

No. of Company: 235889

The Companies Act 1985

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

MEMORANDUM

a n d

A R T I C L E S o f A S S O C I A T I O N

o f

THE NORTH HARRIS TRUST

Anderson, MacArthur & Co
Solicitors
Old Bank of Scotland Buildings
STORNOWAY
Isle of Lewis

Tel : 01851 703356

Date of Incorporation: 23 August 2002

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

**MEMORANDUM of ASSOCIATION
of
THE NORTH HARRIS TRUST**

1. The name of the Company (hereinafter called "the Company") is The North Harris Trust.
2. The Registered Office of the Company will be situate in Scotland.
3. This clause shall be interpreted as if it incorporated an over-riding qualification to the effect that in any case in which an activity permitted under this clause is in its nature capable of being carried on for purposes which are not charitable or only partially so as well as for purposes which are wholly charitable (the word "charitable" having the meaning ascribed to it for the purposes of Section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force which meaning shall be assigned to the word "charitable" wherever it appears in this Memorandum of Association), the powers of the Company under this clause in respect of the carrying on of such activity shall be deemed to be limited to the carrying on of such activity in such manner as will not prejudice the charitable status of the Company under the statutory provisions referred to above.

Subject to the above over-riding qualification, the objects for which the Company is established are:-

- (1) to take all appropriate measures to conserve the natural heritage (being the flora and fauna, the geological, physiographical and archaeological features, and the natural beauty and amenity) of North Harris for the benefit of the community and the public at large and to promote open public access thereto insofar as this is not detrimental to such conservation;
- (2) to promote trade and industry for the benefit of the general public;

- (3) to relieve poverty and provide help for the aged, handicapped and infirm and to advance education and other charitable purposes beneficial to the community;
- (4) to provide or promote the provision of housing for people in necessitous circumstances and also specially designed or adapted housing as may be required for the elderly, handicapped or disabled;
- (5) to develop or promote the development of infrastructure for the benefit of the general public to improve communications throughout North Harris including piers, harbours, roads and bridges, provided always that any development of such infrastructure does not relieve the local authority of its statutory obligations.

In furtherance of the above objects but not otherwise the Company shall have power:-

- (a) to purchase or by any other means acquire and take options over any property whatever and any rights or privileges of any kind over or in respect of any property including without prejudice to the foregoing generality the property of the North Harris Estate;
- (b) to improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licenses, options, rights and privileges in respect of, or otherwise deal with all or any part of the property rights of the Company;
- (c) to invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
- (d) to lend and advance money or give credit on any terms and with or without security to any person, firm or company, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company;

- (e) to borrow and raise money in any manner and to secure the payment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future) and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it;
- (f) to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange or promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (g) to apply for, promote and obtain any private Act of Parliament, order or licence of the Department of Trade & Industry, Department of the Environment or any other government department or authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests;
- (h) to enter into any arrangements with any Government or authority that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions;
- (i) to subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any Government or authority, municipal, local or otherwise, in any part of the world;
- (j) to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest; to provide

secretarial, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies;

- (k) to promote any other company for the purpose of acquiring the whole or any part of the property, undertaking or any of the liabilities of the Company or of undertaking any operations which may appear likely to assist or benefit the Company or to enhance the value of any property of the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid;
- (l) to sell or otherwise dispose of the whole or any part of the property of the Company either together or in portions for such considerations as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same;
- (m) to act as agents or brokers and as trustees for any person, firm or company;
- (n) to retain or employ staff, professional or technical advisers in connection with the objects of the Company and to pay reasonable and proper salaries, wages and fees for their services;
- (o) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any person, firm or company to pay the same;
- (p) to conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Company and to solicit and accept subscriptions and donations of any kind and bequests for any of the purposes of the Company;
- (q) subject to Clause 4 hereof to grant or make provision for pensions, life assurance, health and retirement benefit to or for employees or former employees and to the widows, widowers, children and other dependants of deceased employees and to pay or subscribe

to funds or schemes for the provision of such pensions and other benefits for such persons;

