

**THE COMPANIES ACT 2006**

**WRITTEN RESOLUTION**

**- of -**

**Moniack Mhor Limited (the "Company")**

**Company Number: SC131468**

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

**CHANGE OF ARTICLES OF ASSOCIATION**

At an annual general meeting of the Company, duly convened and held at Moniack Mhor Writers Centre, Teavarran, Kiltarlity IV4 7HT, on 26 March 2019, the following resolution was duly passed as a special resolution.

**SPECIAL RESOLUTION**

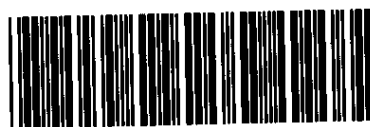
**THAT** the articles of association contained in the document attached to this Resolution and initialled for the purposes of identification be and hereby are approved and adopted as the new articles of association of the Company (the "**New Articles**") in substitution for and to the entire exclusion of the existing articles of association.



[Nicky Guthrie, Director/Chair of Board]

Director/Chair of Board

TUESDAY



\*S8GLEZJE\*  
SCT 22/10/2019 #382  
COMPANIES HOUSE

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES of ASSOCIATION**  
**of**  
**MONIACK MHOR LIMITED**  
**SC131468**  
**(as adopted at the Annual General Meeting on 26 March 2019)**

**THE COMPANIES ACT 2006****COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL****ARTICLES of ASSOCIATION****of****MONIACK MHOR LIMITED  
SC131468****("the company")****Constitution of company**

- 1 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company.

**Defined terms**

- 2 In these articles of association, unless the context requires otherwise:
  - 2.1 "2005 Act" means the Charities and Trustee Investment (Scotland) Act 2005;
  - 2.2 "Act" means the Companies Act 2006;
  - 2.3 "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the 2005 Act or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
  - 2.4 "charitable purpose" means a charitable purpose under section 7 of the 2005 Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
  - 2.5 "electronic form" has the meaning given in section 1168 of the Act;
  - 2.6 "OSCR" means the Office of the Scottish Charity Regulator; and
  - 2.7 "property" means any property, heritable or moveable, real or personal, wherever situated.
- 3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

## **Objects**

- 4 As Scotland's National Writing Centre, the company's objects are to advance education and the arts, and to foster, develop and promote all forms of writing and literature in English, Gaelic and Scots to the diverse public of Scotland and those from further afield by:
- 4.1 providing high quality residential and non-residential courses in a variety of writing disciplines tutored by well-established writers and practitioners;
  - 4.2 maintaining the physical presence of a fit-for-purpose residential facility at Moniac Mhòr Limited in the Scottish Highlands;
  - 4.3 offering a wide range of public workshops, tutorials, readings and other activities as appropriate;
  - 4.4 offering a wide range of opportunities aimed specifically at young people;
  - 4.5 increasing participation from individuals from vulnerable and hard to reach groups;
  - 4.6 promoting the diversity of Scottish Literature in all its forms;
  - 4.7 working closely with partner organisations to share expertise, provide a full range of facilities and to further encourage the development of literature in Scotland;
  - 4.8 assisting, by the provision of expertise, finance or other mechanisms, individuals, groups or organisations engaged in activities which are deemed to be within the objects of the company;
  - 4.9 procuring and providing information and advice through publications, events, etc, and assisting others in so doing; and
  - 4.10 undertaking any other such activities that are deemed relevant and appropriate by the directors in order to further the company's objects.
- 5 The company's objects are restricted to those set out in article 4 (but subject to article 6).
- 6 The company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the company's objects in article 4; on any occasion when it does so, it must give notice to the Registrar of Companies and the amendment will not be effective until that notice is registered on the Register of Companies.

