FILE COPY

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company No. 401007

The Registrar of Companies for Scotland hereby certifies that

DESTINATION SKYE AND LOCHALSH LTD

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in Scotland

Given at Companies House on **6th June 2011**

NSC4010073

Companies House
— for the record —

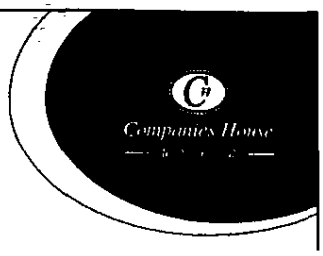
REGISTRAR OF COMPANIES FOR SCOTLAND

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

In accordance with Section 9 of the Companies Act 2006.

IN01

Application to register a company



A fee is payable with this form.
Please see 'How to pay' on the last page.

✓ **What this form is for**
You may use this form to register a private or public company.

✗ **What this form is NOT for**
You cannot use this form to regi a limited liability partnership. To this, please use form LL IN01.

SATURDAY

STWUHUPB
SCT 04/06/2011 944
COMPANIES HOUSE

SURKBU24
SCT 12/05/2011 1262
COMPANIES HOUSE

Part 1 Company details

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

A1 Company details

Please show the proposed company name below.

Proposed company name in full ❶: Destination Skye and Lochalsh Ltd

For official use: SC401007

❶ **Duplicate names**
Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information is available at: www.companieshouse.gov.uk

A2 Company name restrictions ❷

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response.

❷ **Company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in guidance available on our website: www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ❸

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', Cyfyngedig' or permitted alternative.

☐ I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

❸ **Name ending exemption**
Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this.
For more details, please go to our website: www.companieshouse.gov.uk

A4 Company type ❹

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked):

- ☐ Public limited by shares
- ☐ Private limited by shares
- ☑ Private limited by guarantee
- ☐ Private unlimited with share capital
- ☐ Private unlimited without share capital

❹ **Company type**
If you are unsure of your company's type, please go to our website: www.companieshouse.gov.uk

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A5 Situation of registered office ❶

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☐ England and Wales
- ☐ Wales
- ☑ Scotland
- ☐ Northern Ireland

❶ Registered office
Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.

A6 Registered office address ❷

Please give the registered office address of your company.

Building name/number	6
Street	COULINDOUNE
	GLENELG
Post town	KYLE
County/Region	ROSS - SHIRE
Postcode	IV40 8JU

❷ Registered office address
You must ensure that the address shown in this section is consistent with the situation indicated in section A5.

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.

A7 Articles of association ❸

Please choose one option only and tick one box only.

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only **one** box.

- ☐ Private limited by shares
- ☐ Private limited by guarantee
- ☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only **one** box.

- ☐ Private limited by shares
- ☐ Private limited by guarantee
- ☐ Public company

Option 3

- ☑ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.

❸ For details of which company type can adopt which model articles, please go to our website: www.companieshouse.gov.uk

A8 Restricted company articles ❹

Please tick the box below if the company's articles are restricted.

☐

❹ **Restricted company articles**
Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: www.companieshouse.gov.uk

Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary

B1 Secretary appointments ❶

Please use this section to list all the secretary appointments taken on formation. **For a corporate secretary, complete Sections C1-C5.**

Title*	
Full forename(s)	
Surname	
Former name(s) ❷	

❶ Corporate appointments
For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

❷ Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2 Secretary's service address ❸

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❸ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3 Signature ❹

I consent to act as secretary of the proposed company named in **Section A1**.

Signature

Signature
X X

❹ Signature
The person named above consents to act as secretary of the proposed company.

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Application to register a company

Corporate secretary

C1 Corporate secretary appointments ❶

Please use this section to list all the corporate secretary appointments taken on formation.

Name of corporate body/firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ Additional appointments
If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.

Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section C3 only**
→ **No** Complete **Section C4 only**

C3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/ firm is registered ❸	
Registration number	

❷ EEA
A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

C4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ❹	
Registration number	

❹ Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

C5 Signature ❺

I consent to act as secretary of the proposed company named in **Section A1**.

Signature

X X

❺ Signature
The person named above consents to act as corporate secretary of the proposed company.

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Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation. **For a corporate director, complete Sections E1-E5.**

Title*	MR
Full forename(s)	CLIVE
Surname	PEARSON
Former name(s) ❷	
Country/State of residence ❸	UK
Nationality	BRITISH
Date of birth	d 2 1 m 0 4 y 1 9 5 0
Business occupation (if any) ❹	

❶ Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

❷ Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

❸ Country/State of residence
This is in respect of your usual residential address as stated in section D4

❹ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ❺

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4**.

