COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

POINT AND SANDWICK DEVELOPMENT TRUST

As amended by Special Resolution passed 6th September 2013

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, The Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007.2541), The Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 (SI 2007.2826) and The Companies (Tables A to F) (Amendment) Regulations 2008 (SI 2008.0739) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall constitute the Articles of Association of the Company.

(b) Regulations 2 to 35 inclusive, 37, 40, 41, 54, 55, 57, 64 to 70 inclusive, 72 to 79 inclusive, 82, 84, 87, 89, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A shall not apply to the Company.

INTERPRETATION

2. In Regulation 1 of Table A, the definition of "the holder" shall be omitted.

MEMBERS

3. The number of Members of the Company shall be not less than two. The maximum number of Members shall be unlimited.

4. (a) The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these presents shall be Members of the Company.

(b) Membership of the Company shall consist of two classes (each a "**Class**"):-

(i) Ordinary Members who shall be individuals eligible to apply for membership in accordance with the Bye-Laws of the Company hereinafter referred to who shall apply to the Company for membership in such form as the Directors may require and who shall be admitted by the Board ("**Ordinary Members**" and each an "**Ordinary Member**");

(ii) Nominated Members who shall consist of such individuals, institutions and organisations who support the objects of the Company whom the Board shall deem appropriate to be represented amongst the membership of the Company

and shall so nominate for representation ("**Nominated Members**" and each an "**Nominated Member**"),

PROVIDED ALWAYS that the number of Ordinary Members in the Company at any time shall always be greater than the number of Nominated Members and, for the purposes of this restriction only, any Members of the Company who are a Community Council shall be disregarded.

(c) Immediately following the admission of at least two members other than the subscribers to the Memorandum of Association the subscribers shall resign from Membership.

(d) It shall be at the absolute discretion of the Board whether or not to admit any person or body to membership of the Company and the Board can only refuse membership if there is good cause or reason to do so. The Board shall ensure that any such refusal shall in no way discriminate against any person or body on grounds of race, colour, nationality, ethic origins, gender, disability, religion, age and/or sexual orientation and in determining membership, the Board shall promote equality for opportunity and diversity.

(e) Applications for Ordinary Membership shall be in writing in such form as the Board shall from time to time prescribe. Each applicant for Ordinary Membership shall deliver an application form duly signed by him. An applicant shall be deemed to have been admitted as an Ordinary Member on the date on which the application has been approved by the Board or such other date as the Board may direct.

(f) Where the Board has decided that any body or association should be admitted as a Nominated Member, it shall give notice to that body or association of its decision. Such a body will be deemed to have been admitted as a Nominated Member with effect from the date on which that body has notified the Company of its acceptance of Membership. Each Nominated Member shall appoint a representative who shall be entitled to be present and speak at meetings of the Company and to exercise all voting and other rights to which that Nominated Member is entitled. Each Nominated Member shall notify the Company in writing of the name of its representative within twenty days of being admitted as a Nominated Member and shall notify the Company, in writing, of any change of representative.

5. Every Member of the Company shall if required by the Company pay an annual subscription fee. Until the first Annual General Meeting the scale of subscription fees and the dates of payment shall be fixed by the Board. Thereafter the scale of subscription fees and the date for payment shall be fixed annually at the Annual General Meeting of the Company. Different levels of subscription fees may be set for Ordinary Members, Junior Members and Nominated Members and for individuals and organisations.

6. Any Ordinary Member may resign from membership of the Company on giving not less than twenty eight clear days notice to the Company of his intention to do so. On the expiry of twenty eight days from the date of receipt of such notice by the Company such Ordinary Member shall cease to be an Ordinary Member of the Company.

7. Any Nominated Member may resign from membership of the Company on giving not less than three months' notice in writing to the Company of its intention to do so. On the expiry of three months from the date of receipt of such notice by the Company such Nominated Member shall cease to be a Nominated Member of the Company.

8. Membership of the Company shall not be transferable and a Member shall cease to be a Member in the event of that Member dying, becoming bankrupt or becoming of unsound mind or, if a company, on the passing of a resolution for its winding up or in the event of a Nominated Member ceasing to be so designated. The Board shall have the right for good and sufficient reason to terminate the membership of any Member providing that the Member concerned shall have the right to be heard by the Board before a final decision is made and thereafter the right of appeal to the next general meeting of the Company.

VOTING RIGHTS

9. Ordinary Members and Nominated Members shall have equal voting rights at any General Meeting of the Company, each member of both Classes having one vote.

ASSOCIATES

10. (a) The Board shall have power to admit Associates who shall be individuals, non-profit making or charitable bodies, commercial or other organisations who wish to be associated with the Company and who in the opinion of the Board should be admitted as Associates.

