

Co-operative and Community Benefit Societies Act 2014

Acknowledgement of registration of a rule amendment

This document acknowledges the registration of the amendment of the attached rules under Co-operative and Community Benefit Societies Act 2014 for:

Society: LEG Power Lochaber Limited

Registration number: 8053

Date: **09 June 2021**



RULES

of

LEG Power Lochaber LIMITED Registered Number 8053

A society for the benefit of the community (BenCom)

(registered under the Co-operative and Community Benefit Societies Act 2014)

Name

- 1 The name of the society shall be “LEG Power Lochaber Limited”.

Objects

- 2 The objects of the society shall be to carry on business for the benefit of the community at large through benefitting the environment of the community and furthering environmental development within Lochaber (which comprises the Highland Council Ward 11 (Caol and Mallaig) and Highland Council Ward 21 (Fort William and Ardnamurchan) (“the Community”);

But only to the extent that the above objects are consistent with furthering the achievement of sustainable development.

Principal activities

- 3 The society shall advance the objects set out in rule 2 by:
 - 3.1 carrying on the business of developing and operating community renewable energy projects operating primarily within the Community; and
 - 3.2 paying Surplus Profits (as defined in rule 202) by way of donations to Lochaber Environmental Group (Scottish charity number SC029291) (“the Development Trust”) - which will in turn apply those funds to further environmental activities including the promotion of sustainable development within the Community and preservation of the natural environment for the Community.

Powers

- 4 The society shall have power to do anything which is calculated to further its objects or is conducive or incidental to doing so; without limiting the generality of that provision, the society shall have the following powers:
 - 4.1 To manage community land and associated assets for the benefit of the Community and the public in general as an important part of the

protection and sustainable development of Scotland's natural environment;

- 4.2 To register any interest in land and to exercise any right to buy under Part 2 of the Land Reform (Scotland) Act 2003 and/or any right to buy under Part 3A of the Land Reform (Scotland) Act 2003 and/or any right to buy under Part 5 of the Land Reform (Scotland) Act 2016.
- 4.3 To make any participation request under Part 3 of the Community Empowerment (Scotland) Act 2015 and/or any asset transfer request under Part 5 of the Community Empowerment (Scotland) Act 2015, and to take any appropriate steps following upon the making of any such request.

Registered office

- 5 The registered office of the society shall be at An Drochaid Claggan, Fort William, PH33 6PH.

Membership

- 6 The members of the society shall consist of:
 - 6.1 the signatories to the application for registration of the society;
 - 6.2 such other individuals or corporate bodies as may be admitted to membership from time to time under rules 13 to 20 (holders of Contributor Shares); and
 - 6.3 the Development Trust (the holder of the Community Anchor Share).
- 7 In order to become a member of the society, an individual or body must apply for a share or shares issued by the society; and if an individual or body ceases to hold a share or shares issued by the society, he/she/they will automatically cease to be a member.

Liability of members and directors

- 8 The liability of a member shall be limited to such sum (if any) as he/she/it is due to pay to the society for shares held by him/her/them; accordingly, if the society is unable to meet its debts, the members will not be held responsible (beyond any such sum that they may be due to pay to the society for their shares).
- 9 The directors have certain legal duties under the Act; and rule 8 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

Classes of shares

- 10 There shall be two classes of shares:

10.1 **Contributor Shares** – these will be of the nominal value of £1 each, and shall have the following rights and restrictions:

- 10.1.1 they shall be withdrawable (allowing or requiring the holder of the shares, subject to certain restrictions, to give up his/her/their shares in exchange for cash) in accordance with rules 36 to 41;
- 10.1.2 they shall not be transferable (ie a holder of shares will not be able to transfer his/her/their shares to any other person) (but see rules 42 to 44 (death or bankruptcy));
- 10.1.3 they will carry a right to payment of interest (subject to certain restrictions) as provided for in rules 29 to 34;
- 10.1.4 they will allow the holder to vote on resolutions that are put to the members at general meetings (ie the AGM and other members' meetings) in accordance with rule 84;
- 10.1.5 they will allow the holder to stand for election to the board as a Contributor Director (as defined in rule 100) or (if the holder is a corporate body) to nominate an individual for election to the board); and to participate in electing directors at the AGM, as provided for in rules 109 to 115;
- 10.1.6 they will give the holder an entitlement to no more than £1 per Contributor Share if the society is wound up or dissolved and has assets remaining after settlement of its other liabilities (see rules 196 and 197).

10.2 **The Community Anchor Share** – this will be of the nominal value of £1, and is intended (in general terms) to give the Development Trust (as the key anchor organisation within the Community) (a) a certain number of reserved seats on the board and (b) the ability to block changes that would fundamentally alter the nature of the society; the Community Anchor Share shall have the following rights and restrictions:

- 10.2.1 it will be withdrawable (ie capable of being surrendered for cash) only in the special circumstances set out in rules 47 to 49;
- 10.2.2 it will be transferable only in the special circumstances set out in rules 47 to 49;
- 10.2.3 it will not carry any right to payment of interest (see rule 35);
- 10.2.4 it will allow the holder to appoint a certain number of directors to the board, as provided for in rules 116 to 119 (but on the basis that the directors appointed by the holder of the Community Anchor Share can never make up a majority of the board);
- 10.2.5 it will allow the holder to vote at general meetings (ie the AGM and other members' meetings) in accordance with rule 86, but

only in relation to certain types of resolution (broadly, those resolutions – as specified in rule 87 – that involve changes which would fundamentally alter the nature of the society);

10.2.6 it will give the holder an entitlement to £1 if the society is wound up or dissolved and has assets remaining after settlement of its other liabilities (see rule 196).

11 For the avoidance of doubt, there can be no more than one Community Anchor Share in issue at any given time.

12 For the avoidance of doubt:

12.1 the sum payable to the society for one Contributor Share is £1;

12.2 the sum payable to the society for the Community Anchor Share is £1.

Application for membership

13 An individual or body who/which wishes to become a member shall lodge with the society a written application for membership (in such form as the board requires) specifying the number of Contributor Shares (which must be at least the minimum number of Contributor Shares applicable under rule 22) for which he/she/it is applying.

14 If the Development Trust wishes to become a member, it shall lodge with the society a written application for membership (in such form as the board requires), signed on its behalf by an appropriate officer of the Development Trust, and applying for the Community Anchor Share.

15 Each application for membership shall be considered by the board within a reasonable period after receipt by the society of the application.

16 The board shall be entitled at its discretion (but having regard to the provisions regarding allocation of Contributor Shares contained in any relevant offer document):

16.1 to refuse to admit any applicant to membership if the board considers that it has reasonable grounds to believe that he/she/it might, if admitted to membership, act in a manner which would damage the reputation of the society, undermine the efficiency of its operations and/or disrupt the proper conduct of its meetings;

or

16.2 to allot less than the number of Contributor Shares for which an applicant is applying.

17 With reference to rules 15 and 16:

- 17.1 if the board resolves that an applicant under rule 13 should be admitted to membership, the board cannot allot to him/her/it less than the minimum number of shares applicable under rule 22;
- 17.2 the board must not allot shares to an applicant under rule 13 if the effect would be that the individual or body in question held Contributor Shares in excess of the maximum applicable under rules 25 and 26 at the time.
- 18 At the first board meeting which follows receipt of an application from the Development Trust under rule 14, the board must admit the Development Trust to membership (providing the area of benefit defined in the objects clause within the Development Trust's constitution corresponds with the Community) and allot the Community Anchor Share to the Development Trust; if the area of benefit defined in the objects clause within the Development Trust's constitution does not correspond with the Community, the directors must not admit the Development Trust to membership and the provisions of rule 48 shall apply (with any necessary modifications).
- 19 The board shall, within a reasonable period after the meeting at which an application under rule 13 is considered, notify the applicant in writing of
- 19.1 the board's decision as to whether or not to admit the applicant to membership;
- and (if the board has resolved that he/she/it should be admitted to membership)
- 19.2 the number of Contributor Shares which the board has resolved should be allocated to him/her/it.
- 20 Any resolution by the board to the effect that an applicant should be admitted to membership - and that a certain number of shares should be allocated to him/her/it - shall be taken to be conditional on payment in full for those shares; an individual or body shall not be entered in the register of members unless and until the shares allocated to him/her/it have been paid for in full.

