

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 a general meeting of the Company, duly convened and scheduled to be held at [14 The Square, Rhynie, Aberdeenshire](#) on [27 November 2022](#), 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:

[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 ~~six~~ **eight**.'

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

From and after the first General Meeting of the Company, the Board shall comprise:

31.1 up to ~~six~~ **eight** individual persons elected as Directors by the Ordinary Members in terms of Article 32 ("the Elected Directors"), who must themselves be Ordinary Members

Reason: to conform with advice that this would be a more appropriate number.

[The article 31.2 to be removed:](#)

~~31.2 up to One individual persons appointed by the Rhynie Gala Committee in terms of Article 33 ("the Appointed Directors");~~

Reason: no longer required since Rhynie Gala Committee became part of the Company.

New article 31.2 to be inserted:

At all times, a majority of the total number of Directors in office must be “Elected Directors”

Reason: to ensure that the number of non-elected Directors is always less than the number of elected Directors.

The following amendments are necessary to comply with the requirements of Aberdeenshire Council document “Asset Transfer Guidance for Relevant Authorities – Draft Final November 2016, Section 5.10 Requirements for a community controlled body”.

Article 8.3 to be inserted (in red) below:

8.3 Ordinary members should always be in a majority over other members. If the number of Ordinary Members falls below the number of other members, the Board may not conduct any business other than to seek to recruit more Ordinary Members.

Article 9 be deleted and replaced as below (in red):

~~9 — The Board shall promptly consider applications for membership, made in such written form as it shall prescribe from time to time. The Board may, at its discretion, refuse to admit any individual or organisation to membership, except for reasons of gender, sexuality, race, religion or politics.~~

9 At the first board meeting which is held after receipt of an application for membership, the board shall review the application to determine whether the applicant fulfils the qualifications for membership set out in article 7.

9.1 If, on the basis of the review, the applicant fulfils the qualifications for membership, the board shall admit the applicant to membership; and, within a reasonable time after the meeting, shall notify the applicant of the outcome of the application

Reason: this would allow applications to be considered and progressed for the acquisition of property by Community Asset Transfer from the Council.

Mike Davies

Chair/Director