

NOTICE OF GENERAL MEETING

**TOBERMORY HARBOUR ASSOCIATION
(the "Company")**

(Company Number: SC256859)

NOTICE IS HEREBY GIVEN that a general meeting of the Company will be held at Aros Hall, Main Street, Tobermory PA75 6NU on 13th August 2018 at 7.30pm for the following purposes:

- 1 A presentation on our current projects & Consultation on Tobermory Harbour's bid to purchase the pontoons, Solum of Ledaig carpark & boat park, from the Crown Estate.
- 2 Adoption of new articles of association

To consider and, if thought fit, pass the following resolution, which will be proposed as a special resolution of the Company: -

THAT the regulations set out in the document tabled at the meeting and (for the purpose of identification) signed by the chairperson of the meeting, be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

Dated

20th July 2018

BY ORDER OF THE BOARD


Director

Registered office:-

Taigh Solais Ledaig
Tobermory
Isle Of Mull
Argyll
PA75 6NR

Notes:-

- 1 A member entitled to attend and vote at the above meeting is entitled to appoint another person (who need not be a member of the Company) as his/her/its proxy to exercise all or any of his/her/its rights to attend, to speak and to vote in his/her/its place.
- 2 A member who/which wishes to appoint a proxy to vote on his/her/its behalf at the above meeting:-
 - (a) shall lodge with the Company, at the Company's registered office address, a written instrument of proxy, signed by him/her or (in the case of a corporate body) signed on its behalf by an appropriate officer; or
 - (b) shall send by electronic means to the Company at admin@tobermoryharbour.co.uk an instrument of proxy

providing (in either case) the instrument of proxy is received by the Company at the relevant address not less than 48 hours (with no account being taken of any part of a day that is not a working day) before the time for holding the meeting.
- 3 A member may not appoint more than one proxy to attend the above meeting.
- 4 A copy of the document setting out the regulations proposed for adoption as the new articles of association of the Company can be obtained by writing to Anne Fraser, Tobermory Harbour, Taigh Solais, Ledaig, Tobermory PA75 6NR or by sending a request by email to admin@tobermoryharbour.co.uk
- 5 Tobermory Harbour Association proposes to change the company Articles of Association (our constitution). The membership was unduly complex and not totally open to all. These changes are to bring the THA in line with the latest thinking by the Scottish Government and by Funders on the Governance and conduct of Community Companies. (see appendix 1 for more details).

Appendix 1

CHANGES TO THE THA ARTICLES

Tobermory Harbour Association proposes to change the company Articles of Association (our constitution). The membership was unduly complex and not totally open to all. These changes are to bring the THA in line with the latest thinking by the Scottish Government and by Funders on the Governance and conduct of Community Companies.

For your convenience, we have highlighted the areas that have been revised, as follows:

DEFINED TERMS:

New terms to cover community definitions have been added (see 2.4, 2.5, 2.7, 2.11, 2.12, 2.15)

OBJECTS:

The Community is now specified and includes all from the North of Mull. Specifically, postal code areas PA72, PA73, PA74, PA75 (see 4)

An additional sentence on sustainable development (see under 4.5)

Additional point on community bodies and reporting amendments to Scottish Ministers (see 7)

POWERS: (now under section 8 instead of 7 as in previous versions)

Additional points to include community land and associated assets and the relevant acts. (see 8.2, 8.21, 8.22)

RESTRICTIONS ON USE OF COMPANY'S ASSETS (now under 9 instead of 8)

Additional restriction placed on surplus funds/assets to be applied for the benefit of the community (see 9.1)

Removal of section 9.2 in previous versions, restricting the transfer or payment to a member for charitable purposes.

MEMBERSHIP:

Categories of membership have been re-defined (see 13, 14)

Please read section 15-36 for new terms and conditions of membership.

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Additional clause adding the website as a place where notices can be viewed. (see 46.3)

PROCEEDINGS AT MEETING

See **51-71** for alterations to the voting procedures.

CATEGORIES OF DIRECTORS

All the complex categories of Directors from Stakeholder Groups to formally Constituted Groups has been stripped out. The term 'stakeholder director' will now cease to exist and the new term 'member director' will be used from now on (**see 72 - 88 for the details on the composition of the board and the process for election**). The number of directors (now referred to as 'member directors') have changed from 10 to 9, Executive Directors have increased from 2 to 3 (**see 74**).

PROCEEDINGS OF DIRECTORS:

Additional points in this section have been added;

119 - chairperson not entitled to vote if they are not an ordinary member.

121 & 123 - new quorum procedures.

133 - ensuring that directors cannot vote on matters relating to their own remuneration.

MINUTES:

Additional section stipulating that minutes can be requested by anyone and must be provided within 28 days, providing it is a reasonable request. (**see 157**)

WINDING UP:

Additional section referring to land reform acts, etc. (see 170)

REGISTER OF DIRECTORS INTERESTS:

The secretary must now maintain a register of Directors Interests (see 104 and 99 - 106).