- (r) to subscribe to become a member of, or amalgamate or co-operate with, any other charitable organisation, institution, society or body not formed or established for the purposes of profit (whether incorporated or not) in the United Kingdom whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits or restricts the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company;
- (s) to establish and support or aid in the establishment and support of any charitable trust, association or institution and to donate, subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company;
- (t) to arrange lectures and conduct training courses and to publish pamphlets, books, journals and other publications relating to the work of the Company;
- (u) to receive, allocate and administer grants, gifts or bequests made available to the Company for any or all of its objects whether from public funds or from private sources under the terms and conditions referable to such grants, gifts or bequests;
- (v) to do all other such things as may further the attainment of the Company's objects or any of them.

Provided that the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

4. 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 member of its Board of 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 a reasonable and proper remuneration (including out of pocket expenses) to any member, officer or servant of the Company (not being a member of its Board of Directors) for any services rendered to the Company and to any member of the Board of Directors being a person suitably qualified in any professional, technical or other capacity useful to the Company who shall be entitled to charge and be paid all usual professional or other reasonable charges for specific work done in that capacity when instructed by the Board of Directors so to act on behalf of the Company;
 - (b) of interest on money lent by any member of the Company or its Board of Directors at a reasonable and proper rate per annum as shall be agreed from time to time by the Board of Directors;
 - (c) of reasonable and proper rent for the premises demised or let by any member of the Company or its Board of Directors.
5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same 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 amongst themselves, such amount as may be required not exceeding £1.00.
7. If upon winding up or dissolution of the Company there remains after satisfaction of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members but shall be given or transferred to some other charitable company, institution or organisation having objects similar to or encompassing those 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 the Company being dissolved such company, institution or organisation to be determined by the members of the Company at or before the time of dissolution and if and

in so far as effect cannot be given to such provision then to some other company, institution or organisation established for charitable purposes only.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Names and Addresses of Subscribers:

Michael Ian Ferris
12 Springfield Road
Stornoway
Isle of Lewis
HS1 2PT

Stewart Macaulay MacDonald
Flat 5
21 Francis Street
Stornoway
Isle of Lewis
HS1 2ND

Dated: 21 August 2002

Witness to the above signatures :

Jean Margaret Mackenzie
58 Balallan
Isle of Lewis
HS2 9PT

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

ARTICLES OF ASSOCIATION

of

THE NORTH HARRIS TRUST

As amended by Special Resolution passed 2 February 2006, Special Resolution passed 5 March 2007 and Special Resolution passed 24 September 2013

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) Amendment Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall constitute the Articles of Association of the Company.
- (b) Regulations 2 to 35 inclusive, 40, 41, 54, 55, 57, 59, 60 to 62 inclusive, 64 to 70 inclusive, 73 to 80 inclusive, 82, 87, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A shall not apply to the Company.

INTERPRETATION

2. In Regulation 1 of Table A, the definition of "the holder" shall be omitted.

MEMBERS

3. The number of Members of the Company shall be not less than two. The maximum number of Members shall be unlimited.

4. (a) The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these presents shall be Members of the Company.
- (b) Membership of the Company shall consist of two classes:-
 - (i) Ordinary Members who shall be individuals eligible to apply for membership in accordance with the Bye-Laws of the Company hereinafter referred to who shall apply to the Company for membership in such form as the Directors may require and who shall be approved by the Directors;
 - (ii) Nominated Members who shall consist of such individuals, institutions and organisations who support the objects of the Company whom the Board shall deem appropriate to be represented amongst the membership of the Company and shall so nominate for representation;

Ordinary and Nominated Members shall have equal voting rights at any General Meeting of the Company.

