

The Companies Acts 1985 & 1989
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION OF
JET COAST DEVELOPMENT TRUST LTD

Interpretations

1. In these Articles:

"the Acts" means the Companies Act 1985 as amended by the Companies Act 1989 and any other amendments from time to time in force.

The Management Committee ("The Board of Directors") means all those persons appointed to perform the duties of Directors of the Company.

"the Area" means the Neighbourhood of Hinderwell District.

"employee" means anyone holding a contract of employment with the Company to perform at least eight hours of work per week for the Company.

"Social Audit" means an annual procedure to plan, monitor and evaluate the activities of The Company.

"Volunteer" means anyone who has been accepted by the Management Committee to become a registered volunteer of the Company

"User of the services" means any person engaged in or benefiting from the any activities under clause 4 of the memorandum of association

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

"the Seal" means the Common Seal of the Company.

"in writing" shall, unless the contract intention appears, be constructed as including references to printing, photocopying and other modes of representing or reproducing words in a visible form.

2. Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include corporate bodies and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act.

Members

3. The first members of the Company shall be Subscribers to the Memorandum of Association.

4. The Board of Directors may at its discretion admit to membership:

- (a) any person who is in agreement with the objects of the Company, without discrimination between persons by reference to wealth, politics, race, religion, sex, previous criminal convictions, or disability; and gender.

- (b) any society, company, local authority or unincorporated association which is in agreement with the objects of the Company;

PROVIDED THAT only persons and organisations shall be admitted who qualify for one of the membership categories specified in Article 8.

- 5. A member which is a corporate body or association shall by resolution of its governing body appoint a deputy, who shall during the continuance of her/his appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the body corporate or association would exercise if it were an individual person. A copy of such resolution, signed by a duly authorised officer, shall be sent to the Secretary.
- 6. Every application for membership shall be considered by the Management Committee at its first meeting after the application was made or as soon afterwards as is practicable.
- 7. Any acceptance of an application for membership shall be by the applicant of the full amount of the annual membership subscription. No applicant shall be entered in the Register of Members unless and until such subscription has been received by the Company, unless the Management Committee decides to waive the subscription in any particular case.

Categories of Membership

- 8. Every member upon admission shall be allocated one of the following categories of membership at the absolute discretion of the Management Committee:

List the categories that will be helpful in deciding who should be represented on the Governing body, for example:

- (a) Individuals who reside in the Hinderwell District.
 - (b) Individuals who are employees of Jet Coast Development Trust Ltd;
 - (c) Agencies and Organisations active in the area.
 - (d) Founder members of Jet Coast Development Trust Ltd
 - (e) Volunteers employed by Jet Coast Development Trust Ltd
 - (f) Users of the services
- 9. The Management Committee may at any time amend a member's category of membership in the event of a change in circumstances, and shall notify the member in question of their decision within fourteen days of so doing.

Register of Members

- 10. The Company shall keep a Register of Members containing the name and address of every member, the date on which she/he or they became a member and the date on which she/he or they ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register on becoming a member.
- 11. The entry for every member shall include a note of her/his/their category of membership. The Management Committee shall decide on the category to allocate each member at the time of application.

12. A member shall notify the Secretary in writing within seven days of a change to their name or address.

Cessation of Membership

13. The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
14. A member shall cease to be a member immediately that she/he or they:
- (a) in the opinion of the Management Committee, ceases to fulfil any of the qualifications for membership specified in Article 4, or ceases to qualify for any of the categories of membership specified in Article 8; or
 - (b) fails in the opinion of the Management Committee to pay the annual subscription or any other monies due to the Company; or
 - (c) resigns in writing to the Secretary; or
 - (d) dies, if an individual person; or
 - (e) is wound up or goes into liquidation, if a corporate body or association.