Minimum number of members

21. The minimum number of members shall be 3 until the close of the second AGM and after that date shall be 20.

Minimum and maximum number of Contributor Shares

22. The minimum number of Contributor Shares for which an individual or body must subscribe in the context of any offer of Contributor Shares by the society may be prescribed by the offer document relating to that offer of Contributor Shares; if the offer document does not state otherwise, the minimum number of Contributor Shares for which an individual or body must subscribe in order to be admitted to membership (or, if he/she/it is already a member, in order to be allocated shares on the occasion of an offer of shares) shall be fifty Contributor Shares of £1 each.

23. Any individual who was a signatory to the application for registration of the society may lodge with the society a written application for Contributor Shares (in such form as the board require) signed by him/her/them and specifying the number of Contributor Shares (which must be at least the minimum number of Contributor Shares applicable under rule 22) for which he/she is applying.
24. The board may specify, by notice to the signatories to the application for registration of the society, a date by which they must lodge an application for Contributor Shares under rule 23 if they wish to remain in membership of the society; if a signatory to the application for registration fails to do so before that date, or fails to make payment in full for the Contributor shares allocated to him/her, he/she/they shall cease to be a member of the society.
25. Subject to rule 26, the maximum number of Contributor Shares that may be held by any member shall be as prescribed from time to time under section 24 (as read with section 25) of the Act.
26. The board may fix from time to time, by way of a resolution passed by majority vote at a board meeting, a maximum number of Contributor Shares that may be held by any member which falls below that applicable under rule 25 – providing that is consistent with the terms of any offer document issued in connection with an offer of Contributor Shares.

Application for Contributor Shares by an existing member

27. Applications for Contributor Shares by individuals or bodies who/which are members of the society shall be made to the board; the provisions of rules 13 to 20 (but disregarding references to application for, and admission to, membership) shall apply.

Register of members

28. The society shall keep at its registered office a register of members (which may be kept in hard copy or by secure electronic storage), in which the secretary shall enter the following details:
 - 28.1. the name and postal address (and, where supplied by the member, e-mail address) of each member;
 - 28.2. a statement of the number of shares held by each member, the class of shares held by that member (i.e. whether they are Contributor Shares or the Community Anchor Share), and confirmation that all such shares are fully paid up;
 - 28.3. a statement of any other property in the society, whether in loans or otherwise, held by each member;
 - 28.4. the date on which each member's name was entered in the register as a member; and
 - 28.5. the date on which any individual or body ceased to be a member.

Interest on Contributor Shares

29. Interest shall (subject to rule 30) be payable on the Contributor Shares at such rate or rates as may be determined by the board from time to time.
30. The rate of interest payable on the Contributor Shares shall not be higher than the rate which the board reasonably considers to be necessary to obtain and retain enough capital to run the business described in rule 2.
31. The specific rate of interest payable on the Contributor Shares in respect of a given period shall be determined by the board (subject to rule 30) having regard to the financial projections available to the board at the time, and shall be notified by the society to the holders of the Contributor Shares in advance of that period.
32. Notification under rule 31 may be made by posting an appropriate statement on the society's website or (if the board considers appropriate) by inclusion of an appropriate statement in a circular issued to holders of Contributor Shares either in hard copy form or by email.
33. The timing of interest payments on the Contributor Shares, and the arrangements for payment of interest on the Contributor Shares, shall be as determined by the board from time to time (taking due account of the content of any offer document relating to the issue of Contributor Shares).
34. The board shall be entitled to suspend or reduce interest payments at any time in the interests of the society; and on the basis that where the suspension or reduction is for a fixed period, that period may be extended from time to time by the board where the board considers that to be appropriate in the interests of the society.
35. For the avoidance of doubt, the Community Anchor Share shall not carry any right to payment of interest.

Withdrawal of Contributor Shares

36. Members do not have the right to withdraw share capital but the board of the Society has the power to permit shares in the Society to be withdrawn by agreement between the board and the member holding those shares in accordance with any procedures and other conditions the board may announce. If the board does permit shares to be withdrawn then the amount to be paid to the member who is withdrawing shares shall be the amount subscribed for the shares so withdrawn, less any reasonable costs incurred by the Society in relation to that withdrawal.
37. The board may resolve to require any proportion (the "Proportion") of its share capital to be withdrawn on the terms of this rule 37 in which case it shall treat as agreed to be withdrawn on behalf of every member (and not some only) that Proportion of the shares held by them (with such rounding to the nearest whole

number of that Proportion which is a fraction as the board may determine). The amount to be paid per share withdrawn pursuant to this rule 37 shall be the amount subscribed for the shares so withdrawn. All members are deemed to give any consents required to the withdrawal of their shares in the manner provided for in this rule 37. Any share withdrawn in accordance with these rules shall be cancelled.

38. Members may withdraw from the Society by withdrawing all their shares in the Society in accordance with these rules or, if the right to withdraw has been suspended, by surrendering all their shares to the Society. Upon such surrender the board may at their discretion pay to the withdrawing Member the amount paid up or credited on the shares surrendered.
39. The Society may deduct such reasonable sum to cover any administrative costs of withdrawal from the monies payable to a Member on the withdrawal of shares in the Society.
40. For the avoidance of doubt, if the effect of a notice of withdrawal is that an individual or body no longer holds any Contributor Shares, he/she/they shall automatically cease to be a member of the society on withdrawal of the Contributor Shares.
41. Contributor Shares withdrawn in accordance with rules 36 to 40 shall be cancelled.

Transfer of property in the society on death or bankruptcy

42. Upon a claim being made by the executors (or other personal representatives) of a deceased member or the trustee in sequestration of a bankrupt member to any property in the society (which may include Contributor Shares) belonging to the deceased/bankrupt member, the society shall (subject to rule 36) transfer or pay such property to which the executors/personal representatives or trustee in sequestration has/have become entitled as the executors/personal representatives or trustee in sequestration may direct.
43. A member may, in accordance with the Act, nominate any individual or individuals to whom any of his/her property in the society at the time of his/her death (which may include Contributor Shares) shall be transferred, but such nomination shall only be valid to the extent of the amount allowed at the time by the Act; on receiving satisfactory evidence of the death of a member who made a nomination, the society shall, in accordance with the Act and rule 2, either transfer or pay the full value of the property comprised in the nomination to the individual(s) entitled to it under that nomination.
44. Contributor Shares are non-transferable, and accordingly no transfer of Contributor Shares shall be made in pursuance of rule 42 or 43; instead, the society shall pay the full value of the Contributor Shares to the relevant executors/personal representatives, trustee in sequestration or (as the case may be) individual(s).

Reduction in value of Contributor Shares

45. If at any time the society's auditors (or any independent chartered accountants appointed by the board for this purpose) certify that the aggregate of the amount

of the society's liabilities plus the amount of its issued share capital exceeds its assets, the board may determine that the whole or part of that excess should be apportioned among the holders of the Contributor Shares in proportion to the amount (in nominal value) of Contributor Shares held by them; the following provisions shall apply:

- 45.1. the apportionment shall be based on the value of the Contributor Shares held by each member at close of business on the date of such determination by the board;
 - 45.2. the value of the Contributor Shares held by each member shall be reduced accordingly for the purpose of withdrawal of shares;
 - 45.3. for the avoidance of doubt, a Contributor Share shall not in any circumstances be reduced to a value less than nil.
46. For the avoidance of doubt, the board may, following any reduction in the value of Contributor Shares in pursuance of rule 45, arrange for a subsequent certification under that rule; and may, on the basis of that subsequent certification, reduce the value of Contributor Shares further or (as the case may be) increase the value of Contributor Shares (but not to a value in excess of their nominal value).