- (c) Where the Board has decided that any individual, body or association should be admitted as a Nominated Member, it shall give notice to that individual, body or association of its decision. Such a body will be deemed to have been admitted as a Nominated Member with effect from the date on which that body has notified the Company of its acceptance of Membership. Each Nominated Member other than an individual shall appoint a representative who shall be entitled to be present and speak at meetings of the Company and to exercise all voting and other rights to which that Nominated Member is entitled. Each Nominated Member other than an individual shall notify the Company in writing of the name of its representative within twenty days of being admitted as a Nominated Member and shall notify the Company, in writing, of any change of representative.
5. Every Member of the Company shall if required by the Company pay an annual subscription fee. Until the first Annual General Meeting the scale of subscription fees and the dates of payment shall be fixed by the Board. Thereafter the scale of subscription fees and the date for payment shall be fixed annually at the Annual General Meeting of the Company. Different levels of

subscription fees may be set for Ordinary and Nominated Members and for individuals and organisations.

6. Any Member may resign from membership of the Company at any time on giving twenty eight clear days notice to the company of his intention to do so. On the expiry of twenty eight days from the date of receipt of such notice by the Company such Member shall cease to be a Member of the Company. Such Member shall not be entitled to demand repayment of any subscription fees for the unexpired period of membership and shall remain liable for any overdue and unpaid subscription fee.
7. Membership of the Company shall not be transferable and a Member shall cease to be a Member in the event of that Member dying, becoming bankrupt or, if a company, on the passing of a resolution for its winding up or if the annual subscription payable by the Member shall be unpaid for two months or, in the case of a Nominated Member, in the event of that Nominated Member ceasing to be so designated.

ASSOCIATES

8.
 - (a) The Board shall have power to admit Associates who shall be such individuals, non-profit making or charitable bodies, commercial or other organisations whom the Board invite to be associated with the Company by becoming Associates in terms of these presents and who accept the Board's invitation.
 - (b) Associates shall not be Members of the Company.
 - (c) Associates may attend General Meetings of the Company but may not vote at such meetings.
 - (d) Associates shall not be eligible for election as Directors.
 - (e) The annual subscription fee if any payable by Associates shall be fixed by the Board.
 - (f) Associates shall remain such until resignation or prior termination at the discretion of the Board.

NOTICE OF GENERAL MEETINGS

9. In Regulation 38 of Table A:-
- (a) in the first sentence the words "or a resolution appointing a person as a director" shall be omitted;
 - (b) in paragraph (b) the words "of the total voting rights at the meeting of all the members" shall be substituted for "in nominal value of the shares giving that right"; and
 - (c) the words "The notice shall be given to all the members and to the Directors and auditors" shall be substituted for the last sentence.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also that is transacted at any Annual General Meeting with the exception of the consideration of the Financial Statements and Annual Report, the election of Directors, the fixing of the scale of annual subscription fees and the appointment of the Auditors or Reporting Accountants if required by law or at the Company's discretion.
11. No business shall be transacted at any general meeting unless a quorum is present. A quorum shall not be present unless at least fifteen Members or all the Members if less are present in person. A corporation, firm or unincorporated association being a Member shall be deemed to be present if represented by its representative.
12. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting if convened on the requisition of Members shall be dissolved. In any other case or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time and place as the Board determine. If at the adjourned meeting a quorum is not present within half an hour of the time appointed the meeting shall proceed to business.

13. The words "and at any separate meeting of the holders of any class of shares in the Company" shall be omitted from Regulation 44 of Table A.
14. Paragraph (d) of Regulation 46 of Table A shall be omitted.

VOTES OF MEMBERS

15. (a) On a show of hands every Ordinary Member and every Nominated Member who is entitled to vote and who, being an individual is present in person, or being a corporation, firm or other unincorporated association is present by a duly authorised representative shall have one vote and on a poll every Ordinary Member and every Nominated Member shall have one vote. Members may vote by written Proxy as provided for in this Article.
- (b) A Member who is unable to attend personally at a general meeting may grant to another Member who attends said meeting a written signed Proxy either General or Specific to any item of business to be transacted at such meeting. A copy of such written Proxy must be delivered to the Secretary not later than twenty four hours before the start of such meeting, otherwise such Proxy shall not be valid.

