

# UPDATED BYE-LAWS OF THE NORTH HARRIS TRUST

## MADE BY RESOLUTION OF THE BOARD OF DIRECTORS

ON 10<sup>TH</sup> JUNE 2024



### 1. Ordinary Membership Eligibility Conditions;

Subject to Clause 4 of the Company's Articles of Association, Ordinary membership of the Company shall be open to all individuals over 16 years of age who are either:

- a) resident (as hereinafter defined) within the North Harris Estate area as defined by boundaries shown on the plan attached hereto, or
- b) resident within the Isle of Harris or Lewis and registered with the Crofters Commission as the tenant of a croft within the North Harris Estate, or
- c) resident elsewhere and registered with the Crofters Commission as the tenant of a croft within the North Harris Estate and actively working that croft.

For the purposes of the above, 'Resident' shall mean

- a) actually residing at the qualifying address for not less than nine months out of every twelve, or
- b) having one's only permanent home at the qualifying address and residing there at all times other than (i) when working away from home for not more than three months at a time or on holiday or (ii) when following a course of full time education, or
- c) having one's only permanent home at the qualifying address but being occupied full time as a member of Her Majesty's armed forces or other similar service.

### 2. Ordinary Membership Termination

a) in addition to the circumstances outlined in clause 7 of the Company's Articles of Association whereunder a membership shall be automatically terminated, a Member shall also cease to be a Member in the event of that Member ceasing to fulfil the eligibility condition for admission to membership at the time of his or her admission. At the discretion of the Board any such former Member may be admitted as an Associate in accordance with Clause 8 of the Company's Articles of Association.

b) The Board may at any time suspend or terminate the membership of any Member deemed to have acted or be acting against the interests of the Company. Any Member or former Member whose membership is suspended or terminated under this bye-law may appeal for reinstatement at the next or subsequent general meeting of the Company and attend and be heard at such meeting for such appeal.

c) The Board of Directors cannot deny an application for membership or cause membership to cease without good cause and explanation. Membership may not be restricted or withheld, and members shall not be expelled for any reason arising from any protected characteristic as defined by the Equality Act (2010).

### 3. Directors-

The nomination procedures are subject to clauses 16 to 20 of the Company's Articles of Association. Persons willing to serve as Elected Directors of the Company must be nominated by two Ordinary Members. Elected Directors must be Ordinary Members. Area Directors must be resident in the area represented as defined by boundaries aligning with the crofting township boundaries and shown on the plan attached hereto. General Directors must be resident anywhere within the North Harris Estate area as defined by the boundaries shown on the plan attached hereto.

Until AGM 2007

<u>Area</u>	<u>No. of Directors</u>
Tarbert	4
Urgha to Glen Carrigreich	1
Kyles Scalpay	1
Ardhasaig to head of Loch Meavaig	1
Meavaig to Huishinish	1
Bowglass to Ardvourlie	1
Former Loch Seaforth estate	2

From AGM 2007

<u>Area</u>	<u>No. of Directors</u>
Tarbert	4
Urgha to Glen Carrigreich	1
Kyles Scalpay	1
Ardhasaig to head of Loch Meavaig	1
Meavaig to Huishinish	1
Bowglass, Scaladale and Ardvourlie	1

Rhenigidale, Eilean Anabaich and Maraig 1

From AGM 2013

<u>Area</u>	<u>No. of Directors</u>
Tarbert	4
Urgha to Glen Carrigreich	1
Kyles Scalpay	1
Ardhasaig to head of Loch Meavaig	1
Meavaig to Huishinish	1
Bowglass, Scaladale and Ardvourlie	1
Rhenigidale, Eilean Anabaich and Maraig	1
Scalpay	3

From AGM 2025

<u>Area</u>	<u>No. of Directors</u>
Tarbert	2
Urgha to Glen Carrigreich	1
Kyles Scalpay	1
Ardhasaig to head of Loch Meavaig	1
Meavaig to Huishinish	1
Bowglass, Scaladale and Ardvourlie	1
Rhenigidale, Eilean Anabaich and Maraig	1
Scalpay	2
General	2

Vacancies for Elected Directors shall be indicated alongside the advertisement of the AGM, at least three weeks in advance. Nominations for Elected Directors shall be encouraged in advance of the AGM where possible, to allow for the necessary preparation of elections if necessary. Nomination Forms shall be made available for this purpose.

As per the terms of the Company's Articles of Association, elections of Elected Director's shall be held at the AGM. The electorate shall be formed of all Ordinary Members present at the AGM.

4.

Notwithstanding the foregoing or the terms of the Company's Articles of Association, the Elected Directors shall only be nominated by the Ordinary Members and only the Ordinary members shall be eligible for nomination as Elected Directors. The Elected Directors shall at all times form the majority of the Board of Directors and no meeting shall be competent unless the majority of the Directors present are Elected Directors.

5.

Notwithstanding the terms of these Bye-Laws and Clauses 16 to 20 of the Company's Articles of Association, at all times the majority of the Members of the Company shall be Ordinary Members. In addition, no General Meeting of the Company shall proceed until the majority of Members present at such General Meeting are Ordinary Members.