## **Powers**

- 7 The company may carry out any activity and do all such lawful things as may further the company's objects and, in particular but without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

**Restrictions on use of the company's assets****8 Subject to article 9:**

- 8.1 the income and property of the company shall be applied solely towards promoting the company's objects (as set out in article 4);
- 8.2 no part of the income or property of the company shall be paid or transferred (directly or indirectly) to the Board, whether by way of dividend, bonus or otherwise;
- 8.3 no director of the company shall be appointed as a paid employee of the company and no director shall hold any office under the company for which a salary or fee is payable; and
- 8.4 no benefit (whether in money or in kind) shall be given by the company to any director except:
  - 8.4.1 repayment of out-of-pocket expenses; or
  - 8.4.2 reasonable payment in return for particular services (not being of a management nature) actually rendered to the company, subject to the relevant provisions of the 2005 Act.
- 8.5 The company shall, notwithstanding the provisions of article 8, be entitled:
  - 8.5.1 to pay a rent not exceeding the market rent for premises let to the company by any director of the company; and
  - 8.5.2 to make any transfer or payment to a director where such transfer or payment is made in direct furtherance of the purposes of the company.

**General structure**

- 9 The structure of the company consists of the directors who are also the company's only members and comprise the Board. The Board have important powers under the constitution, take decisions on changes to the constitution itself, hold regular meetings, and generally control the activities of the company. Without prejudice to the generality of the foregoing, the Board is responsible for monitoring and controlling the financial position of the company.
- 10 The individuals making up the Board are referred to in these articles as directors.

**Liability of Directors**

- 11 Each director undertakes that if the company is wound up while he/she is a director (or within one year after he/she ceases to be a director, he/she will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:
  - 11.1 payment of the company's debts and liabilities contracted before he/she ceases to be a director;

11.2 payment of the costs, charges and expenses of winding up; and

11.3 adjustment of the rights of the contributories among themselves.

- 12 The directors have certain legal duties under the Act and the 2005 Act; and article 12 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

#### **Qualifications for Directorship**

- 13 Employees of the company shall not be eligible for directorship.
- 14 A person will not be eligible for appointment to the Board if he/she is not eligible, or disqualified, by law from being a director or charity trustee.

#### **Number of Directors**

- 15 The minimum number of directors shall be 4 and the maximum number shall be 15.

#### **Application for directorship**

- 16 Any person who wishes to become a director must sign, and lodge with the company, a written application. The Board may, at their discretion, dispense with the need for a written application where director are being re-appointed under article 21.
- 17 The Board shall consider each application at the first Board meeting which is held after receipt of the application and the Board will, within a reasonable time after the meeting, notify the applicant of their decision on the application. There will be no discrimination on grounds of age, disability, gender, including gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sexual orientation, political or other opinion.
- 18 If an application has been refused, an appeal may be made in writing to the Board, who shall consider the appeal at its next meeting after the appeal is received, and who shall respond in writing to the applicant within 21 days of the meeting. The decision on such appeals is final.

#### **Directors' subscription**

- 19 No subscription shall be payable.

#### **Register of Directors**

- 20 The directors shall maintain a register of directors, setting out the full name and address of each director, the date on which he/she was admitted to directorship, and the date on which any person ceased to be a director.

#### **Term of office for Directors**

- 21 Notwithstanding the date of his/her appointment, each director shall cease to hold office at his/her third annual general meeting of the company. Directors shall be eligible to apply for re-appointment for any number of consecutive terms not exceeding three years.

**Withdrawal from directorship**

- 22 Any person who wishes to withdraw from directorship shall sign, and lodge with the company, a written notice to that effect. On receipt of the notice by the company, he/she shall cease to be a director, unless after the resignation there would be fewer than two directors remaining in office.

**Termination of directorship**

- 23 A director shall automatically cease to be a director if:
- 23.1 he/she ceases to be a director through the operation of any provision of the Act or the 2005 Act, or becomes prohibited by law from being a director or a charity trustee;
  - 23.2 he/she enters into an arrangement with his/her creditors or becomes apparently insolvent;
  - 23.3 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;
  - 23.4 he/she dies;
  - 23.5 he/she becomes an employee of the company;
  - 23.6 he/she resigns office by notice to the company in accordance with article 22;
  - 23.7 he/she is removed from office by resolution of the Board on the grounds that he/she is considered to have committed a material breach of the code of conduct for directors (as referred to in articles 37.6 and 37.7) and/or on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the 2005 Act and the directors resolve to remove him/her from office;
  - 23.8 he/she is absent (without permission of the directors) from more than three consecutive Board meetings, and the directors resolve to remove him/her from office;
  - 23.9 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act; or
  - 23.10 he/she is removed from office for any other reason by resolution of the Board.

