

THE COMPANIES ACT 2006
WRITTEN RESOLUTION

- of -

Rhynie Community Facilities Development Charitable Trust (the "Company")
Company Number: SC309832

PRIVATE COMPANY LIMITED BY GUARANTEE

CHANGE OF ARTICLES OF ASSOCIATION

At an Annual General Meeting of the Company, duly convened and scheduled to be held at [14 The Square, Rhynie, Aberdeenshire](#) on [15 July 2016](#), the following resolution will be put to the membership as a special resolution.

SPECIAL RESOLUTION

THAT the existing articles of association of the company be modified as follows:

1. [The wording of article 28 to be amended to read as follows \(text struck through to be replaced by text in red\):](#)

'Unless otherwise determined by special resolution at a General Meeting (but not retrospectively), the number of Directors shall be not less than three, nor more than ~~five~~ **six**.'

Reason: to conform with the numbers in articles 31.1 and 32.

2. [The wording of article 32.4 to be amended to read as follows \(text struck through to be replaced by text in red\):](#)

'a retiring Director shall be eligible for re-election after ~~one~~ **each** term of office, ~~but no~~ **a** Director can serve ~~more than two~~ **an unlimited number of** consecutive terms of office, ~~without at least one year out of office before being eligible again;~~

Reason: to allow for continuity of directors and Board experience and the shortage of eligible persons willing to stand for office.

3. [Article 33 to be removed and replaced with the new article \(in red\) below:](#)

~~'Up to one individual may be appointed by Rhynie Gala Committee in respect of which the following shall apply:~~

- ~~33.1 on receipt of the Notice for each AGM of the Company, including the first General Meeting held after incorporation, the said Rhynie Gala Committee (or its successors) intimate the Director being appointed by it at the AGM, by written notice delivered to the Registered Office not less than 2 days before the start of the meeting, failing which any Director previously appointed by it shall remain in office; and~~
- ~~33.2 The Rhynie Gala Committee said community group (or its successors) may appoint or remove its appointed Director at any time, by written notice to that effect delivered to the Registered Office not less than 2 days before the meeting at which the change is to take effect.~~

33 Invitations may be extended by the committee to other key local organisations for a representative to attend committee meetings in an ex-officio capacity. For the avoidance of doubt such representatives have the right to attend and speak at committee meetings but do not have voting rights and do not count towards a quorum.

Reason: to allow for more flexibility in invitation and to broaden the range of organisations which can be invited

4. A new Article 42 be inserted and all subsequent Articles renumbered:

'Where a director provides services to the company (as Memorandum para. 5.4.2) 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 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).'

Reason: to allow the Board to enter into an agreement with a Director to provide paid services to the Trust.

Debbi Beeson

Chair/Director