Building name/number	THE COMPANYS REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

❺ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3 Signature ❻

I consent to act as director of the proposed company named in **Section A1**.

Signature

Signature
X X

❻ Signature
The person named above consents to act as director of the proposed company.

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Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation. **For a corporate director, complete Sections E1-E5.**

Title*	MR.
Full forename(s)	ALLAN MACDONALD MUNRO
Surname	BEATON.
Former name(s) ❷	
Country/State of residence ❸	UK.
Nationality	BRITISH.
Date of birth	d 21 d m 10 m y 1 y 9 y 3 y 1.
Business occupation (if any) ❹	RETIRED

❶ Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

❷ Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

❸ Country/State of residence
This is in respect of your usual residential address as stated in Section D4

❹ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ❺

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4.**

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

❺ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3 Signature ❻

I consent to act as director of the proposed company named in **Section A1.**

Signature

Signature
X Allan Beaton. X

❻ Signature
The person named above consents to act as director of the proposed company.

IN01
Application to register a company

Corporate director

E1 Corporate director appointments ❶

Please use this section to list all the corporate directors taken on formation.

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **Additional appointments**
If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.

Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section E3 only**
→ **No** Complete **Section E4 only**

E3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered ❸

Registration number

❷ **EEA**
A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ❹

If applicable, the registration number

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

E5 Signature ❺

I consent to act as director of the proposed company named in **Section A1.**

Signature

Signature
X X

❺ **Signature**
The person named above consents to act as corporate director of the proposed company.

Part 3 Statement of capital

Does your company have share capital?

→ **Yes** Complete the sections below.

→ **No** Go to **Part 4 (Statement of guarantee).**

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling.
If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
		Totals		£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency.

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares	
Total aggregate nominal value ❹	

❹ **Total aggregate nominal value**
Please list total aggregate values in different currencies separately. For example: £100 + €100 + $10 etc.

❶ Including both the nominal value and any share premium.

❷ Total number of issued shares in this class.

❸ Number of shares issued multiplied by nominal value of each share.

Continuation Pages
Please use a Statement of Capital continuation page if necessary.

F4 Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1** and **F2**.

Class of share	
Prescribed particulars ❶	

❶ Prescribed particulars of rights attached to shares

The particulars are:

a. particulars of any voting rights, including rights that arise only in certain circumstances;
b. particulars of any rights, as respects dividends, to participate in a distribution;
c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation pages
Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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Application to register a company

Class of share	
Prescribed particulars ❶	

❶ Prescribed particulars of rights attached to shares

The particulars are:

a. particulars of any voting rights, including rights that arise only in certain circumstances;
b. particulars of any rights, as respects dividends, to participate in a distribution;
c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation pages
Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

F5 Initial shareholdings

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings
Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below.

→ **No** Go to **Part 5** (Statement of compliance).

G1 Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

❶ Name
Please use capital letters.

❷ Address
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

❸ Amount guaranteed
Any valid currency is permitted.

Continuation pages
Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) ❶	CLIVE
Surname ❶	PEARSON
Address ❷	6 COULINDOUNE GLENELG KYLE
Postcode	IV40 8JU
Amount guaranteed ❸	£1.00

Subscriber's details

Forename(s) ❶	ELIZABETH ANNE
Surname ❶	GRACIE
Address ❷	DUISDALE HOUSE HOTEL SLEAT, SKYE
Postcode	IV43 8QW.
Amount guaranteed ❸	£1.00

Subscriber's details

Forename(s) ❶	ALLAN MACDONALD MUNRO
Surname ❶	BEATON.
Address ❷	LOCHBAY HOUSE, STEIN, WATERNISH, ISLE OF SKYE
Postcode	IV55 8GA.
Amount guaranteed ❸	£1-00

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Application to register a company

	Subscriber's details
Forename(s) ❶	MARGARET VERA
Surname ❶	ARBLOTT
Address ❷	SOLUIS MU THUATH
	BRAEINTRA BY ACHMORE
Postcode	IV53 8UP
Amount guaranteed ❸	£1.00
	Subscriber's details
Forename(s) ❶	NEIL ROBERT
Surname ❶	COLQUHOUN
Address ❷	GRESHORNISH HOUSE
	EDINBANE
Postcode	IV51 9PN
Amount guaranteed ❸	£1.00
	Subscriber's details
Forename(s) ❶	SANDRA WALLACE
Surname ❶	HUTTON
Address ❷	SGURRMORLODGE, BALMACARA
	KYLE OF LOCHALSH, ROSS-SHIRE
Postcode	IV40 8DH
Amount guaranteed ❸	£1.00
	Subscriber's details
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
	Subscriber's details
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

❶ **Name**
Please use capital letters.