General Meetings

15. The Company shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The first Annual General Meeting need not be held in the year of incorporation nor the following year provided that it shall be held within eighteen months of incorporation.
16. The business of an Annual General Meeting shall comprise:
- (i) The receipt of the reports of the Chairperson and Management Committee of the Company;
 - (ii) The consideration of the audited accounts presented by the Management Committee;
 - (iii) The elections to the Management Committee;
 - (iv) The appointment and the fixing of the remuneration of the Auditors.
 - (v) Such other business as may have specified in the notices calling the meeting.
17. The Management Committee may, whenever they think fit, convene an Extraordinary General Meeting of the Company, or ten percent of the membership may convene an Extraordinary General Meeting as provided by section 368 of the Act. Providing that there is a minimum of three General Meetings, including any Annual General meeting, each calendar year.
18. Decisions at general Meeting shall be made by passing resolutions:
- (a) Decisions involving an alteration to clauses of the Memorandum or Articles of Association and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is defined as one passed by a majority of not less than three-fourths of those members of the Company present and voting at a General Meeting.

- (b) Decisions to dispense with the holding of Annual General Meetings, to dispense with the requirement to lay accounts before the Company in General Meeting, and to dispense with the requirement to appoint Auditors annually shall be made by Elective Resolution. An Elective Resolution is defined as one passed unanimously by all the members of the Company for the time being. An Elective Resolution may be revoked at any time by an Ordinary Resolution.
- (c) All other decisions shall be made by Ordinary Resolution requiring a simple majority of members present and voting at a General Meeting.

Notices

- 19. An Annual General Meeting and an Extraordinary General Meeting called to consider a Special or an Elective Resolution above shall be called by at least twenty-one clear days notice. Any other general Meeting shall be called by at least fourteen clear days notice.
- 20. Notice of every General Meeting shall be given in writing to every member of the Company and to the Auditors and to others entitled to receive notice and shall be given personally or sent by post to each member at the address recorded in the Register of Members and to other persons at their Registered Office.
- 21. Notice of all meetings shall be given exclusive of the day on which it is effected and shall specify the exact time and place of the meeting. In the case of an Extraordinary General Meeting the exact nature of the business to be raised at the meeting shall be specified.
- 22. Where notice is sent by post, the notice shall be deemed to have been served forty-eight hours after the notice has been posted, provided that it was properly addressed and pre-paid.
- 23. The accidental omission to give notice of a meeting to or non-receipt of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

Proceedings at General Meetings

- 24. Votes may only be given personally and no member shall have more than one vote. A member which is a corporate body or association may vote only by means of its nominated deputy, duly appointed in accordance with Article 5. A notice of a change of deputy should be received by the Secretary one week before a General meeting in order for the deputy to vote.
- 25. Every member and such other persons as receive notice shall be entitled to attend and speak at a General Meeting.
- 26. No business shall be transacted at a General Meeting unless a quorum of members is present. Three members shall be a quorum.
- 27. If within half an hour from the time appointed for the meeting a quorum is not present, it shall stand adjourned until the same day a fortnight hence at the same time and same place or otherwise as the Management Committee may direct, and notice shall be sent to all members of the date, time and place of such an adjourned meeting. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, then the members present shall constitute a quorum.
- 28. The Chairperson shall preside at all General Meetings. At any General Meeting where the Chairperson is not present within twenty minutes of the time appointed for the meeting the

members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

29. The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. In other cases it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
30. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two persons present in person.
31. Unless a secret ballot be so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number of proportions of the votes recorded in favour or against such resolutions.
32. If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, provided that each member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
33. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded. The demand for a secret ballot may be withdrawn.
34. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson shall have a second or casting vote.
35. Subject to the provisions of the Companies Act 1989, a resolution in writing signed by all the current members shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several documents in the same form, each signed by one or more members.
36. The Company may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

The Management Committee

37. The qualification of a Management Committee member shall be that she/he is a member of the Company or the deputy of an organisation which is a member, and there shall be no further qualification required.
38. Unless otherwise determined by the Company in General Meeting, the number of Management Committee members shall be not more than twenty and not less than three.
39. The initial Management Committee of the Company shall be appointed by the subscribers to the Memorandum of Association, and shall serve until the first Annual General Meeting of the Company.
40. Elections to the Management Committee shall be conducted amongst the members by postal ballot prior to the Annual General Meeting in such manner as the Management Committee

may direct. The composition of the Management Committee following the first Annual General Meeting shall be as follows:

- (a) Not less (or not more) than 3 persons from any category of members .
41. The Management Committee may at any time co-opt up to 3 persons to the Management Committee whether or not they are a member of the Company. All persons so co-opted retire at the Annual General Meeting following their co-option but shall be eligible to be re-appointed thereafter.
42. A Management Committee member shall declare an interest in and shall not vote in respect of any contract in which she/he has a personal financial or material interest or any matter arising therefrom and if she/he does so vote his/her vote shall not be counted.
43. Any remuneration of Management Committee members shall only be in respect of services actually rendered to the Company, including the payment of fair and proper wages in the case of Management Committee members employed by the Company. Management Committee members may also be paid all reasonable expenses incurred by them in attending and returning from Management Committee or General Meetings of the Company or in connection with the business of the Company.
44. Any Management Committee member may act in a professional capacity for the Company, and she/he or her/his firm shall be entitled to remuneration for professional services as if she/he were not a Management Committee member; provided that nothing contained herein shall authorise a Management Committee member or her/his firm to act as Auditor to the Company.
45. The office of elected Management Committee member shall be immediately vacated if she/he:
- (a) resigns her/his office in writing to the Company; or
 - (b) ceases to be a member of the Company in accordance with Article 14 or is the deputy of an organisation which ceases to be a member; or
 - (c) in the opinion of the Management Committee, fails to declare her/his interest in any contract as referred to in Article 43; or
 - (d) becomes bankrupt or of unsound mind; or
 - (e) is removed from office by resolution of the Company in General Meeting in accordance with Section 303 of the Act; or
 - (f) is disqualified by law from being a company director.

Powers and Duties of the Management Committee

46. The business of the Company shall be managed by the Management Committee who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting.
47. No regulation made by the Company in General Meeting shall invalidate any prior act of the Management Committee which would have been valid had that regulation not been made.
48. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments,

and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Management Committee shall from time to time decide.

49. Without prior prejudice to its general powers, the Management Committee may exercise all the powers of the Company to borrow and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Proceedings of the Management Committee

50. The Management Committee shall elect honorary officers from amongst their own number, to include a Chairperson, Vice-Chairperson and Treasurer (or Director of Finance). Any honorary officer may be replaced or removed at any time by a majority vote of the Management Committee.
51. Members of the Management Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson shall not have a second or casting vote and the resolution shall be deemed to be lost.
52. The Secretary on the requisition of not less than three Management Committee members shall summon a special meeting of the Management Committee by giving a minimum of 48 hours notice in writing to all members of the Management Committee. A special meeting can only be called if there are more than two weeks until the regular committee meeting. It shall not be necessary to give notice of a meeting of the Management Committee to any of its members for the time being absent from the United Kingdom except in the case of members carrying out the duties of the Company within the European Union.
53. The quorum necessary for the transaction of the business of the Management Committee shall be three members or twenty five percent of the Management Committee, whichever is the greater. Provided that, throughout the meeting, a director is able to hear all the other directors and is able to be heard by them, by means of a telephone or otherwise, he may be deemed to be present at a meeting of the Management Committee, even if he is not physically present.
54. The Management Committee may act regardless of any vacancy in their body, but, if and so long as their number is less than the minimum prescribed in these Articles, the Management Committee may act for the purposes of increasing their number or of summoning a General Meeting of the Company, but for no other purpose.
55. At any Management Committee meeting where the Chairperson is not present within twenty minutes of the time appointed for the meeting, the Management Committee members present shall choose one of their number to be Chairperson of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
56. The Management Committee shall cause accurate records to be made, in books provided for that purpose, of:
- (a) the names and addresses of all members;
 - (b) the amount of loan stock and other property held in the Company by members;
 - (c) the name, details and date of appointment of all persons appointed to office;

- (d) the names of the Management Committee members, officers, members and other persons present at all General, Management Committee and Sub-Committee meetings of the Company;
- (e) minutes of all proceedings and resolutions at all General Management Committee and Sub-Committee meetings of the Company;
- (f) all applications of the Seal to any document.

All such records and minutes shall be open to inspection during normal working hours by any member of the Management Committee and by any person authorised by the Company in General Meeting.

