cause proper books of account to be kept with respect to:
- a) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
 - b) all sales and purchases of property and goods by the Company; and
 - c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.

87. The books of account shall be kept at the Office, or subject to Section 222 of the Act, at such other place or places as the Directors shall think fit and shall always be open to the inspection of the Directors.
88. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors and no member (not being a Directors) shall have the right of inspecting any account or book or document of the Company, except as conferred by statute or authorised by the Directors or by the Company in General Meeting.
89. Subject to the provisions of the Act the Directors shall lay before the Company at the Annual General Meeting a proper income and expenditure account for the company accounting year prior to the meeting together with a proper balance sheet made up as at the same time and reports as referred to in the Act. A copy of every such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same which is to be laid before the Company in General Meeting, together with a copy of the Auditor's report shall not less than fourteen clear days before the date of the meeting be made available for inspection at the company registered office and in the event that the registered office is not in Arran, a copy shall be made available for inspection at a place on Arran. Not less than 14 clear days before the date of the meeting a summary of these documents shall be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware

Audit

90. Once at least in every year the accounts of the Company shall be examined by the correctness of the income and expenditure account and balance sheet ascertained by a properly qualified Auditor or Auditors.
91. Auditors shall be appointed and their duties regulated in accordance with Chapter V of Part IX of the Act.
- (a) Reference to an Auditor in this document means an Independent Examiner and reference to an Audit refers to the examination of the accounts prepared by the Company. For the avoidance of doubt the Charity shall not require a Statutory Audit unless it breaches the conditions set out in the prevailing Companies Act or Charities Act provisions.

Notices

92. Any notice to be given to or by any person pursuant to the Articles shall be in writing, except that a notice calling a meeting of the Directors or of any committee or sub-committee of the Directors need not be in writing.
93. A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him, to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting by second class mail a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of seventy two hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary post.
94. A member present, either in person or by proxy, 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 was called.
95. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
- a) Every member except those members who (having no registration address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
 - b) Every person being a legal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
 - c) The Auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

Indemnity

96. Subject to the provisions of Section 310 of the Act the Directors, or any committee or sub-committee, the Secretary, Treasurer and all other officers or servants for the time being of the Company shall be indemnified out of the funds of the Company against all loss, costs and charges which they may respectively incur or be put to on account of any loss, costs and charges which they may respectively incur or be put to on account of any contract, deed, act, matter, or thing done, entered into, executed, or permitted by them respectively, on behalf of the Company and each of them shall be chargeable only for so much money as he 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 own acts, receipts, neglects or defaults only. Subject as aforesaid, no Director or any committee or sub-committee, the Secretary, Treasurer or any officer or servant, his heirs, executors or administrators shall be liable for any loss or expense happening to the Company through the insufficiency or deficiency or any obligation or security in or upon which any of the funds of the Company shall be invested for any loss or damage arising from the bankruptcy, insolvency or wrongful act of any person with whom any monies, securities, or effects shall be deposited, or for any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto, unless the same shall happen through his own fraud, wilful neglect, default, breach of duty or breach of trust.

Dissolution

97. Clause 8 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.