❷ **Address**
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

❸ **Amount guaranteed**
Any valid currency is permitted.

Continuation pages
Please use a 'Subscribers' continuation page if necessary.

Part 5 Statement of compliance

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

→ **No** Go to **Section H1** (Statement of compliance delivered by the subscribers).
→ **Yes** Go to **Section H2** (Statement of compliance delivered by an agent).

H1 Statement of compliance delivered by the subscribers ❶

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

❶ **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance.

Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X Margaret Ascott X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

Subscriber's signature	Signature X X	**Continuation pages** Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.
Subscriber's signature	Signature X X	
Subscriber's signature	Signature X X	
Subscriber's signature	Signature X X	

H2 Statement of compliance delivered by an agent

	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.
Agent's name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.
Agent's signature	Signature X X

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Application to register a company

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

Address

Post town

County/Region

Postcode

Country

DX

Telephone

Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- ☐ At the registered office address (Given in Section A6).
- ☐ At the agents address (Given in Section H2).

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

How to pay

A fee is payable on this form.
Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: www.companieshouse.gov.uk

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Section 243 exemption
If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk
or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of DESTINATION SKYE AND LOCHALSH LTD

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber	*Authentication by each subscriber*
CLIVE PEARSON	13/05/11
ELIZABETH ANNE GRACIE	Elizabeth Anne Gracie 19/5/11
ALLAN MACDONALD MUNRO BEATON	18/5/11
MARGARET VERA ARSCOTT	Margaret Arscott 19/5/11
NEIL ROBERT COLQUHOUN	19/05/11
SANDRA WALLACE HUTTON	26/5/11

Dated 28/05/11

Company limited by guarantee (large membership)

The Companies Act 1985 2006

Company Limited by Guarantee
and not having a share capital

Articles of Association

of

Destination Skye and Lochalsh Ltd

TABLE OF CONTENTS

PART ONE: DEFINITIONS AND INTERPRETATION

1 DEFINITIONS

In these Articles the following terms shall have the following meanings

Term	Meaning
"1985 Act"	The Companies Act 1985
"2004 Act"	The Companies (Audit Investigations and Community Enterprise) Act 2004
"address"	In relation to electronic communications includes any number or address used for the purpose of such communications
"Articles"	The Company's Articles of Association
"Chair"	The meaning given in article 16
"Charity"	(Except in the phrase "Scottish Charity") the meaning given by Section 96 of the Charities Act 1993
"clear days"	In relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"Company"	**Destination Skye and Lochalsh Ltd**
"Director"	A director of the Company, including any person occupying the position of director by whatever named called
"Directors' functions"	The meaning given in Article 4(1)
"electronic communication"	the meaning given in the Electronic Communications Act 2000
"in writing"	written printed or transmitted writing including by electronic communication
"majority decision"	the meaning given in article 11
"Members"	the members of the Company as defined in the 1985 Act
"Memorandum"	the Company's Memorandum of Association
"Regulations"	the Community Interest Company Regulations 2005

"relevant quorum"	the meaning given in article 15(1)
"remuneration"	any reasonable payment or benefit received, or to be received, by a Director or employee of the Company in consideration for that Director's or employee's services to the Company, and any arrangement in connection with the payment of a pension, allowance or gratuity to or in respect of any person who is to be, is, or has been a Director or employee of the Company or any of its predecessors in business
"subsidiary"	the meaning given in section 736 of the Companies Act 1985
"unanimous decision"	the meaning given in article 10.

2 INTERPRETATION

(1) Unless the context requires otherwise, words or expressions defined in:

(a) the 1985 Act,

(b) the 2004 Act, or

(c) the Regulations, have the same meaning in the Articles.

(2) Without prejudice to the generality of paragraph (1):

(a) **"financial year"** has the meaning given in section 223 of the 1985 Act; and

(b) **"transfer"** includes every description of disposition, payment, release or distribution and the creation or extinction of an estate or interest in, or right over, any property, or, in Scotland, a right, title or interest in or over any property.