**Transfer of directorship**

- 24 Directorship may not be transferred to another person.

**Office bearers**

- 25 The directors may elect from among themselves, a chair, a secretary, a treasurer or other such office bearers as they consider appropriate.
- 26 The office bearers shall cease to hold office at each annual general meeting but shall then be eligible for re-election.

#### **Powers of the Board**

- 27 Subject to the provisions of the Act and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.
- 28 A Board meeting at which a quorum is present may exercise all powers exercisable by the directors.

#### **Delegation to sub-committees**

- 29 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.
- 30 Any delegation of powers under article 29 may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 31 The rules of procedure for any sub-committee shall be as prescribed by the Board.

#### **Conduct of Directors**

- 32 Each of the directors shall, in exercising his/her functions as a director of the company, act in the interests of the company; and, in particular, must:
- 32.1 seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects;
  - 32.2 promote the success of the company;
  - 32.3 exercise independent judgement; act with the due care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 32.5 in circumstances giving rise to the possibility of a conflict of interest between the company and any other party:
    - 32.5.1 put the interests of the company before that of the other party, in taking decisions as a director; and
    - 32.5.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question.



32.6 Each director shall comply with the code of conduct (incorporating any rules on conflict of interest) prescribed by the Board from time to time.

32.7 The code of conduct shall be supplemental to the provisions in these articles relating to director's conduct and as prescribed by law.

#### **Personal interests**

33 The directors shall maintain a register of interests for the directors.

34 A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into must declare that interest at a meeting of the directors. He/she will be debarred from voting on the question of whether or not the company should enter into that arrangement.

35 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of the Act), has a personal interest in that arrangement, or otherwise is 'connected' to that director as defined in the 2005 Act.

36 Provided:

36.1 he/she has declared his/her interest; and

36.2 he/she has not voted on the question of whether or not the company should enter into the relevant arrangement

a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

37 Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then:

37.1 the maximum amount of the remuneration shall be specified in a written agreement and must be reasonable;

37.2 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);

37.3 fewer than half of the directors may be receiving remuneration from the company (or benefit from remuneration of that nature), and

37.4 the company shall comply with the relevant terms of the 2005 Act.

#### **Procedure at Board meetings**

38 Any director may call a Board meeting or request the secretary to call a Board meeting.

general meeting, providing proper notice of the meeting has been given in accordance with articles 51 to 55.

### **Written resolutions**

- 59 A resolution agreed to in writing (including by e-mail) by all the directors will be as valid as if it had been passed at a general or Board meeting. The date of the resolution will be taken to be the date on which the last director agreed to it and it must be unanimous.

### **Procedure at general meetings**

- 60 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for meetings shall be at least four of the individuals entitled to vote (each being a director or a proxy for a director).
- 61 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- 62 The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 63 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
- 64 Every director shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
- 65 If a director is unable to attend any general meeting, they may attend the meeting remotely by telephone, video link, Skype, and other internet VOIP or teleconferencing mechanisms.
- 66 Any director who wishes to appoint a proxy to vote on his/her behalf at any general meeting (or adjourned general meeting):
- 66.1 shall lodge with the company, at the company's registered office or such address as may be specified in the notice of the general meeting, a written instrument of proxy (in such form as the directors require), signed by him/her; or
  - 66.2 shall send by electronic means to the company, at such electronic address as may have been notified to the directors by the company for that purpose, an instrument of proxy (in such form as the directors require);
- providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).