Transfer or withdrawal of the Community Anchor Share

47. If at any time the Development Trust considers (whether by reason of financial difficulties or otherwise) that it is no longer appropriate that it should serve as the community anchor organisation in relation to the society (such that the rights attaching to the Community Anchor Share ought, in the Development Trust's opinion, to be exercisable by some other organisation), the Development Trust may transfer the Community Anchor Share to some other charitable organisation (providing the area of benefit as defined in the objects clause within that other charitable organisation's constitution corresponds with the Community) which, in the opinion of the Development Trust, would represent a more appropriate anchor organisation than the Development Trust; the following provisions shall apply:
- 47.1. the stock transfer form (in the form approved by the board, acting reasonably) relating to the transfer of the Community Anchor Share shall be signed by an appropriate officer of the Development Trust and lodged with the society;
 - 47.2. the board shall, at the board meeting which follows receipt of the signed stock transfer form referred to in paragraph 47.1, authorise registration of the transferee organisation in the register of members as the holder of the Community Anchor Share;
 - 47.3. with effect from the date on which the transferee organisation is entered in the register of members as the holder of the Community Anchor Share, all references in these rules (including this rule 47) to the Development Trust shall (wherever the context allows) be deemed to be references to the transferee organisation;

- 47.4. the society shall enter into a Deed of Covenant with the transferee organisation in the same terms as the Deed of Covenant entered into between the society and the Development Trust.
48. If the Development Trust goes into liquidation or if an administrator is appointed to the Development Trust (or if at any time – including the time at which the Development Trust applies for the Community Anchor Share – the area of benefit defined in the objects clause within the Development Trust’s constitution does not correspond with the Community), the board shall select a charitable organisation (providing the area of benefit defined in the objects clause within the constitution of that other charitable organisation corresponds with the Community) which, in the opinion of the board, would represent an appropriate anchor organisation in place of the Development Trust; if that other charitable organisation is prepared to serve as holder of the Community Anchor Share, the following provisions shall apply:
- 48.1. the board shall (if applicable) withdraw the Community Anchor Share held by the Development Trust (on the basis of payment of £1 to the liquidator or administrator), and it shall then be cancelled;
- 48.2. the board shall issue a Community Anchor Share to that other organisation;
- 48.3. with effect from the date on which that other organisation is entered in the register of members as the holder of the Community Anchor Share, all references in these rules (including this rule 48) to the Development Trust shall (wherever the context allows) be deemed to be references to that other organisation;
- 48.4. the society shall enter into a Deed of Covenant with that other organisation in the same terms as the Deed of Covenant entered into (or which it was proposed should be entered into) between the society and the Development Trust.
49. If the board fails to implement the provisions of rule 48 within such period as Development Trusts Association Scotland Ltd. (registered number SC244853; Scottish charity number SC034231) (“DTAS”) considers to be reasonable, DTAS shall be entitled to select a charitable organisation ((providing the area of benefit defined in the objects clause within the constitution of that other charitable organisation corresponds with the Community) which, in the opinion of DTAS, would represent an appropriate anchor organisation in place of the Development Trust; and the board shall then be under an obligation to give effect to the provisions of rule 48 within such reasonable period as DTAS may prescribe, as if that other organisation had been selected by the board.

Expulsion from membership

50. The board shall be entitled to expel any individual or body from membership for good and sufficient reason by way of a resolution to that effect passed at a board meeting, providing the procedure specified in rules 52 and 53 is followed.

51. For the avoidance of doubt, no resolution can be proposed for the expulsion of the Development Trust from membership.
52. Any director who wishes to propose at any board meeting a resolution for the expulsion of any individual or body from membership shall lodge with the society a written notice of his/her intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than 28 days prior to the date of the board meeting.
53. The society shall, on receipt of a notice under rule 52, send a copy of the notice to the member concerned; and the member concerned shall be entitled to be heard on the resolution at the board meeting at which the resolution is proposed.
54. An individual or body expelled from membership under the provisions of rules 50 to 53 shall have the right to appeal to a general meeting of the society providing he/she/it lodges notice of such appeal with the society within 14 days after the resolution of the board under rule 50 is notified to him/her/it; and if the member concerned lodges notice of his/her/its appeal to the society within that period:
- 54.1. the board shall make such arrangements with regard to the convening of the general meeting, the circulation of any representations which the member concerned may wish to make, and other relevant matters as the board may reasonably consider appropriate; and
- 54.2. at the general meeting convened under the preceding provisions of this rule, the society may, by way of a resolution passed by majority vote, direct that the expulsion should cease to have effect and that the member concerned should be re-admitted to membership.
55. If an individual or body is expelled from membership under rules 50 to 54, the Contributor Shares held by him/her/it shall be withdrawn:
- 55.1. after expiry of the period for lodging a notice of appeal or, if a notice of appeal was lodged within that period,
- 55.2. immediately following the relevant general meeting (if the appeal was unsuccessful);
- and the society shall pay to him/her/it the sum which would be payable under rules 36 to 41 as if he/she/they had given to the society notice of withdrawal in respect of all Contributor Shares held by him/her/them with effect from the date of the board's resolution under rule 50, and his/her/their Contributor Shares shall be cancelled.

Termination of membership

56. An individual shall automatically cease to be a member of the society if:
- 56.1. he/she/they dies/die;
- 56.2. he/she/they is/are sequestrated (ie becomes bankrupt);

- 56.3. all his/her/their Contributor Shares are withdrawn;
 - 56.4. he/she/they surrenders all his/her/their Contributor Shares; or
 - 56.5. he/she/they is/are expelled from membership.
57. A body shall automatically cease to be a member of the society if:
- 57.1. it goes into liquidation or is the subject of an administration order or is dissolved or struck off;
 - 57.2. all its Contributor Shares are withdrawn;
 - 57.3. it surrenders all its Contributor Shares; or
 - 57.4. it is expelled from membership.

General meetings

58. All general meetings other than annual general meetings (“AGMs”) are to be called special general meetings.
59. The board shall convene an AGM in each year (but excluding the year in which the society is formed).
60. The first AGM shall be held not later than 18 months after the date of registration of the society.
61. Not more than 15 months shall elapse between one AGM and the next.
62. The business of the AGM shall include the following:
- 62.1. a report by the Chair on the activities of the society;
 - 62.2. consideration of the annual accounts of the society;
 - 62.3. announcement of the outcome of the election/re-election process in relation to Contributor Directors, as referred to in rule 110.
63. The board must convene a special general meeting if there is a valid requisition by members; a requisition by members shall be valid for this purpose if it is in writing, signed by at least 10% of the membership of the society, states the purpose for which the meeting is to be held and is received at the society’s registered office.
64. If the board receives a valid requisition fulfilling the requirements prescribed by rule 63, the board shall convene the special general meeting for a date falling no more than 28 days after the date on which the requisition was received by the society.
65. Subject to rules 59 to 64, the board may convene general meetings whenever the board thinks fit.

Notice of general meetings

66. At least 14 clear days' notice of general meetings must be given to all the members and directors, and (if auditors are in office at the time) to the auditors.
67. The reference to "clear days" in rule 66 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted (or, in the case of a notice sent by electronic means, the day after it was sent), and also the day of the meeting, should be excluded.
68. A notice calling a meeting shall specify the time, date and place of the meeting; it shall:
 - 68.1. indicate the general nature of the business to be dealt with at the meeting;
 - 68.2. if a resolution of the nature referred to in rule 71 is to be proposed, give the exact terms of the resolution and refer to the special majority required for the resolution to be validly passed; and
 - 68.3. contain a statement informing members of their right to appoint a proxy.
69. A notice convening an AGM shall specify that the meeting is to be an AGM.
70. Notice of every general meeting shall be given:
 - 70.1. in hard copy form; or
 - 70.2. (where the individual or body to whom/which notice is given has notified the society of an address to be used for the purpose of electronic communications) in electronic form.

Resolutions at general meetings

71. A resolution relating to any of the following matters shall be valid only if 75% or more of the votes which are cast in relation to that resolution are in favour of the resolution: -
 - 71.1. a resolution effecting an amendment to these rules;
 - 71.2. a resolution under rule 134 issuing a direction to the board;
 - 71.3. a resolution under paragraph 122.9 removing an individual from office as a director;
 - 71.4. a resolution for the winding-up or dissolution of the society;

71.4.1.1. and on the basis that further requirements specified in the Act may apply in relation to any resolution of the nature referred to in paragraph 71.4.