(3) Unless the context requires otherwise, all references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.

(4) Unless the context requires otherwise, words in singular include the plural and words in plural include the singular.

(5) All headings and explanatory notes are included for convenience only: they do not form part of the Articles, and shall not be used in the interpretation of the Articles.

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PART TWO: DIRECTORS FUNCTIONS

3 DIRECTORS' GENERAL AUTHORITY TO MANAGE THE COMPANY

(1) The Directors' functions are:

(a) to manage the Company's business; and

(b) to exercise all the powers of the Company for any purpose connected with the Company's business

(2) The Directors may delegate their functions in accordance with the Articles.

4 LIMITS ON DIRECTORS' FUNCTIONS

(1) The Members may, by special resolution:

(a) alter the scope of the Directors' functions; or

(b) require the Directors to act in a specified manner.

(2) No special resolution passed under paragraph (2) shall have retrospective effect.

5 DIRECTORS' GENERAL AUTHORITY TO DELEGATE FUNCTIONS

(1) Subject to the Articles, the Directors may delegate any of their functions to any person they think fit.

(2) The Directors must not delegate to any person who is not a Director any decision connected with:

(a) the taking of decisions by Directors; or

(b) the appointment of a Director or the termination of a Director's appointment.

(3) Any delegation under paragraph (1) may authorise further delegation of the Directors' functions by any person to whom they are delegated.

6 COMMITTEES OF DIRECTORS

(1) Two or more Directors are a "committee" if the Directors have:

(a) delegated any of the Directors' functions to them; and

(b) indicated that they should act together in relation to that function.

(2) The provisions of the Articles about how the Directors take decisions shall apply, as far as possible, to the taking of decisions by committees.

PART THREE: DECISION-MAKING BY DIRECTORS

7 SCOPE OF RULES

(1) References in the Articles to decisions of the Directors are to decisions of Directors which are connected with their functions.

(3) Except where the Articles expressly provide otherwise provisions of the Articles about how the Directors take decisions do not apply:

(a) when the Company only has one Director; or

(b) to decisions delegated to a single Director.

8 DIRECTORS TO TAKE DECISIONS COLLECTIVELY

Any decision, which the Directors take, must be either a unanimous decision or a majority decision.

9 UNANIMOUS DECISIONS

(1) The Directors take a unanimous decision when they all indicate to each other that they share a common view on a matter.

(2) A unanimous decision needs not be taken at a meeting of Directors, or involve any discussion between Directors.

10 MAJORITY DECISIONS

(1) The Directors take a majority decision if:

(a) every Director has been made aware of a matter to be decided by the Directors;

(b) all the Directors who indicate that they wish to discuss or vote on the matter have had a reasonable opportunity to communicate their views on it to each other; and

(c) a majority of those Directors vote in favour of a particular conclusion on that matter at a meeting of Directors.

(2) Paragraph (1)(a) does not require communication with any Director with whom it is not practicable to communicate, having regard to the urgency and importance of the matter to be decided.

11 MEETINGS OF DIRECTORS

(1) Any Director may call a meeting of Directors.

(2) Every Director must be given reasonable notice of a meeting of Directors.

(3) Paragraph (2) does not require notice to be given:

(a) in writing; or

(b) to Directors to whom it is not practicable to give notice, having regard to the urgency and importance of the matter to be decided, or who have waived their entitlement to notice.

(4) Directors participating in a meeting of Directors:

(a) must participate at the same time, but may be in different places; and

(b) may communicate with each other by any means.

(5) Questions arising at a meeting of Directors shall be decided by majority of votes; in case of an equality of votes, the Chair shall have a second or casting vote.

(6) A Director who is an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.

(7) Except as provided by paragraphs (5) and (6), in all proceedings of Directors each Director must not have more that one vote.

12 CONFLICTS OF INTEREST

(1) In this article, a "relevant interest" is:

(a) any interest which a Director has in; or

(b) any duty which a Director owes to a person other than the Company in respect of,

an actual or proposed transaction or arrangement with the Company.

(2) For the purpose of paragraph (1)(a), a Director shall be deemed to have an interest in a transaction or arrangement if:

(a) the Director or any partner or other close relative of the Director has an actual or potential financial interest in that transaction or arrangement;

(b) any person specified in paragraph (2)(a) is a partner in a firm or limited partnership, or a director of or a substantial shareholder in any Company, which has an actual or potential commercial interest in that transaction or arrangement; or

(c) any other person who is deemed to be connected with that Director for the purposes of section 317 of the 1985 Act has a personal interest in that transaction or arrangement.

