

## Chapter 1

1A The Company will serve the North Lewis geographical area of the Isle of Lewis, from the Butt of Lewis to Ballantrushal and the offshore islands of Rona and Sulaisgeir without distinction of sex or of political, religious or other opinions

Change to

**The Company will serve the North Lewis geographical areas of the Ness and Airidhantuim Community Councils from the Butt of Lewis to Ballantrushal and the offshore islands of Rona and Sulaisgeir without distinction of sex or of political, religious or other opinions**

## Chapter 11

11 (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is five

Change to

**The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than three**

## 16 Director's discretion to make further rules and bylaws

Subject to the articles, the directors can make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors, including the making of such Rules or Bye laws as it 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 procedure 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 Board 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.

The Company in General Meeting shall have the power to alter or repeal the Rules or Bye laws and to make additions thereto and the Board shall adopt such means as it deems 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.

**Remove entire section as the points are covered elsewhere**

16F The minimum number of Directors shall be two.

Change to

**The minimum number of Directors shall be five**

21 No person shall become a member of the company unless—

- (a) that person has completed an application for membership in a form approved by the directors, and
- (b) the directors have approved the application.

Change to

**21. Ordinary membership shall be open to any person aged 16 years or over who:**

- (a) is ordinarily resident in the Ness and Airidhantuim Community Councils areas from the Butt of Lewis to Ballantrushal**
- (b) supports the objects and activities of the company; and**
- (c) have completed an application for membership in such form as the Directors may approve.**

**For the purposes of the above “resident” shall mean:**

- (i) actually residing at the qualifying address for not less than nine months out of every twelve, or**
- (ii) 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 two months at a time or on holiday; or (ii) when following a course of full-time education.**

**21A** An individual, once admitted to membership, shall cease to be a member if he/she ceases to be eligible for membership in terms of Article 21 or the membership shall terminate in terms of Article 22.

**21B** Associate Membership shall be open to those individuals who are not ordinarily resident in the Community and to those organisations wherever located that support the objects of the Company. Associate Members are neither eligible to stand for election to the Board nor to vote at any general meeting.

**21C** Junior Membership shall be open to those individuals who are aged between 12 and 16 and who support the objects of the Company. Junior Members are neither eligible to stand for election to the Board nor to vote at any general meeting.

**21D** Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.

23 (2) A person is able to exercise the right to vote at a general meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such

resolutions are passed at the same time as the votes of all the other persons attending the meeting.

Change to

**(2) A person is able to exercise the right to vote at a general meeting when—**

**(a) that person is an Ordinary Member;**

**(b) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and**

**(c) that person's vote can be taken into account in determining whether or not such**

**resolutions are passed at the same time as the votes of all the other Ordinary Members attending the meeting.**

Suggest new Article 16J re Directors: -

16J At all times the majority of Directors on the Board must be elected Directors who are Ordinary Members of the Company.