BOARD OF DIRECTORS

16. The minimum number of Directors shall be three. Unless otherwise determined by Ordinary Resolution of the Company the Board shall consist of not more than sixteen Directors up to thirteen of whom shall be elected by the Members in accordance with Article 17 (hereinafter referred to as Elected Directors) and up to three of whom may be appointed in accordance with Article 20 (hereinafter referred to as Co-opted Directors) and such further number of Nominated Directors as may from time to time be appointed Directors in accordance with Article 21.
17. The Elected Directors of the Company shall be elected by the whole body of Members at the Annual General Meeting. The Elected Directors shall be subject to retirement by rotation and one third or the number nearest to one third shall retire at every Annual General Meeting. Subject to the provisions of the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons

who became or were last re-appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

18. If the Company, at the meeting at which an Elected Director retires by rotation, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost.
19. The Board may from time to time appoint any Ordinary Member as an Elected Director to fill a casual vacancy arising in respect of an Elected Director. Any Director so appointed shall retain office only until the next Annual General Meeting but shall be eligible for re-election at that meeting.
20. The Board may at any time appoint any person who is willing to act to be a Co-opted Director of the Company whose Directorship they deem will be beneficial to the Company to hold office until such time as they determine provided that the number of Co-opted Directors may not exceed three at any one time.
21. The Board may at any time invite any Nominated Member of the Company to nominate one or more representatives to be appointed Directors (hereinafter referred to as Nominated Directors) for such period and on such conditions as the Board may determine and if any such invitation is extended and accepted such representatives shall be appointed Directors accordingly. Nominated Directors shall not be subject to retirement by rotation.

DIRECTORS' EXPENSES

22. The words "of any class of shares or" shall be omitted from Regulation 83 of Table A.

PROCEEDINGS OF DIRECTORS

23. The business of the Company shall be managed by the Board who may pay all such expenses of and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as it thinks 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

Statute or by these presents required to be exercised or done by the Company in general meeting subject nevertheless to any regulations of these Articles, the provisions of the Statutes for the time being in force and affecting the Company and to such regulation or 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 Board which would have been valid if such regulation had not been made.

24. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
25. In paragraph (c) of Regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures or other securities" in both places where they occur.

RULES OR BYE LAWS

26. The Directors may from time to time make such Rules or Bye Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the conditions of membership and in particular but without prejudice to the generality of the foregoing they shall by such Rules or Bye Laws regulate:
 - (a) The admission of Members of the Company, and the rights and privileges of such Members, and the conditions of membership and terms on which Members may have their membership terminated.
 - (b) The procedures for nominating (but not electing) persons to serve as Directors of the Company.
 - (c) The conduct of Members of the Company in relation to one another and to the Company's servants.
 - (d) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.

- (e) The procedure at General Meetings and meetings of the Directors and Committees of the Company in so far as such procedure is not regulated by these presents.
 - (f) And, generally, all such matters as are commonly the subject matter of Company rules but at all times only in so far as such matters are not regulated by these presents.
27. The Company in General Meeting shall have power to repeal or alter the Rules or Bye Laws and to make additions thereto provided that special notice shall have been given to the Company of the intention to move a resolution to repeal or make any alteration or addition to the Rules or Bye Laws in accordance with Section 379 of the Act as if required by the Act. The Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all Members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

MINUTES

28. The words "of the holders of any class of shares in the Company" shall be omitted from Regulation 100 of Table A.

THE SEAL

29. In Regulation 101 of Table A the words 'if any' shall be inserted after the words 'The seal'.

NOTICES

30. The second sentence of Regulation 112 of Table A shall be omitted.
31. The words "or of the holders of any class of shares in the Company" shall be omitted from Regulation 113 of Table A.

Names and Addresses of Subscribers:-

Michael Ian Ferris
12 Springfield Road
Stornoway
Isle of Lewis
HS1 2PT

Stewart Macaulay MacDonald
Flat 5
21 Francis Street
Stornoway
Isle of Lewis
HS1 2ND

Dated: 21 August 2002

Witness to the above signatures:

Jean Margaret Mackenzie
58 Balallan
Isle of Lewis
HS2 9PT