(3) Subject to paragraph (8)(b), a Director who has a relevant interest must disclose the nature and extent of that interest to the other Directors.

(4) Subject to paragraph 5 and (6), when the Directors take a majority decision on any matter relating to a transaction or arrangement in which a Director has a relevant interest:

(a) no Director who has such a relevant interest may vote on that matter; and

(b) for the purpose of determining whether a relevant quorum is present, or whether a majority decision has been taken in relation to that matter, such a Director's participation in the decision-making process shall be ignored.

(5) Paragraph (4) does not apply:

(a) if the Director's interest cannot reasonably be regarded as giving rise to any real possibility of a conflict between the interests of the Director and the Company; or

(b) if the Director's interest only because the Director has given, or has been given, a guarantee, security or indemnity in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries.

(6) The Members may by ordinary resolution decide to disapply paragraph (4), either in relation to majority decisions generally or in relation to a particular decision.

(7) Subject to the 1985 Act, if a Director complies with paragraph (3):

(a) that Director:

(i) may be a party to, or otherwise interested in, the transaction or arrangement in which that Director has a relevant interest; and

(ii) shall not by reason of being a Director, be accountable to the Company for any benefit derived from that transaction or arrangement; and

(b) the transaction or arrangement in which that Director has a relevant interest shall not be liable to be treated as void as a result of that interest.

(8) For the purposes of paragraph (3):

(a) a general notice given to the Directors that a Director is to be regarded as having a specified interest in any transaction or arrangement shall be deemed to be a disclosure that the Director has an interest in any such transaction or arrangement of the nature and extent so specified; and

(b) any interest of which a director has no knowledge, and could not reasonably be expected to have knowledge, shall be disregarded.

13 RECORDS TO BE KEPT

(1) The Directors are responsible for ensuring that the Company keeps a record in writing, of

(a) every unanimous or majority decision taken by the directors; and

(b) every declaration by a Director of an interest in an actual or proposed transaction with the Company.

(2) Any record kept under paragraph (1) must be kept:

(a) for at least ten years from the date of the decision or declaration recorded in it;

(b) together with such other such records; and

(c) in such a way that it is easy to distinguish such records from the Company's other records.

14 SPECIFIED NUMBER OF DIRECTORS FOR MAJORITY DECISIONS

(1) Subject to paragraph (2), no majority decision shall be taken at a meeting of the Directors unless half (the "relevant quorum") participate in the meeting and are entitled to vote on the matter on which a majority decision is taken.

(2) If the Company has one or more Directors, but the total number of Directors is less than the relevant quorum, a meeting of Directors may take a majority decision:

(a) to appoint further directors; or

(b) that will enable the Members to appoint further Directors.

15 CHAIRING OF MEETINGS OF DIRECTORS

(1) The directors shall appoint a Director to chair all meetings of Directors.

(2) If the person appointed under paragraph (1) is for any reason unable or unwilling to chair a particular meeting, the Directors shall appoint another Director to chair that process.

(3) The Directors may terminate an appointment made under paragraph (1) or paragraph (2) at any time.

(4) A Director appointed under this article shall be know as the Chair for as long as such appointment lasts.

16 DIRECTORS' DISCRETION TO MAKE FURTHER RULES

(1) Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions.

(2) The Directors must ensure that any rule which they make about how they take decisions is communicated to all persons who are Directors while that rule remains in force.

17 DEFECT IN APPOINTMENT

(1) This article applies if:

(a) a decision is taken by the Directors, or a committee of the Directors, or a person acting as a Director; and

(b) it is subsequently discovered that a person who, acting as a Director, took, or participated in taking, that decision:

(i) was not validly appointed as a Director

(ii) had ceased to hold office as a Director at the time of the decision.

(iii) was not entitled to take that decision; or

(iv) should, in consequence of a conflict of interests, not have voted in the process by which that decision was taken.

(2) Where this article applies:

(a) the discovery of any defect of the kind specified in paragraph (1)(b) shall not invalidate any decision which has been taken by, or with the participation of, the person in relation to whom that defect existed; and

(b) any such decision shall be as valid as if no such defect existed in relation to any person who took it or participated in taking it.

PART FOUR: DIRECTORS' APPOINTMENT AND TERMS OF SERVICE

18 NUMBER OF DIRECTORS

The maximum and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination, the maximum number of directors shall be nine and the minimum number of directors shall be three.