72. A resolution for amalgamation or for the transfer of the engagements of the society to some other society shall be valid only if two thirds or more of the votes which are cast in relation to that resolution are in favour of the resolution; and on the basis that further requirements specified in the Act may apply in relation to any resolution of that nature.
73. Any resolution - other than a resolution of the nature referred to in rule 71 or 72 - shall (except as otherwise provided in the Act) be valid if passed by majority vote at a general meeting

Proceedings at general meetings

74. No business shall be transacted at any general meeting unless a quorum is present; the quorum shall be 6 members (or 3 members if the number of members is less than 9) present in person (in the case of a corporate body, via its duly authorised representative present at the meeting) or represented by proxy.
75. A member is able to exercise the right to speak at a general meeting and is deemed to be in attendance and present in person when that person is in a position to communicate to all those attending the meeting. The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it including by electronic means. In determining attendance at a general meeting, it is immaterial whether any two or more members attending are in the same place as each other, provided that they are able to communicate with each other.
76. A quorum shall not be deemed to be constituted at any general meeting at which a resolution of the nature referred to in rule 87 is to be proposed unless an authorised representative of, or proxy for, the Development Trust is present at the meeting.
77. If the quorum required under rule 74 and 76 is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
78. The Chair of the society shall (if present and willing to act) preside as chairperson of the meeting.
79. If the Chair of the society is not present and willing to act as chairperson of the meeting within half an hour of the time appointed for holding the meeting, the Vice Chair shall act as chairperson of the meeting; or, if neither is present and willing to act as chairperson within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson of the meeting.
80. A director shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting.

81. The chairperson of a general meeting may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests him/her to do so) adjourn the meeting, but not for a period in excess of 30 days; no notice need be given of an adjourned meeting.
82. A resolution put to the vote of a general meeting shall be decided on a show of hands, unless before the show of hands, or immediately after the result of the show of hands is declared, a secret ballot is demanded by the chairperson of the meeting, or by any person present at the meeting and entitled to vote (whether as a member, as the duly authorised representative of a member which is a corporate body, or as the proxy for a member).
83. If a secret ballot is demanded in accordance with rule 82, it shall be taken at once and shall be conducted in such manner as the chairperson of the meeting shall direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Votes of members

84. Subject to rules 85 and 86, every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given personally (in the case of a member which is a corporate body, via its duly authorised representative present at the meeting) or by proxy.
85. The board may permit decisions to be taken at general meetings by a combination of postal voting, by secure electronic voting procedures, voting in person or by proxy provided that each Member has only one vote.
86. In relation to any resolution of the nature referred to in rule 87 which is proposed at a general meeting (or which is the subject of any written resolution by the members), the Development Trust, if voting against the resolution, shall be entitled to that number of votes which represents 26% (rounded upwards if necessary) of the total number of votes which are cast by or on behalf of all the other members in relation to that resolution.
87. The provisions of rule 86 shall apply in relation to:
 - 87.1. any resolution effecting an amendment to any of the following rules:
 - 87.1.1. rule 2 (objects);
 - 87.1.2. rule 10.2 (rights attaching to the Community Anchor Share);
 - 87.1.3. rules 29 and 30 (restrictions on interest payable on Contributor Shares);
 - 87.1.4. rule 86 and this rule 87 (additional voting power for Development Trust in relation to certain resolutions);
 - 87.1.5. any resolution for the conversion of the society into some other type of legal entity or for the amalgamation of the society or for the transfer of engagements of the society;

- 87.1.6. rules 116 to 119 (appointment of directors by Development Trust);
- 87.1.7. rule 189 (application of surpluses);
- 87.1.8. rules 196 to 198 (transfer of surplus assets on winding-up);
- 87.2. any resolution for the removal of a Development Trust Director.
88. With reference to paragraph 87.1, a resolution adopting a new rule, or amending or rescinding an existing rule, shall be deemed to be a resolution effecting an amendment to any of the rules specified in paragraph 87.1 if it would affect (if passed) the meaning or effect of any rule specified in paragraph 87.1.
89. A member who/which wishes to appoint a proxy to vote on his/her/their behalf at any general meeting:
- 89.1. shall lodge with the society, at the society's registered office, a written instrument of proxy (in such form as the board require), signed by him/her/them or (in the case of a corporate body) signed on its behalf by an appropriate officer; or
- 89.2. shall send by electronic means to the society at such address as may have been notified to the members by the society for that purpose, an instrument of proxy (in such form as the board require);
- providing (in either case) the instrument of proxy is received by the society at the relevant address not less than 48 hours before the time for holding the meeting; for the avoidance of doubt, in calculating the 48-hour period referred to in the preceding provisions of this rule 89, no account shall be taken of any day that is not a working day.
90. An instrument of proxy or electronic communication containing the appointment of a proxy, which does not conform with the provisions of rule 89 or which is not lodged or sent in accordance with such provisions, shall be invalid.
91. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
92. Subject to rule 93, a proxy shall not be entitled to cast, in relation to each resolution, more than one vote in his/her capacity as a proxy (in addition to his/her own vote if he/she is a member of the society, or in his/her capacity as the authorised representative of a corporate body which is a member), notwithstanding that he/she/they may have been appointed as proxy by more than one member.
93. The provisions of rule 92 shall not apply in relation to the chairperson of a general meeting who is appointed as a proxy by two or more members; but he/she will be entitled to cast votes on a given resolution in his/her capacity as a proxy only where the form of proxy included a direction by the relevant member as to whether he/she/they was/were to vote in favour of, or against, that resolution.

94. A proxy appointed to attend and vote at any general meeting instead of a member shall have the same right as the member who/which appointed him/her to speak at the meeting and need not be a member of the society.
95. A member which is a corporate body may authorise an individual to act as its representative at any general meeting of the society, providing particulars of the individual so authorised are received by the society prior to the commencement of the relevant general meeting; the individual so authorised shall be entitled to exercise the same powers on behalf of that corporate body as that corporate body could exercise if it were an individual member.
96. A vote given, or ballot demanded, by proxy or by the duly authorised representative of a member which is a corporate body shall be valid, notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot unless notice of such termination was received by the society at the society's registered office (or, where sent by electronic means, was received by the society at the address notified by the society to the members for the purpose of electronic communications) before the commencement of the general meeting at which the vote was given, or the ballot demanded.
97. The chairperson of a general meeting shall not be entitled to a casting vote if an equality of votes arises in relation to any resolution.

Written resolutions by the members

98. Except in the case of a resolution which requires to be passed at a general meeting in order to comply with the Act, a resolution in writing signed by all the members of the society shall be as valid and effective as if it had been passed at a general meeting, duly convened and held; a resolution in writing may consist of several documents in the same form, each signed by or on behalf of one or more members.

Requirements regarding notification of amendments to the rules

99. If the society is a community body or Part 3A community body, the society shall notify the Scottish Ministers of any amendments to the rules of the society.

Categories of director

100. For the purposes of these rules:
- 100.1. "Contributor Director" means a director (drawn from the holders of the Contributor Shares) elected/appointed under rules 109 to 115;
- 100.2. "Development Trust Director" means a director appointed under rules 116 to 119;
- 100.3. "Co-opted Director" means a director appointed/re-appointed by the directors under rules 120 and 121.

Maximum/minimum number of directors

101. The maximum number of directors shall be 8; out of that number:
 - 101.1. no more than 4 shall be Contributor Directors;
 - 101.2. no more than 2 shall be Development Trust Directors;
 - 101.3. no more than 2 shall be Co-opted Directors.
102. At any given time the number of Development Trust Directors in office must comprise less than half of the total number of directors in office at that time
103. The minimum number of directors shall be 3.

Eligibility

104. An individual shall not be eligible for election/appointment as a Contributor Director unless:
 - 104.1. he/she is a holder of Contributor Shares; or
 - 104.2. he/she has been nominated for election/appointment by a corporate body which is a holder of Contributor Shares.
105. An individual appointed as a Development Trust Director or Co-opted Director need not, however, be a holder of Contributor Shares.
106. An individual shall not be eligible for election/appointment as a director if he/she is an employee of the society.