- 57. The Management Committee may delegate any of their powers to Sub-Committees consisting of such members of their body and/or the Company as they think fit; any Sub-Committee so formed shall conform to any regulations imposed on it by the Management Committee.
- 58. All acts done by any meeting of the Management Committee or by any person acting as a member of the Management Committee shall, even if it is afterwards discovered that there was some defect in the appointment of any such Management Committee member or person acting as such, or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Management Committee member.
- 59. A resolution in writing, signed by all the Management Committee members who for the time being are entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Management Committee, and may consist of several identical documents each signed by one or more Management Committee members.
- 60. The Management Committee may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Secretary

- 61. The Management Committee shall appoint a Secretary of the Company for such term at such remuneration and upon such conditions as they think fit; and any Secretary so appointed may be removed by them.
- 62. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Management Committee member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

The Seal

- 63. If the Company has a Seal, it shall only be used by the authority of the Management Committee and every instrument to which the Seal shall be applied shall be signed by a Management Committee member and shall be countersigned by the Secretary or by a second Management Committee member. Every such application of the Seal shall be minuted.

Accounts

- 64. The Management Committee shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:
 - (a) all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;

- (b) all sales and purchases of goods by the Company;
- (c) the assets and liabilities of the Company.

Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.

- 65. The accounts shall be kept at the Registered Office of the Company or, subject to section 222 of the Act, at such other place as the Management Committee thinks fit, and shall at all reasonable times be open to the inspection of all members and officers and by other persons authorised by the Company in General Meeting.
- 66. The Management Committee shall from time to time, in accordance with sections 227 and 241 of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and any reports referred to in those sections unless to dispense with such requirements has been made by Elective Resolution and not revoked.
- 67. In addition, the Management Committee shall prepare and present to the Company such financial reports, results and cashflow predictions showing as far as is possible the current financial position of the Company as the General Meeting shall require to be laid before them.
- 68. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with a copy of the Auditor's report and Management Committee's report shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of section 240(4) of the Act, be sent to all persons entitled to receive notice of General Meetings. The Auditor's report shall be open to inspection and shall be read before the meeting.

Audit

- 69. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 70. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act. The Management Committee may decide to exempt the Company from the requirement to have the accounts audited in accordance with Section 249(A) to 249(E) of the Act unless 10 per cent or more of the members give notice in writing to the Registered Office one month before the end of the financial year in question requiring the accounts to be audited.

Social Audit

- 71. A social audit of the Company's activities may, be resolution of a General Meeting, be undertaken annually in addition to the financial audit required by law. The role of the social audit shall be to indemnify the social costs and benefits of the Company's work, and to enable an assessment to be made of the Company's overall performance in relation to its objects more easily than may be made from financial accounts alone. Such a social audit may be drawn up by an independent assessor appointed by the Management Committee, or by the Management Committee who may submit their report for verification or comments to an independent assessor.

A social audit may include an assessment of the internal democracy and decision making of the Company; the wages, health and safety, skill sharing and education opportunities of its employees, or other matters concerning their overall personal or job satisfaction; and an assessment of the Company's activities externally, including its effects on users and suppliers, on people in the same or similar field of activity, and on persons residing in areas where the Company is located.

Application of Surplus

72. The not-for-profit nature of the Company described in Memorandum clause 7 shall have effect as if its provisions were repeated in these Articles. Any surplus of the Company shall be applied solely to creating a general reserve for the continuation and development of the Company.

Wages and Welfare

73. The wages paid to employees of the Company shall be set at levels according to the principle of equal pay for equal work performed, or on such other basis, for example taking into account the needs and domestic responsibilities of employees, as determined by the Company in General Meeting.
74. The terms and conditions of the contracts of employment of employees shall be determined by the Management Committee.
75. The Company shall respect the rights of employees to be members of a trade union, and shall offer employees all facilities for trade union work as may be determined by statute, and as the Company may from time to time agree.

Indemnity

76. Every member, Management Committee member, Secretary, Auditor and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any losses or liabilities by him/her in or about the execution or discharge of the duties of her/his office subject to the provisions of section 310 of the Act, except to the extent that such losses or liabilities shall be attributable to:
- (a) fraud or other matters in respect of which the member concerned shall be convicted of a criminal offence; or
 - (b) negligence; or
 - (c) actions knowingly beyond the scope of a specific authority to limit thereon on the part of the person in question.

Dissolution

77. Clause 10 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.

JET COAST DEVELOPMENT TRUST

COMPANY LIMITED BY GUARANTEE

WITH SOCIAL AUDIT

Company No 04713115

Companies Act 1985