19 ELIGIBILITY TO BE A DIRECTOR

(1) A person shall not be a Director unless that person:

(a) is a Member and (if that person is an individual) is willing to serve as a Director and has attained the age of 18 years; and

(b) is elected or appointed as a Director in accordance with the Articles.

(2) No person shall be elected or appointed as a Director in circumstances which, if that person had already been a Director, would have resulted in that person ceasing to be a Director under the articles.

20 METHODS OF APPOINTING DIRECTORS

(1) The first Directors shall be the persons named in the form 10 upon incorporation.

(2) Thereafter, Directors may be appointed:

(a) by decision of the Directors; or

(b) by ordinary resolution of the Members,

provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors.

(3) No powers to appoint Directors may be given to persons who are not Members which immediately after their exercise could result in the majority of the Directors having been appointed by persons who are not Members.

21 RETIREMENT OF DIRECTORS AND ELECTION AT ANNUAL GENERAL MEETING

(1) At the first annual general meeting all the Directors shall retire from office, and at every subsequent annual general meeting one-third shall retire from office. If only one director is subject to retirement by rotation, that Director shall retire.

(2) Subject to the 1985 Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Director on the same day those to retire shall (unless they otherwise agree among themselves) be decided by lot.

(3) If the members at the meeting at which a Director retires by rotation do not fill the vacancy, the retiring Director shall, if willing to act, be deemed to have been reappointed unless:

(a) at the meeting it is resolved not to fill the vacancy; or

(b) a resolution for the reappointment of the Director is put to the meeting and lost.

(3) A retiring Director who wishes to be considered for re-election shall give notice to the Secretary at least fourteen but not more than thirty-five clear days before the date appointed for the annual general meeting.

(4) A Member other than a retiring Director who wishes to be considered for election as a Director shall give notice to the Secretary at least fourteen but not more than thirty-five clear days before the date appointed for the annual general meeting.

(5) At least seven but not more than twenty-eight clear days before the date appointed for holding an annual general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is eligible for election or re-election as Director and has given notice under paragraph (4) or paragraph (5) (each such person being, for the purposes of this article, a "candidate").

(6) Every notice given under paragraph (4), (5) or (6) shall state those particulars which would be required to be included in the Company's register of Directors if the person to which the notice relates were to be elected a Director.

(7) Subject to paragraph (9), the question whether each such person is to be elected as a Director shall be decided by a separate ordinary resolution of the Members at the annual general meeting.

(8) If:

(a) a number has been fixed by or in accordance with the Articles as the maximum number of Directors (the "relevant maximum"); and

(b) the number of candidates exceeds the relevant maximum less the number of those directors who are not retiring,

the election of directors shall follow the procedure set out in paragraph (10) rather than that set out in paragraph (8).

(10) Where the conditions specified in paragraph (9) are fulfilled:

(a) each member shall be invited to vote on the candidates by ranking them in order of preference on ballot papers which they must sign and return to the Company at or before the annual general meeting in order to cast their votes on the candidates (and ballot papers returned at the annual general meeting must be returned before the time appointed for the return of ballot papers by the chair of the meeting);

(b) the annual general meeting may be adjourned for the counting of votes under paragraph (10)(a) (and, if it is so adjourned, the existing Directors shall continue in office until the outcome of the vote has been determined); and

(c) the candidates elected as Directors shall be those who have been ranked highest in order of preference, taking account of the average of all members votes and

shall be equal in number to the relevant maximum less the number of those Directors who are not retiring.

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(11) If fewer than the minimum number of Directors are elected at an annual general meeting the Directors shall appoint further Directors to fill any vacancy.

22 TERMINATION OF DIRECTORS APPOINTMENT

(1) A person shall cease to be a Director; if

(a) that person ceases to be a Member,

(b) that person ceases to be a Director by virtue of any provision of the 1985 Act, or is prohibited by law from being a Director,

(c) any notice to the Company that that person is resigning or retiring from office as Director takes effect (except that where such resignation or retirement would otherwise lead to the Company having fewer than two Directors, it shall not take effect until sufficient replacement Directors have been appointed),

(d) the Members pass an ordinary resolution removing that person from office,

(e) a contract under which that person is appointed as a Director of, or personally performs services for, the Company or any of its subsidiaries terminates, and the Directors decide that that person should cease to be a Director,

(f) the Directors decide, at a meeting of Directors that that person should be removed from office, but such a decision shall not be taken unless the person in question has been given:

(i) at least 14 clear days notice in writing of the proposal to remove that person from office, specifying the circumstances alleged to justify removal from office; and

(ii) a reasonable opportunity of being heard by or of making representations in writing to, the Directors.