Board: period up to third AGM

107. The initial board of the society from the date of registration of the society until the third AGM shall (subject to rule 122) consist of:
 - 107.1. individuals appointed as directors by the signatories to the application for registration;
 - 107.2. such individuals as the board may appoint from time to time as Contributor Directors in pursuance of rule 111;
 - 107.3. such individuals as the Development Trust may appoint from time to time as Development Trust Directors in pursuance of rule 116; and
 - 107.4. such individuals as the board may appoint from time to time as Co-opted Directors in pursuance of rule 120.
108. The individuals referred to in paragraph 107.1 shall be taken to be Contributor Directors for the purposes of these rules.

Contributor Directors: election, retiral, re-election

109. At each AGM, the holders of Contributor Shares may (subject to rule 101) elect any individual who is either a holder of Contributor Shares or has been

nominated by a corporate body which is a holder of Contributor Shares (unless he/she is debarred from serving as a director under rule 106) as a director.

110. The election of directors by the holders of Contributor Shares shall be dealt with as follows:

110.1. Prior to giving notice of each AGM, the secretary shall invite the holders of Contributor Shares to stand for election (or re-election in the case of Contributor Directors who are due to retire at the conclusion of that AGM) by the holders of Contributor Shares to serve as directors with effect from that AGM. The Secretary may set a date by when applications for election must be received.

110.2. When making their application, candidates for election shall provide to the Secretary brief biographical details and a statement outlining the skills which he/she considers that he/she could bring to bear in serving on the board . This information or a summary of it shall be provided to members by the Secretary together with the notice convening the AGM.

110.3. Each holder of Contributor Shares shall have that number of votes which equates to the number of places on the board which are to be filled through the election process, to be cast (on the basis of no more than one vote per candidate) in relation to his/her/their preferred candidates (out of those whose names have been included in the notice of meeting.

110.4. If there are more candidates than places for Contributor Directors the candidates with the most votes shall be elected and if the aggregate number of votes recorded in relation to two or more candidates results in a tie, the question of which of the candidates is to serve as a director shall be determined by the secretary by some random method.

110.5. The secretary's determinations under rule 110 shall be conclusive and binding except in the case of manifest error.

110.6. The secretary's determination of the outcome of the election shall be issued at the AGM; each of the individuals identified in the determination will automatically become a director (or, where a retiring director is re-elected, shall continue in office) with effect from the conclusion of the AGM.

111. The board may, at any time, appoint any individual who is either a holder of Contributor Shares or has been nominated by a corporate body which is a holder of Contributor Shares (providing, in either case, he/she/they are willing to act and is not debarred by rule 106) to be a director, either to fill a vacancy or (subject to rule 101) as an additional director.

112. At the third AGM, one third (to the nearest round number) of the Contributor Directors shall retire from office; the question of which of them are to retire shall be determined by some random method.

113. At each AGM (other than the first, second and third):

113.1. any Contributor Director who was appointed by the board (under rule 111) in the period from the date of the preceding general meeting shall retire from office; and

113.2. out of the remaining Contributor Directors, one third (to the nearest round number) shall retire from office.

114. The Contributor Directors to retire under paragraph 113.2 shall be those who have been longest in office since they were last appointed or re-appointed; as between two or more Contributor Directors who were appointed or re-appointed on the same date, the question of which of them is to retire shall be decided by some random method.

115. The holders of Contributor Shares may (subject to rule 101) re-elect any Contributor Director who retires from office at any AGM (providing he/she/they are willing to act); if any such Contributor Director is not re-appointed, he/she/they shall retain office until the conclusion of the AGM.

Development Trust Directors: appointment/removal/retiral/re-appointment

116. The Development Trust may, by notice in writing, signed on its behalf by an appropriate officer of the Development Trust, and given to the society:

116.1. appoint (subject to rules 101 and 102) any individual (providing he/she is willing to act) as a director; or

116.2. remove from office as a director any individual previously appointed by it as a director under this rule 116.

117. The appointment of any director under rule 116 shall take effect from the date stated in the notice (providing that date is after the time when the notice is received by the society) or (if no such date is stated in the notice) with effect from the time when the notice is received by the society.

118. At each AGM, one of the Development Trust Directors shall retire from office, but shall be eligible (subject to rules 101 and 102) for re-appointment under rule 116.

119. The Development Trust Director to retire under rule 118 shall be the Development Trust Director who has been longest in office since they were last appointed or re-appointed; as between two or more Development Trust Directors who were appointed or re-appointed on the same date, the question of which of them is to retire shall be decided by some random method.

Co-opted Directors: appointment/vacating of office, re-appointment

120. In addition to their powers under rule 111, the directors may (subject to rule 101) at any time appoint any individual (providing he/she is willing to act and is not debarred by rule 106) to be a director on the basis that he/she has specialist experience and/or skills which could be of assistance to the directors.

121. At the conclusion of each AGM, all of the Co-opted Directors shall retire from office – but shall then be eligible (subject to rule 101) for re-appointment under rule 120.

Disqualification and removal of directors

122. A director shall vacate office if:
- 122.1. he/she/they are disqualified from acting as a director;
 - 122.2. he/she/they are sequestered;
 - 122.3. he/she/they become incapable for medical reasons of fulfilling the duties of his/her office and such incapacity has continued, or is expected to continue, for a period of more than six months;
 - 122.4. he/she/they become an employee of the society;
 - 122.5. (in the case of a Contributor Director) he/she/they cease to hold any Contributor Shares or (in the case of a Contributor Director who was nominated for election/appointment by a corporate body which was a holder of Contributor Shares) the body which nominated him/her for election/appointment ceases to hold any Contributor Shares;
 - 122.6. he/she/they resign office by notice to the society;
 - 122.7. he/she/they are absent (without permission of the board) from more than three consecutive meetings of the board, and the board resolves to remove him/her from office;
 - 122.8. he/she/are removed from office by resolution of the board on the grounds that he/she/they are considered to have committed a material breach of the code of conduct for directors in force from time to time, as referred to in rule 130; or
 - 122.9. he/she/they are removed from office by a resolution of the members.
123. A resolution under paragraph 122.8 shall be valid only if:
- 123.1. the director who is the subject of the resolution is given reasonable prior written notice by the board of the grounds upon which the resolution for his/her removal is to be proposed;
 - 123.2. the director concerned is given the opportunity to address the board meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
 - 123.3. at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.
124. A resolution under paragraph 122.9 shall be valid only if: -

- 124.1. the member who/which is proposing to move the resolution gives the society at least 28 days' written notice of his/her/their intention to move the resolution;
- 124.2. the board gives the director who is the subject of the resolution at least 21 days' written notice of the intention of the relevant member to move the resolution;
- 124.3. the director concerned is given the opportunity to address the general meeting at which the resolution is proposed, prior to the resolution being put to the vote;
- 124.4. at least 75% of the votes cast in relation to the resolution are in favour of the resolution.

Appointments to offices

125. The directors shall elect from among themselves a Chair and such other office bearers (if any) as they consider appropriate.
126. All of the office bearers shall cease to hold office at the conclusion of each AGM, but shall then be eligible for re-election.
127. A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

Directors' interests

128. Subject to the provisions of the Act and provided that he/she has disclosed to the board the nature and extent of any personal interest which he/she has (unless immaterial), and has complied with the code of conduct (as referred to in rule 130), a director (notwithstanding his/her office):-
 - 128.1. may be a party to, or have some other personal interest in, any transaction or arrangement with the society or any associated company;
 - 128.2. may be a party to, or have some other personal interest in, any transaction or arrangement in which the society or any associated company has an interest;
 - 128.3. may be a director or secretary of, or have some other personal interest in, the society and/or any associated company;
 - 128.4. may be employed by any associated company; and
 - 128.5. shall not, because of his/her/their office, be accountable to the society for any benefit which he/she/they derive from any such office or employment or from any such transaction or arrangement or from any interest in any such company;

and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

129. For the purposes of the preceding rule, an interest of which a director has no knowledge and of which it is unreasonable to expect him/her/them to have knowledge shall not be treated as an interest of his/hers/theirs; the references to “associated company” shall be interpreted as references to any subsidiary of the society or any other company in which the society has a direct or indirect interest.