(b) Associates shall not be Members of the Company.

(c) Associates may attend General Meetings of the Company but may not vote at such meetings.

(d) Associates shall not be eligible for election as Directors.

GENERAL MEETINGS

11. The Board may call general meetings of the Company and the Secretary shall within 28 days of receiving a written request so to do signed by not less than ten members having the power to vote and giving reasons for the request, call an Extraordinary General Meeting of the Company for the purpose requested.

NOTICE OF GENERAL MEETINGS

12. In Regulation 38 of Table A:-

(a) in the first sentence the words "or a resolution appointing a person as a director" shall be omitted;

(b) in paragraph (b) the words "of the total voting rights at the meeting of all the members" shall be substituted for "in nominal value of the shares giving that right"; and

(c) the words "The notice shall be given to all the members and to the Directors and auditors" shall be substituted for the last sentence.

PROCEEDINGS AT GENERAL MEETING

13. All business shall be deemed special that is transacted at a General Meeting and also that is transacted at any Annual General Meeting with the exception of the consideration of the Annual Accounts and Directors' Report, the election of Directors, and the appointment of Auditors or Reporting Accountants if required by law or at the Company's discretion.

14. No business shall be transacted at any general meeting unless a quorum is present. A quorum shall not be present unless at least ten Members are present in person or by proxy except at any time when the total membership is less than ten in which case all the members shall be required to be present in person or by proxy. A corporation, firm or unincorporated association being a Member shall be deemed to be present if represented by its representative.

15. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting if convened on the requisition of Members shall be dissolved. In any other case or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time and place as the Board determine. If at the adjourned meeting a quorum is not present within half an hour of the time appointed the meeting shall proceed to business.

16. The words "and at any separate meeting of the holders of any class of shares in the Company" shall be omitted from Regulation 44 of Table A.

17. Paragraph (d) of Regulation 46 of Table A shall be omitted.

VOTES OF MEMBERS

18. Subject to Regulations 10 and 11 above on a show of hands every Member who is entitled to vote and who, being an individual is present in person or by proxy, or being a corporation, firm or other unincorporated association is present by a duly authorised representative shall have one vote and on a poll every Member shall have one vote.

BOARD OF DIRECTORS

19. The minimum number of Directors shall be three. Unless otherwise determined by Ordinary Resolution of the Company the Board shall consist of not more than ten Directors (subject as aftermentioned) all of whom shall be elected by the Members in accordance with Regulation 20 hereof and who are hereinafter referred to as "Elected Directors" and such further number of Directors not exceeding five at any one time as may be appointed by Nominated Members in accordance with Article 22 hereof and who are hereinafter referred to as "Nominated Directors".

20. The Elected Directors of the Company shall be elected by the Members at the Annual General Meeting. The Elected Directors shall be subject to retirement by rotation and one half or the nearest number to one half shall retire at every Annual General Meeting but shall be eligible for re-election. Subject to the provisions of the Act the Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became Directors on the same day the one to retire shall (unless they otherwise agree among themselves) be determined by lot.

21. If the Company, at the meeting at which an Elected Director retires, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost.

22. The Nominated Directors shall be appointed by the Nominated Members as follows:-

    (a) The Board may at any time invite any Nominated Member of the Company to nominate one or more representatives to be appointed Directors (hereinafter referred to as Nominated Directors) for such period and on such conditions as the Board may determine and if any such invitation is extended and accepted such representatives

shall be appointed Directors accordingly. Nominated Directors shall not be subject to retirement by rotation.

(b) The persons appointed as Directors by the Nominated Members need not be Members of the Company. The right to appoint a Director shall include a right to appoint a Director in place of any Director who retires or in respect of any casual vacancy arising in the number of Directors which each Nominated Member is entitled to appoint. Each Nominated Member shall be entitled to remove any Director appointed by that Nominated Member and to appoint another person as a Director in his place.

(c) (i) Any Nominated Member other than an individual may appoint any person who is willing to act to be an alternate director of any Director appointed by that Nominated Member and may remove from the office any alternate director so appointed. Such alternate director shall be entitled to receive notice of all meetings of the Directors and of all committees of Directors of which the Director whom he represents is a Member, to attend and vote at any such meeting at which such Director is not personally present and generally to perform all the functions of such Directors as a Director in his absence. Such alternate director shall not be entitled to receive any remuneration from the Company for his services as an alternate director. It shall not be necessary to give notice of any meeting of the Directors to any alternate director who is absent from the United Kingdom.

