

THE COMPANIES ACTS
COMPANY LIMITED BY GUARANTEE
THE PAIRC TRUST
NO 261145

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the Members of the above named company will be held at Pairc School on Friday, 15 January 2010 at 19.30 pm for the purpose of considering and if thought fit passing the undernoted Resolution which will be proposed as a Special Resolution viz:

SPECIAL RESOLUTION

That the Memorandum and Articles of Association of the Company be and are hereby amended in the following respects:

- (i) In Clause 3B of the Memorandum of Association by deleting the words "and to advance the education of the public in the principles of sustainable development";
- (ii) After Clause 3D of the Memorandum of Association by adding "All the objects above are to be exercised following the principles of sustainable development (where sustainable development means development which meets the needs of the present without compromising the ability of future generations to meet their own needs)";
- (iii) In Clause 3(1) of the Memorandum of Association (a) by adding after the words "the foregoing generality the property," the additional words "eligible croft", (b) by closing the bracket after the words "hereinafter referred to as "the Estate", (c) by deleting the word "and" where it appears before the words "eligible additional land" and (d) by adding after those words the additional words "and the interest of any tenant in tenanted land";



- (iv) In Clause 3(2) of the Memorandum of Association, by adding at the end "including, without prejudice to the foregoing generality, exercising such powers in relation to the management of renewables".
- (v) By deleting the whole of Clause 7 of the Memorandum of Association and by substituting therefor a new Clause 7 in the following terms:

"The winding up of the Company may take place only on the decision of not less than 75% of its Ordinary Members who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose. If, on the winding up of the Company, any property remains, after satisfaction of all its debts and liabilities, such property (including any land acquired by it in terms of the Land Reform Act) shall be given or transferred to such other crofting community body or bodies or community body or bodies as may be: (a) determined by not less than 75% of the Ordinary Members of the Company who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose and (b) approved thereafter by the Scottish Ministers; under declaration that (if the Company is a charity at or before the time of its winding up, then the crofting community body or bodies or community body or bodies referred to above must also be a charity or charities. If no such crofting community body or community bodies is determined by the Ordinary Members and approved by the Scottish Ministers in terms of this Clause, such property referred to above shall, if charitable, be transferred to the Scottish Ministers or, if charitable, to such charity or charities as the Scottish Ministers may direct. In this Clause "community body" and "crofting community body" have the meanings ascribed to them respectively in Section 34 and Section 71 of the Land Reform Act and "charity" has the meaning ascribed to it in Section 71(8) of the Land Reform Act".

- (vi) In Article 16 of the Articles of Association by deleting the word "twelve" in the second line and substituting the word "fifteen" and by adding after the words "such further number" in the fifth line, the additional words "not exceeding three".

- (vii) In Article 23 of the Articles of Association by adding at the end of the second paragraph the following additional paragraphs:-

"The Board shall cause accounting records to be kept in accordance with the requirements of the Companies Act and other relevant regulations.

The accounting records shall be maintained by the Treasurer (if there is one) and overseen by the Principal Officer (if there is one), or otherwise by, or as determined by, the Board. Such records shall be kept at such place or places as the Board thinks fit and shall always be open to the inspection of the Directors.

The accounts of the Company shall be prepared in full compliance with the provisions contained in both the Act and the Land Reform Act. The Board shall ensure that an audit of the accounts is carried out by an auditor, an audit (within the meaning of the Act) shall not be required in a case where the Company is exempt (under the Act) from the arrangement to have an audit, if and to the extent that proper arrangements for the auditing of the Company's accounts are made in a manner which satisfies the requirements of the Act and Section 71(1)(f) of the Land Reform Act, by a Company Auditor (as defined by the Act). Any such auditor shall be appointed for this task by the Board on the direction of Members in General Meeting.

At each Annual General Meeting, the Board shall provide the Members with a copy of the accounts for the period since the last preceding accounting reference date (or, in the case of the first account since the incorporation of the Company). The accounts shall be accompanied by proper Reports of the Board and the auditor. Copies of such accounts shall, not less than 21 clear days before the date of the General Meeting at which they fall to be approved, be delivered or sent to all Members, Directors, the Company Secretary and the auditor or otherwise be available for inspection on the website of the Company (with all Members, Directors, the Company Secretary and the auditor being made aware that they are so available for inspection there)."

- (viii) The Meeting will also consider nominations to assist the Board in filling three casual vacancies for Elected Directors in terms of Article 19 of the Articles of Association of the Company.

Dated this 17th day of December 2009

BY ORDER OF THE BOARD

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On behalf of the Directors of the Pairc Trust

THE COMPANIES ACTS
COMPANY LIMITED BY GUARANTEE
THE PAIRC TRUST
NO 261145

A General Meeting of the Members of the above named company, held at Pairc School on Friday, 15 January 2010 at 19.30 pm passed the undernoted Resolution.

SPECIAL RESOLUTION

That the Memorandum and Articles of Association of the Company be and are hereby amended in the following respects:

- (i) In Clause 3B of the Memorandum of Association by deleting the words "and to advance the education of the public in the principles of sustainable development";
- (ii) After Clause 3D of the Memorandum of Association by adding "All the objects above are to be exercised following the principles of sustainable development (where sustainable development means development which meets the needs of the present without compromising the ability of future generations to meet their own needs)";
- (iii) In Clause 3(1) of the Memorandum of Association (a) by adding after the words "the foregoing generality the property," the additional words "eligible croft", (b) by closing the bracket after the words "hereinafter referred to as "the Estate", (c) by deleting the word "and" where it appears before the words "eligible additional land" and (d) by adding after those words the additional words "and the interest of any tenant in tenanted land";
- (iv) In Clause 3(2) of the Memorandum of Association, by adding at the end "including, without prejudice to the foregoing generality, exercising such powers in relation to the management of renewables".

- (v) By deleting the whole of Clause 7 of the Memorandum of Association and by substituting therefor a new Clause 7 in the following terms:

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- (viii) The Meeting will also consider nominations to assist the Board in filling three casual vacancies for Elected Directors in terms of Article 19 of the Articles of Association of the Company.

Any person entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of him. Such proxy need not be a member of the Company. Forms

of proxy can be obtained on request from the Secretary at the Registered Office of the Company.

Dated this 17th day of December 2009

BY ORDER OF THE BOARD

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On behalf of the Directors of the Pairc Trust