Conduct of directors

130. Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time; for the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained in these rules, and the relevant provisions of these rules shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

Directors’ remuneration and expenses

131. A director shall not be entitled to any remuneration in respect of carrying out his/her duties as a director or as holder of any office under rule 125.
132. The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of the board, general meetings, meetings of committees of directors or otherwise in connection with the carrying-out of their duties.

Powers of directors

133. Subject to the provisions of the Act and these rules, the business of the society shall be managed by the board, who may exercise all the powers of the society.
134. The members of the society shall be entitled to issue a direction to the board, by way of a resolution in respect of which at least 75% of the votes cast on the resolution are in favour; the board shall be bound to comply with a direction by the members issued in accordance with the preceding provisions of this rule.
135. No alteration of the rules, and no direction issued in pursuance of rule 134 shall invalidate any prior act of the board which would have been valid if that alteration had not been made or that direction had not been given.
136. The powers conferred by rule 133 shall not be limited by any special power conferred on the board by these rules.
137. A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.

Proceedings of the board

138. Subject to the provisions of these rules, the board may regulate their proceedings as they think fit.
139. Any director may call a meeting of the board or request the secretary to call a meeting of the board.

140. The board must meet not less than twice in each financial year (excluding for this purpose the financial year within which the society is formed).
141. At least five working days' notice shall be given in relation to each meeting of the board, unless the Chair (or as the case may be, the other director who is calling the meeting) is of the view (acting reasonably) that the delay associated with giving five working days' notice would be likely to cause significant prejudice to the interests of the society, in which case he/she/they shall give such notice of the meeting as is reasonable in the circumstances.
142. Notice of every board meeting (including a short agenda in relation to the business to be conducted at the meeting) shall be issued to each director at the postal address or e-mail address which was last notified by him/her to the society for that purpose.
143. Only the business detailed in the agenda circulated to the directors may be considered at the meeting, subject to the qualification that any item of additional business may be considered if all of the directors present at the meeting consent to the consideration of that item of business.
144. Questions arising at a board meeting shall be decided by a majority of votes, and on the basis that every director shall have one vote.
145. In the case of an equality of votes, the chairperson of a board meeting shall not have a casting vote (in addition to his/her own vote as a director).
146. The quorum for the transaction of the business of the board, shall (subject to rule 147) be as follows:
 - 146.1. if there is an even number of directors in office at the time, one half of the total number of directors in office at the time plus one; or
 - 146.2. if there is an odd number of directors in office at the time, one half - rounded upwards - of the total number of directors in office at the time.
147. A quorum shall not be deemed to be constituted at any board meeting unless at least three directors are present at the meeting.
148. A director may participate in a board meeting by means of a conference telephone, video conferencing facility or similar communications equipment whereby all the directors participating in the meeting can hear each other; a director participating in a meeting in this manner shall be deemed to be present in person at the meeting.
149. If the quorum required under rules 146 and 147 (as read with rule 148) is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
150. The continuing directors or a sole continuing director may act notwithstanding vacancies; but if the number of remaining directors is less than the number fixed

as the quorum, they may act only for the purpose of filling vacancies or of calling a general meeting.

151. Unless he/she/they are unwilling to do so, the Chair of the society shall preside as chairperson at every meeting of directors at which he/she is present.

152. If the Chair of the society is unwilling to act as chairperson of a meeting of directors or is not present within 15 minutes after the time appointed for the meeting, the Vice Chair (if any) shall act as chairperson of the meeting; or, if neither the Chair nor the Vice Chair is present and willing to act as chairperson within 15 minutes after the time appointed for the meeting, the directors present at the meeting may appoint one of their number to be chairperson of the meeting.

153. The directors shall be entitled to allow any person to attend and speak (but not vote) at any meeting of the board; a person invited to attend a meeting of the directors under the preceding provisions of this rule shall not be entitled to exercise any of the powers of a director, and shall not be deemed to be a director for the purposes of the Act or any provision of these rules.

154. All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

155. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the board (or of a committee of directors) shall be as valid and effectual as if it had been passed at a meeting of directors (or, as the case may be, a committee of directors) duly convened and held; it may consist of several documents in the same form, each signed by one or more directors.

156. A director shall not vote at a meeting of directors (or at a meeting of a committee of directors) on any resolution concerning a matter in which he/she has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the society.

157. For the purposes of the preceding rule:

157.1. an interest of a person who is taken to be connected with a director for the purposes of the Act shall be treated as a personal interest of the director;

157.2. a director shall (subject to paragraph 157.4) be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she/they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter;

157.3. a holding of shares in another community energy organisation which is a member of Energy4All Limited shall not be treated as amounting to a personal interest or duty which conflicts or may conflict with the interests of the society;

- 157.4. a Development Trust Director shall not be deemed to have a personal interest in a particular matter solely by reason of the fact that the Development Trust has an interest in that matter and he/she is an employee or officer of the Development Trust; and
- 157.5. an interest which is common to 75% or more of the members of the society shall not be deemed to be a personal interest or duty which conflicts or may conflict with the interests of the society.
158. A director shall be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
159. The society may, by way of a resolution passed by majority vote at a general meeting, suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of rules 156 to 158.
160. If a question arises at a meeting of directors (or at a meeting of a committee of directors) as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting; his/her ruling in relation to any director other than himself/herself shall be final and conclusive.

Delegation to committees of directors and holders of offices

161. The directors may delegate any of their powers to any committee consisting of two or more directors; they may also delegate to the Chair of the society or a director holding any other office such of their powers as they consider appropriate.
162. Any delegation of powers under the preceding rule may be made subject to such conditions as the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
163. Subject to any condition imposed in pursuance of the preceding rule, the proceedings of a committee consisting of two or more directors shall be governed by the rules regulating the proceedings of meetings of directors so far as they are capable of applying.
164. In addition to their powers under rule 161, the directors may delegate their powers to any committee consisting of one or more directors and such other individuals (who need not be directors or employees of the society) as the directors may consider appropriate; the provisions of rules 162 and 163 shall apply in relation to any such committee, subject to the qualification that the role of any committee formed under the preceding provisions of this rule 164 shall be limited (except to the extent that the board otherwise determine) to the issue of reports and recommendations for consideration by the board.

Secretary

165. The board shall appoint a secretary, and on the basis that the term of office, remuneration (if any), and other terms and conditions attaching to the appointment

of the secretary shall be as determined by the board; the secretary may be removed by the board at any time.

Minutes

166. The board shall ensure that minutes are made (in books/folders (which may be in electronic form to the extent permitted by law) kept for the purpose) of all proceedings at general meetings, meetings of the board and meetings of committees of directors.
167. A minute of a meeting of the board or of a committee of directors shall include the names of the directors present, and the minutes of each meeting shall (unless exceptional circumstances make this impractical) be signed by the chairperson of that meeting.
168. The board shall (subject to rule 169) provide a copy of any minutes falling within the provisions of rule 166 to any member requesting them, within a reasonable time; and in any event within 28 days after the request is made.
169. The board shall be entitled to omit from (or render illegible within) the copy minutes provided to a person in pursuance of rule 168 any material which relates to sensitive employee issues, information which under data protection legislation cannot be disclosed, or other matters which, in the reasonable opinion of the board, ought properly to remain confidential; if the board does omit any such material, it must inform the person who made the request of its reasons for doing so.

Accounts

170. No member shall (as such) have any right of inspecting any accounting records or other book or document of the society except as conferred by the Act or as authorised by the directors or by a resolution passed by majority vote at a general meeting.