(2) No powers to remove Directors may be given to persons who are not Members which immediately after their exercise could result in either:

(a) the majority of the remaining Directors having been appointed by persons who are not Members; or

(b) the number of Directors removed during the financial year of the Company by persons who are not Members exceeding the number of the remaining Directors,

but this shall not prevent a Director from appointing, or subsequently removing, an alternate director, if permitted to do so by the Articles.

23 DIRECTORS' REMUNERATION AND OTHER TERMS OF SERVICE

(1) Subject to the 1985 Act, and the Articles, and any resolution passed under paragraph (2), the Directors may decide the terms on which a Director is to perform Directors' functions, or otherwise perform any service for the Company or any of its subsidiaries.

(2) Directors will not be employed nor receive remuneration.

PART FIVE: MEMBERS

24 APPOINTMENT OF MEMBERS

(1) The subscribers to the Memorandum are the first Members of the Company and such other persons as agree to become Members of the Company, whose names are entered in the register of Members and who are admitted to membership in accordance with the Articles, shall be Members of the Company.

(2) No person shall be admitted as a Member of the Company unless he, she or it is approved by the Directors.

(3) The directors shall, on such terms and conditions as they require, determine and review from time to time as they see fit:
   (a) the category or categories of membership of the Company
   (b) the amount of membership subscription,
   for any person or persons over the age of 18 years or of any organisation desiring to apply for membership.

(4) Every person or organisation who wishes to become a Member shall execute and deliver to the Company an application for membership in such form (and containing such information) as the Directors require.

(5) Any resolution by the directors to the effect that an applicant is approved for membership shall be deemed to be conditional upon payment by the applicant of the full amount of any such membership subscription determined by the directors, as aforesaid.

(6) The directors shall maintain a Register of Members, which shall be kept at the Registered Office and shall be open to inspection of any person during business hours.

(7) No applicant shall be entered in the Register of Members unless and until any such membership subscription as referred to in paragraph (5), above has been received by the Company

(8) If the directors resolve not to approve an applicant for membership they shall notify the applicant in writing accordingly and return to him/her any remittance lodged under the preceding paragraph (7).

(9) No employee of the Company may become a member of the Company.

(10) **Special Advisors.** Special Advisors may be appointed by the directors on such term and conditions as they consider appropriate. The purpose of Special Advisors is to assist and advise the directors in their deliberations from the Special Advisors particular field of knowledge and expertise such as to enable the directors to respond effectively, direct policy and thereby achieve the objects of the Company.

25 TRANSFER, CESSATION AND TERMINATION OF MEMBERSHIP

(1) Membership is not transferable to anyone else.

(2) A person or persons admitted to Membership shall automatically cease to be such a member if he/she becomes an employee of the Company.

(3) Membership is terminated if;

   (a) the Member dies or ceases to exist;

(b) the Members pass an ordinary resolution expelling the Member;

(c) otherwise in accordance with the Articles.

(4) No resolution shall be passed under paragraph (3) unless the Member has been given:

(a) at least fourteen clear days' notice in writing that it is proposed to expel him, her or it, specifying the circumstances alleged to justify expulsion; and

(b) a reasonable opportunity of being heard by or of making representations to the Members passing the ordinary resolution.

PART SIX: GENERAL MEETINGS (MEETINGS OF MEMBERS)

26 ANNUAL GENERAL MEETING

The Company shall hold an annual general meeting:

(a) within 18 months of the Company's date of incorporation and afterwards once in each calendar year (providing that not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next); and

(b) at such date, time and place as the Directors shall determine.

27 OTHER GENERAL MEETINGS

(1) The Directors may decide to call a general meeting at any time.

(2) The Directors shall call a general meeting on receiving a requisition to that effect in accordance with the 1985 Act.

28 NOTICE

(1) Notice of general meetings shall be given to every Member, the Directors and the Company's auditors (if any).

(2) All general meetings shall be called by at least 21 clear days' notice in writing.

(3) Every notice calling a general meeting shall specify:

(a) the place, date and time of the meeting; and

(b) the general nature of the business to be transacted.

(4) In the case of an annual general meeting, the notice shall specify that the meeting is an annual general meeting.