- 67 An instrument of proxy which does not conform with the provisions of article 66, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 68 A director shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 69 A proxy appointed to attend and vote at any meeting instead of a director shall have the same right as the director who appointed him/her to speak at the meeting and must already be a director of the company.
- 70 The termination of a proxy's authority by the director appointing him does not invalidate the vote given or ballot demanded, unless the company receives notice of the termination before the commencement of the meeting or adjourned meeting. Such notice should be received by the company at the company's registered office or such address as may be specified in the notice of the general meeting (or, where sent by electronic means, was received by the company at the address notified by the company to the directors for the purpose of electronic communications).
- 71 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
- 72 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as directors or proxies for directors)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- 73 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

#### **Minutes**

- 74 The directors shall ensure that minutes are made of all proceedings at general meetings, Board meetings and meetings of committees. A minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

#### **Accounting records and annual accounts**

- 75 The directors must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 76 The directors must prepare an annual statement of account, complying with all relevant statutory requirements; which includes deciding the correct format of the accounts, and the appropriate external scrutiny requirement by either a registered auditor or an appropriately qualified independent examiner.

#### **Dissolution and wind-up of the company**

- 77 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the directors of the company but shall instead be transferred to some other charity or charities (whether incorporated

- 39 Questions and resolutions arising at a Board meeting shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- 40 No business shall be dealt with at a Board meeting unless a quorum is present; the quorum for Board meetings shall be at least four of the directors.
- 41 If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 42 Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every Board meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 43 A director may participate in a Board meeting or a meeting of a committee of directors by means of a telephone, video link, Skype or other internet VOIP or teleconferencing mechanisms whereby all the directors participating in the meeting can hear each other. A director participating in a meeting in this manner shall be deemed to be present in person at the meeting.
- 44 In any meeting where a director presents themselves by means of telephone, Skype etc, and is excluded by loss of signal, and no alternative form of communication is available, the meeting should immediately be abandoned, unless it is deemed acceptable by the excluded director for it to continue in his/her absence.
- 45 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote, e.g. if there is a conflict of interest.

### **General Meetings**

- 46 The directors may convene an annual general meeting in each year.
- 47 Not more than 15 months shall elapse between one annual general meeting and the next.
- 48 The business of each annual general meeting should include:
- 48.1 a report by the chair on the activities of the company;
  - 48.2 consideration of the annual accounts of the company;
  - 48.3 a review of the current Board members; and
  - 48.4 any proposed resolutions.
  - 48.5 For avoidance of doubt, constitutional matters must be proposed as resolutions.
- 49 The directors may convene a general meeting at any time.
- 50 The directors must convene a general meeting if there is a valid requisition by directors (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

### **Notice of general meetings**

- 51 At least 14 clear days' notice must be given of general meetings.
- 52 The reference to "clear days" in article 51 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
- 53 A notice calling a meeting shall specify the date, time and place of the meeting. It shall:
- 53.1 indicate the general nature of the business to be dealt with at the meeting; and
  - 53.2 if a special resolution (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
- 54 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting. Any other meeting shall be called a general meeting.
- 55 Notice of every general meeting shall be given:
- 55.1 in writing or, (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
  - 55.2 (subject to the company notifying directors of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.

### **Special resolutions and ordinary resolutions**

- 56 For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 51 to 55; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or directors absent from the meeting.
- 57 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution:
- 57.1 to alter its name;
  - 57.2 to alter any provision of these articles or adopt new articles of association; and
  - 57.3 to voluntarily wind up the company;
- subject to compliance with the relevant provisions of the 2005 Act.
- 58 For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at a

or unincorporated) or other asset locked body whose objects are altogether or in part similar to the objects of the company.

- 78 The charity or charities or asset locked body to which property is transferred under article 77 shall be determined by the directors of the company at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at that time.
- 79 To the extent that effect cannot be given to the provisions of articles 77 and 78, the relevant property shall be applied to some other charitable purpose or purposes.

#### **Indemnity**

- 80 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act and the relevant sections of the 2005 Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act and the relevant sections of the 2005 Act ), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.
- 81 The company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).