Notices

171. Any notice to be given in pursuance of these rules shall be in writing.
172. The society may give any notice to a member in pursuance of these rules either personally **or** by sending it by post in a pre-paid envelope addressed to the member at the address last intimated by him/her/them to the society **or** by leaving it at that address; alternatively, in the case of a member who/which has notified the society of an electronic address to be used for this purpose, the society may give any notice to that member by electronic means.
173. A member may give any notice to the society either by sending it by post in a pre-paid envelope addressed to the society at its registered office or by leaving it, addressed to the secretary, at the society's registered office.
174. Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four hours after posting; for the purpose of proving that any notice was

given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

175. Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Institute of Chartered Secretaries and Administrators.
176. A member present at any meeting of the society shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

Amendments to the rules

177. Subject to rule 178, these rules may be amended by way of a resolution passed by the members at a general meeting, providing at least 75% of the votes cast in relation to the resolution are in favour and that the notice convening the meeting included details of the amendments to be proposed at the meeting.
178. No amendment to the rules shall be valid until it has been registered by the Financial Conduct Authority; and, if the society becomes a community body or Part 3A community body, amendments to the rules must be notified to the Scottish Ministers.
179. For the avoidance of doubt, the references in rules 177 and 178 to amendments to the rules shall include introducing any new rule or rescinding any existing rule.

Borrowings

180. The society shall have power (subject, in the case of members' loans, to rule 181) to borrow money (without any limit on the amount in each case) and shall have power to grant securities over any of its property (including the assets and undertaking of the society, present and future) in respect of sums borrowed by the society and/or the performance of any obligations of the society.
181. The society may receive loans (with or without giving security, and on such terms as the board may consider appropriate) or donations from members (without any limit on the amount in each case) to support its work, providing (in the case of a loan from a member) that the rate of interest (if any) is no higher than that applicable to Contributor Shares; the society shall not, however, accept deposits.

Auditors

182. Subject to rule 183, the society shall appoint an auditor in respect of each financial year who is qualified under the Act to audit the society's accounts for that financial year.
183. The society shall (subject to rule 184) be exempt from the obligation to appoint a qualified auditor if it is eligible for that exemption under the Act if and to the extent that proper arrangements for the auditing or independent examination of the society's accounts are made in a manner which satisfies the requirements of the

Act and (if the society is a Scottish charity at the time) the requirements of the 2005 Act.

184. The members of the society may determine, by way of a resolution passed by majority vote at a general meeting, that the society shall require to appoint a qualified auditor in respect of the accounts for any financial year, notwithstanding that the society is eligible for exemption from that obligation under the Act.
185. The appointment of auditors, the re-appointment of auditors, the removal of auditors and the appointment of auditors in place of an auditor which has been removed from office, shall be governed by the Act.

Annual return

186. Every year, and within the period prescribed by the Act, the secretary shall send to the Financial Conduct Authority the annual return for the society, in the form prescribed by the Financial Conduct Authority, relating to its affairs for the period required by the Act to be included in the return; together with:
- 186.1. a copy of the report of the auditor on the society's accounts for the period included in the return; or a copy of such other report (if any) as is required by the Act for such period; and
- 186.2. a copy of each balance sheet as at the end of that period, and of the report (if any) of the auditor or other appropriate person as required by the Act in relation to that balance sheet.
187. The society shall supply (free of charge) to any member, or to any person with an interest in the funds of the society, a copy of the latest annual return, together with a copy of the auditor's report on the accounts and balance sheet contained in the return.

Supply of copy rules

188. A copy of these rules (including all alterations which are in force) shall be given free of charge to any member upon demand; and shall be provided to any non-member provided he/she/they pay the fee applicable at the time for a copy of rules under the Act (or, if no specific fee is stated in the Act, such reasonable fee as the board may prescribe from time to time).

Application of surpluses

189. Any surpluses generated by the society, calculated after due allowance for
- 189.1. interest on the Contributor Shares (as provided for in rules 29 and 30);
and
- 189.2. the payments falling due from time to time under the Deed of Covenant entered into between the society and the Development Trust;
- shall be applied towards the withdrawal of Contributor Shares and/or the development of appropriate financial reserves and/or the further

development of the business or other activities of the society for the benefit of the Community

190. Without prejudice to rule 191, any surplus funds or assets of the society must be applied for the benefit of the Community.

Asset lock

191. Pursuant to regulations made under section 1 of the 2003 Act:

191.1. all of the society's assets are subject to a restriction on their use;

191.2. the society must not use or deal with its assets except:

191.2.1. where the use or dealing is, directly or indirectly, for a purpose that is for the benefit of the community;

191.2.2. to pay a member of the society the value of his/her/its withdrawable share capital or interest on such capital;

191.2.3. to make a payment pursuant to section 36 (payments in respect of persons lacking capacity), 37 (nomination by member of entitlement to property in society on member's death), or 40 (death of member: distribution of property not exceeding £5,000) of the Act;

191.2.4. to make a payment in accordance with the rules of the society to trustees of the property of bankrupt members or, in Scotland, members whose estate has been sequestrated;

191.2.5. where the society is to be dissolved or wound up, to pay its creditors; or

191.2.6. to transfer its assets to one or more of the following:

191.2.6.1.1. a prescribed community benefit society whose assets have been made subject to a restriction on use and which will apply that restriction to any assets so transferred;

191.2.6.1.2. a community interest company;

191.2.6.1.3. a registered social landlord which has a restriction on the use of its assets which is equivalent to a restriction on use and which will apply that restriction to any assets so transferred;

191.2.6.1.4. a charity (including a community benefit society that is a charity); or

191.2.6.1.5. a body, established in Northern Ireland or a State other than the United Kingdom, that is equivalent to any of those persons.

192. Any expression used in rule 191 which is defined for the purposes of regulations made under section 1 of the 2003 Act shall have the meaning given by those regulations.

Investment of funds

193. The society may invest any part of its funds in the manner permitted by the Act.

Seal

194. The society shall not have a seal.

Dissolution or winding-up

195. The society may be dissolved by the consent of 75% or more of the members by their signatures to an instrument of dissolution, or by winding-up in a manner provided by the Act.

196. On the winding-up or dissolution of the society, the society shall (if and to the extent that the assets remaining after settlement of its other liabilities enable it to do so) be liable to pay to each holder of a Contributor Share the sum of £1 per Contributor Share held by him/her/them and to the holder of the Community Anchor Share the sum of £1.

197. If, on the winding-up or dissolution of the society, any of the society's assets (including any land acquired by the society under Part 2 or Part 3A of the Land Reform (Scotland) Act 2003 or Part 5 of the Land Reform (Scotland) Act 2016), remain to be disposed of after its liabilities (including any liability arising under rule 196) are satisfied, those assets shall not be distributed among the holders of Contributor Shares; instead, that property shall (subject to rules 191 and 198) be transferred to such other community body or bodies, crofting community body or bodies or Part 3A community body or bodies as may be determined by the members (and on the basis that the identity of the transferee body or bodies shall be notified to the Scottish Ministers).

198. If the members do not resolve to transfer any property of the nature referred to in rule 197 to a community body or bodies, crofting community body or bodies or Part 3A community body or bodies, such property shall instead be transferred to such Scottish charity or charities operating for the benefit of the Community as the members may determine.

Indemnity

199. Every director or other officer of the society shall be indemnified (to the extent permitted by the Act) out of the assets of the society against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office.

200. The indemnity under rule 199 may include, without prejudice to that generality (but only to the extent permitted by the Act), any liability incurred by the director or other officer:

- 200.1. in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she/they are acquitted; or
- 200.2. in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the society.
201. For the avoidance of doubt, the society shall be entitled to purchase and maintain for any director or officer insurance against any loss or liability which any director or other officer of the society may sustain or incur in connection with the execution of the duties of his/her office; and such insurance may extend to liabilities arising out of the negligence of a director.