(ii) Any appointment or removal of an alternate director shall be by notice to the Company given by or on behalf of the Nominated Member making or revoking the appointment or in any other manner approved by the Directors. An alternate director shall cease to be an alternate director if his appointer shall remove him or his appointer shall cease to be a Nominated Member.

(iii) Save as otherwise provided in these Articles an alternate director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and shall not be deemed to be the agent of the Director whom he represents.

(d) During any period when any Nominated Member for whatever reason has not exercised his right to appoint a Director or alternate director in accordance with the foregoing provisions that Nominated Member shall be entitled to appoint a representative who may attend all meetings of Directors and be heard at such meetings but who shall have no voting rights thereat. Any representative so appointed shall be entitled to receive notice of all meetings of the Directors and of all committees of Directors, copies of minutes of meetings of Directors and all circulated material issued to the Directors generally provided that the Company shall have been notified in writing by the Nominated Member of the appointment of such a representative.

23. The Directors may from time to time at their discretion by unanimous agreement appoint not more than two persons who are willing to act to be Directors of the Company whose Directorship they deem will be beneficial to the Company to hold office until the next General Meeting of the Company in which case the total number of Directors may increase above that otherwise specified.

DIRECTORS' EXPENSES

24. The words "of any class of shares or" shall be omitted from Regulation 83 of Table A.

PROCEEDINGS OF DIRECTORS

25. The business of the Company shall be managed by the Board who may pay all such expenses of and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as it thinks fit and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by Statute or by these presents required to be exercised or done by the Company in general meeting subject nevertheless to paragraph (b) hereof and any other regulation of these Articles, the provisions of the Statutes for the time being in force and affecting the Company and to such regulation or provisions as may be prescribed by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

26. Unless otherwise determined by Ordinary Resolution of the Company the quorum for the transaction of the business of the Directors shall be not less than six Elected Directors in office at the time present in person or able to confer together by electronic means.

27. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

28. In paragraph (c) of Regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures or other securities" in both places whey they occur.

DIRECTORS' INTERESTS

29. Notwithstanding the provisions of Regulations 85, 86 and 94 to 96 of Table A which shall also apply to the Company, a Director shall be obliged to disclose to the Board the full nature and extent of any interest including that of a competitor which he may have in any transaction, proposed transaction or other arrangement with the Board or in which the Board is otherwise interested. A Director shall leave any meeting of the Board or of a Committee of Directors for the duration of the consideration by any such meeting of any matter in which he is so interested unless invited to remain present by unanimous agreement of the other members of the Board or Committee.

30. The following sentence shall be added at the end of Regulation 98 of Table A:- "If a question arises at a meeting of the Board or of a Committee of Directors as to the right of the chairman to vote the question may before the conclusion of the meeting be referred to the other members of the Board or Committee and their ruling shall be final and conclusive."

MINUTES

31. The words "of the holders of any class of shares in the Company" shall be omitted from Regulation 100 of Table A.

NOTICES

32. The second sentence of Regulation 112 of Table A shall be omitted.

33. The words "or of the holders of any class of shares in the Company" shall be omitted from Regulation 113 of Table A.

RULES OR BYE LAWS

34. The Directors may from time to time make such Rules or Bye-Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the conditions of membership and in particular but without prejudice to the generality of the foregoing they shall by such Rules or Bye-Laws regulate:-

(a) The admission of Members of the Company, and the rights and privileges of such Members, and the conditions of membership and terms on which Members may have their membership terminated.

(b) The procedures for nominating (but not electing) persons to serve as Directors of the Company.

(c) The conduct of Members of the Company in relation to one another and to the Company's servants.

(d) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.

(e) The procedure at General Meetings and meetings of the Directors and Committees of the Company in so far as such procedure is not regulated by these presents.

(f) And, generally, all such matters as are commonly the subject matter of Company rules but at all times only in so far as such matters are not regulated by these presents.

35. The Company in General Meeting shall have power to alter or repeal the Rules or Bye-Laws and to make additions thereto and the Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such Rules or Bye-Laws, which so long as they shall be in force, shall be binding on all Members of the Company. Provided, nevertheless, that no Rule or Bye-Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

WRITTEN RESOLUTION

OF

POINT AND SANDWICK DEVELOPMENT TRUST ("the Company")

(COMPANY NO. SC285953)

Passed on 6 September 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, at a general meeting of the Company duly convened and held at Ionad Stoodie, Point, Isle of Lewis on 6 September 2013, the following resolution was duly passed as a special resolution, due notice of the intention to propose the resolution having been given.

SPECIAL RESOLUTION

"That the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association."

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Chairman

FRIDAY
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COMPANIES HOUSE