(5) If a special resolution is to be proposed, the notice shall contain a statement to that effect and set out the text of the special resolution.

29 QUORUM

(1) No business shall be transacted at any meeting unless a quorum is present.

(2) The quorum for a general meeting shall be five Members present in person (or, in the case of a corporate Member, by its duly appointed representative) and entitled to vote on the business to be transacted.

(3) If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned for a minimum of seven days until such time as the Directors determine.

30 CONDUCT OF BUSINESS – GENERAL

(1) The Chair shall preside as chair of the general meeting. In the Chair's absence, the Members shall appoint some other Director, or (if no Director is willing to preside is present) Member to preside.

(2) The chair:

(a) may adjourn the meeting from time to time and from place to place, with the consent of a meeting at which a quorum is present; and
(b) shall do so if so directed by the meeting or in accordance with the Articles.

(3) No business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

(4) When a meeting is adjourned for fourteen days or more, at least seven days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

(5) Except as required by law, all decisions of the Members at a general meeting shall be made by ordinary resolution.

31 VOTING PROCEDURES

(1) Every Member present in person or by proxy (or, in the case of a corporate Member, by its duly authorised representative) shall have one vote.

(2) A person who is not a Member shall not have any right to vote at a general meeting of the Company (except as the proxy or (in the case of a corporate Member) duly authorised representative of a Member).

(3) Paragraphs (1) and (2) are without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.

(4) A declaration by the chair that a resolution has been:

(a) carried;

(b) carried unanimously, or by a particular majority;

(c) lost; or

(d) not carried by a particular majority, and

an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

(5) In the case of an equality of votes, the chair shall be entitled to a casting vote in addition to any other vote he or she may have as a Member.

(6) The proceedings at any general meeting shall not be invalidated by reason of any accidental informality or irregularity (including with regard to the giving of notice) or any want of qualification in any of the persons present or voting.

(7) No objection shall be raised to the qualification of any voter except at the general meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding.

32 MINUTES

(1) The Directors shall cause minutes to be made and kept in writing of all proceedings at general meetings of the Company.

(2) Any such minute, if purported to be signed by the chair of the meeting, or by the chair of the next succeeding general meeting, shall be sufficient evidence of the proceedings.

PART SEVEN: MISCELLANIOUS

33 ACCOUNTS AND REPORTS

(1) The Directors shall comply with the requirements of the 1985 Act and any other applicable law as to keeping financial records, the audit or examinations of accounts and the preparation and transmission to the Registrar of Companies of annual reports and accounts.

(2) Subject to paragraph (3), the Company's statutory books and accounting records shall be open to inspection by the Members during usual business hours.

(3) The Company may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Company may be inspected by Members.

34 NOTICES

(1) Except where the Articles provide otherwise, any notice to be given to or by any person under the Articles shall be in writing to an address for the time being notified for that purpose to the person giving the notice.

(2) The Company may give any notice to any person under the Articles:

(a) in person;

(b) by sending it by post in a prepaid envelope addressed to that person at that person's registered address, or by leaving it at that address;

(c) by fax or by electronic communication to an address provided for that purpose; or

(d) by posting it on a website, where the recipient has been notified of such posting in a manner agreed by that person.

(3) A person present at any meeting shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

(4) Proof that:

(a) an envelope containing notice was properly addressed, prepaid and posted; or

(b) that an electronic communication or fax has been transmitted to the correct address or number,

shall be conclusive evidence that the notice was given.

(5) A notice shall, unless the contrary is proved, be deemed to be given:

(a) at the expiration of 48 hours after the envelope containing it was posted; or

(b) in the case of a notice contained in an electronic communication or fax, at the expiration of 48 hours after the time it was transmitted.

35 INDEMNITY

(1) Subject to the 1985 Act, a Director shall be indemnified out of the Company's assets against any expenses which that Director incurs:

(a) in defending civil proceedings in relation to the affairs of the Company (unless judgement is given against the Director and the judgement is final);

(b) in defending criminal proceedings in relation to the affairs of the Company (unless the Director is convicted and the conviction is final);

(c) in connection with any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company (unless the Court refused to grant the Director relief, and the refusal is final).

(2) Judgement, conviction or refusal of relief becomes final if the period for bringing an appeal or any further appeal has ended and any appeal brought is determined, abandoned or otherwise ceases to have effect.

(3) This article is without prejudice to any other indemnity to which a Director may be entitled.