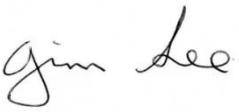
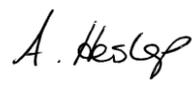
Interpretation

202. In these rules:
- 202.1. “the Act” means (subject to rule 204) the Co-operative and Community Benefit Societies Act 2014;
- 202.2. “the 2003 Act” means (subject to rule 204) the Co-operatives and Community Benefit Societies Act 2003;
- 202.3. “the 2005 Act” means (subject to rule 204) the Charities and Trustee Investment (Scotland) Act 2005;
- 202.4. “board” has the meaning given to the word “committee” in the Act;
- 202.5. “charitable body” means a body which is either a “Scottish charity” within the meaning of section 13 of the 2005 Act or a “charity” within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
- 202.6. “charitable purpose” means a charitable purpose under section 7 of the 2005 Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
- 202.7. "community body" means a community body within the meaning of section 34 of the Land Reform (Scotland) Act 2003 (as amended by section 37 of the Community Empowerment (Scotland) Act 2015) which is also regarded as a community body for the purposes of section 49(2)(h) of the Land Reform (Scotland) Act 2016;
- 202.8. "crofting community body" means a crofting community body within the meaning of section 71 of the Land Reform (Scotland) Act 2003 (as amended by section 62 of the Community Empowerment (Scotland) Act 2015);
- 202.9. “director” means a member of the board (and shall be taken to be a member of the society’s committee for the purposes of the Act);

- 202.10. "Part 3A community body" means a Part 3A community body with the meaning of section 97D of the Land Reform (Scotland) Act 2003 (as inserted by section 74 of the Community Empowerment (Scotland) Act 2015);
- 202.11. "Part 5 community body" means a Part 5 community body within the meaning of section 49 of the Land Reform (Scotland) Act 2016;
- 202.12. "Surplus Profits" means the amounts which require to be paid from time to time by the society to the Development Trust under the Deed of Covenant entered into between the society and the Development Trust;
- 202.13. "sustainable development" means development which meets the needs of the present without compromising the ability of future generations to meet their own needs;
203. "writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied by electronic means or otherwise.
204. Any reference in these rules to a statutory provision shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time.
205. References in these rules to the singular shall be deemed to include the plural.

Signatures

Names of members

1		ANNETTE HESLOP MBE
2		MARIANA MCMILLIN
3		JAMES LEE
Secretary		ANNETTE HESLOP MBE

Complete Rule Amendment form

Society Name: Yorkshire Community Energy Society Limited

Society Num: 8053

Use this form to register a complete rule change for a society registered under the Co-operative and Community Benefit Societies Act 2014 ('2014 Act') except credit unions. A complete amendment means a whole new set of rules is registered in place of an existing rule book.

To register a complete amendment of rules we need:

- this completed form
- one signed copy of the society's rules (or two copies where not submitting electronically)
- a marked up version of the rules tracking changes made to the model, if you are using a set of model rules
- a completed [Statutory Declaration form](#).

This form, including any details you provide the form, will be made available to the public through the Mutuels Public Register. Societies may find it helpful to read Chapter 3 of our guidance on our registration function under the 2014 Act before completing this [form](#):

All societies are registered meeting one of two conditions for registration. These are that the society is either:

- a bona fide co-operative society ('co-operative society'); or
- are conducting business for the benefit of the community ('community benefit society').

Your society is registered meeting the condition for registration that it is conducting its business for the benefit of the community.

We must maintain arrangements that are designed to enable us to determine whether a society is complying with the 2014 Act. One way we do this is by requiring societies to complete the questions in the next section.

For further information on the condition for registration, please see chapter 5 of our guidance [here](#).

Community benefit societies must answer the following questions in relation to the financial year covered by this return.

3B.1 What is the business of the society?

For example, do you provide social housing, run an amateur sports club etc.

The business of the society shall be to carry on business for the benefit of the community at large through benefitting the environment of the community and furthering environmental development within Lochaber (which comprises the Highland Council Ward 11 (Caol and Mallaig) and Highland Council Ward 21 (Fort William and Ardnamurchan) ("the Community"); But only to the extent that the above objects are consistent with

3B.2 Please describe the benefits to the community the society?

Here we are looking to see what the benefits to the community are. Community can be said to be the community at large. For example, do you relieve poverty or homelessness by providing social housing.

By carrying on the business of developing and operating community renewable energy projects operating primarily within the Community; paying Surplus Profits (as defined in rule 202) by way of donations to Lochaber Environmental Group (Scottish charity number SC029291) ("the Development Trust") - which will in turn apply those funds to further environmental activities including the promotion of sustainable development within the

3B.3 Please describe how the society's business delivered these benefits?

The business of the society must be conducted for the benefit of the community. Please describe how the society's business (as described in answer to question 3B.1) provides benefit to the community.

The society is in early stages of development but its aim is to deliver the community renewable energy projects and the promotion of sustainable development within the local community.

3B.4 Did the society work with a specific community, and if so, please describe it here?

For instance, were the society's activities confined to a specific location; or to a specific group of people? Please note that in serving the needs of any defined community, the society should not inhibit the benefit to the community at large.

The Society's activities will be conducted within Lochaber, Scotland so having a particular benefit to those communities but the prime benefit of its work is to the community at large.

3B.5 What did the society do with any surplus or profit?

For instance, did you pay a dividend to members (and if so, on what basis); did money get reinvested in the business; put into reserves; used for some other purpose?

Not applicable at this time as the society is in early development stages.

3B.6 Please state any significant commercial arrangements that the society has, or had, with any other organisation that could create, or be perceived as creating, a conflict of interest.

Please tell us how you ensured that any such conflict of interest did not prevent the society from acting for the benefit of the community.

None

3B.7 Please state any close links which any of the directors has with any society, company or authority.

'Close links' includes any directorships or senior positions held by directors of the society in other organisations.

Annette Heslop
Community Energy Management Co Ltd, The Wind Company Ltd, Loch a'Bhraoin
Community Energy Society Ltd, Yorkshire Community Energy Society Ltd, Energise South
Society Ltd, Energy4All Ltd, Assel Valley Community Renewables Society Ltd, Auchrobert
Community Energy Society Ltd, Buchanan Community Hydro Society Ltd, Dundee

**Provision required by
the Act**

**Number of the rule(s) covering this
E.g. '2.3-2.7'**

The society's name

1

The objects of the society

2

Place of the society's registered office, to which all communications and notices may be addressed

5

The terms of admission of the members, including any society or company investing funds in the society under the provisions of the Act

13-20

The method of holding meetings, the scale and right of voting, and the method of making, altering or rescinding rules

58-99,177-179

The appointment and removal of a committee (by whatever name) and of managers or other officers and their respective powers and remuneration

100-132

The maximum amount of the interest in the shares of the society which may be held by any member otherwise than by virtue of section 24(2) of the Act

22-26

Whether the society may contract loans or receive moneys on deposit subject to the provisions of this Act from members or others, and if so under what conditions, under what security, and to what limits of amount

180-181

Whether any or all shares are transferable, and provision for the form of transfer and registration of shares, and for the consent of the committee to transfer or registration

10-12, 36-49

Whether any or all shares are withdrawable, and provision for the method of withdrawal and for payment of the balance due on them on withdrawing from the society

Provision for the audit of accounts in accordance with Part 7 of the Act

182-185

Whether members may withdraw from the society and if so how, and provision for the claims of the representatives of deceased members and of the trustees of the property of bankrupt members (or, in Scotland, members whose estates have been sequestrated), and for the payment of nominees

36-49

The way in which the society's profits are to be applied

189-190

If the society is to have a common seal, provision for its custody and use

194

Whether any part of the society's funds may be invested, and if so by what authority and in what way

193

5.1 Please confirm the rules have been signed by 3 members and the secretary (4 signatures in total)

The rules contain the required signatures

5.2 Please confirm either:

- Model rules have not been used.
- Model rules have been used without amendment
- An amended set of model rules have been used, and a marked up copy detailing the changes made to the model is included with the application.

6.1 Please confirm you have completed and are submitting a Statutory Declaration along with this application form.

- Completed Statutory Declaration enclosed

Statutory declaration

Use this form to provide a statutory declaration accompanying a rule change.

An officer of the society must complete this section:

Name	ANNETTE HESLOP MBE
Role	COMPANY SECRETARY

I do solemnly and sincerely declare that the amendment of rules complies with the legislative requirements and has been duly made by the society in the manner provided in its rules for the making, altering or rescinding of rules.

I make this solemn declaration conscientiously believing it to be true, and by the provisions of the Statutory Declarations Act 1835.

Signature	<i>A. Heslop</i>
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Date	1	2		0	5		2	0	2	1
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This was declared before me, a:

- Solicitor
- Commissioner for oaths
- Notary Public
- Justice of the Peace

Name	
Declared at:	
Signature	

Date									
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