

Co-operative and Community Benefit Societies Act 2014

Registration of new society

The following society has today been registered by us under Co-operative and Community Benefit Societies Act 2014 as a Community Benefit Society:

Society: **Lismore Community Trust Limited**

Registration number: **9134**

Registration date: 12 September 2023

Address: Bachuil, Lismore, Oban, PA34 5UL

Financial year-end date: 31 March

The attached copy of the special resolution for the conversion is today registered under Co-operative and Community Benefit Societies Act 2014.

Date: **12 September 2023**



The Companies Act 2006
COMPANY LIMITED BY GUARANTEE

Special Resolution of 'Lismore Community Trust' (Company number SC376707)

SPECIAL RESOLUTION

1. It is resolved that:

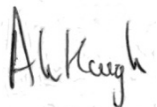
- The members of Lismore Community Trust, a company limited by guarantee with charitable status (the "Company") resolved by way of special resolution that the Company shall, under section 115(1) of the Co-operatives and Community Benefit Societies Act 2014 (the "Act") be converted (the "Conversion") to Lismore Community Trust Limited, a community benefit society (the "Society"), using the Rules attached to this resolution.
- In addition to the Secretary, the following three members of the company shall sign the rules of the new Society, and shall be empowered by this resolution to make any changes to the rules required by the FCA in the course of registering the society without further consulting the company.

Member 1 – Andy Hough
Member 2 – Anita Bachuil
Member 3 – Laura Savill

Upon conversion of the Company from a company limited by guarantee to a community benefit society, each member of the Company shall, unless he/she notifies the Company in writing prior to the date of the Conversion that he/she does not wish to become a member of the Society, be deemed to have accepted the rules of the Society and become a member of the Society with effect from date of the Conversion.

On conversion from the Company to the Society, simultaneously:

- the liability on the members of the Company to contribute one pound in the event of the winding up of the company shall be cancelled;
- each member of the Society shall be deemed to have agreed to the rules of the Society (as tabled at the meeting); and
- each member of the Company shall be deemed to have subscribed for one community member share of £1 each in the Society and the Society shall issue one community member share of £1 each to each member of the Company who has, by virtue of this resolution and section 115(1) of the Act, become a member of the Society.
- The Company agrees that it shall, on behalf of each member, contribute £1 towards the subscription price of the community share of £1 each in the Society to be issued to each member of the Society in accordance with this resolution.

Signed: 

Chair of Lismore Community Trust: Andy Hough

Chairperson of the meeting at which the resolution was passed: Andy Hough

**Date of the meeting at which the resolution was passed: Tuesday 8th August 2023, 7:00 pm,
Lismore Public Hall**



**COMMUNITY SHARES SCOTLAND
MODEL RULES – CHARITY MODEL**

LISMORE COMMUNITY TRUST LIMITED

A charitable society for the benefit of the community (BenCom)

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

RULES

of

LISMORE COMMUNITY TRUST LIMITED

A charitable 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 “Lismore Community Trust Limited”.

Objects

- 2 The objects of the society shall be to carry on business for the benefit of the community at large, through furthering, within the Isle of Lismore (which comprises the island of Lismore) (“the Community”), the following charitable purposes:
 - 2.1 To manage land and associated assets for the benefit of the Community and the public in general;
 - 2.2 To advance community development, including rural regeneration within the community area
 - 2.3 To advance the education of the Community about its environment, culture, heritage and history;
 - 2.4 To advance environmental protection or improvement including:
 - 2.4.1 Preservation, sustainable development and conservation of the natural environment,
 - 2.4.2 The maintenance, improvement or provision of environmental amenities for the Community, and
 - 2.4.3 The preservation of buildings or sites or architectural, historic or other importance to the Community;
 - 2.5 To encourage, promote and support economic and social development, in the community area, that is demonstrably in the interests of the Community;
 - 2.6 To seek to provide energy from renewable resources for the benefit of the Community;
 - 2.7 To deliver local projects that provide employment and/or help create a useful resource base for the future
 - 2.8 To maintain and develop the Community and its culture.

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

Powers

- 3 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:
 - 3.1 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;
 - 3.2 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.
 - 3.3 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

- 4 The registered office of the society shall be at Bachuil, Lismore, Oban, Scotland, PA34 5UL.

Membership

- 5 The members of the society shall consist of:
 - 5.1 the signatories to the application for registration of the society;
 - 5.2 in the case of Community Members, such other individuals as may be admitted to membership from time to time under rules 11 to 20;
 - 5.3 in the case of Contributor Members, such other individuals or corporate bodies as may be admitted to membership from time to time under rules 11 to 20.
- 6 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, they will automatically cease to be a member.

Liability of members and directors

- 7 The liability of a member shall be limited to such sum (if any) as they are due to pay to the society for shares held by them/it; 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).

- 8 The directors have certain legal duties under the Act; and rule 7 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

- 9 There shall be two classes of shares:

9.1 **Community Member Shares** – these will be of the nominal value of £1 each (with no-one being entitled to hold more than one Community Member Share), and shall have the following rights and restrictions:

- 9.1.1 they shall be withdrawable (allowing the holder to give up their share in exchange for £1) in accordance with rule 44 ;
- 9.1.2 they shall not be transferable (ie a holder will not be able to transfer their share to any other person) (but see rules 58 to 61 (death or bankruptcy));
- 9.1.3 they will carry no right to payment of interest (see rule 37);
- 9.1.4 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 96;
- 9.1.5 they will allow the holder to stand for election to the board as a Community Director (as defined in rule 113) and to participate in electing Community Directors at the AGM, as provided for in rules 123 to 128;
- 9.1.6 they will give the holder an entitlement to no more than £1 if the society is wound up or dissolved and has assets remaining after settlement of its other liabilities (see rules 213 and 214).

9.2 **Contributor Shares** – these will be of the nominal value of £25 each (and on the basis that an individual or body can hold as many Contributor Shares – up to the limit applicable under rules 27 and 28 – as they may wish) and shall have the following rights and restrictions:

- 9.2.1 they shall be withdrawable (allowing the holder of the shares, subject to certain restrictions, to give up their/its shares in exchange for cash) in accordance with rules 47 to 57;
- 9.2.2 they shall not be transferable (ie a holder of shares will not be able to transfer their/its shares to any other person) (but see rules 58 to 60 (death or bankruptcy));

- 9.2.3 they will carry a right to payment of interest (subject to certain restrictions) as provided for in rules 38 to 43;
- 9.2.4 they will allow the holder to vote on certain resolutions that are put to the members at general meetings (ie the AGM and other members' meetings) in accordance with rule 96 (though only holders of Community Member Shares are entitled to vote on any resolution of the nature set out in rule 99);
- 9.2.5 they will allow the holder to stand for election to the board as a Contributor Director (as defined in rule 113) or (if the holder is a corporate body) to nominate an individual for election to the board; and to participate in electing Contributor Directors, as provided for in rules 129 to 135;
- 9.2.6 they will give the holder an entitlement to no more than £25 per Contributor Share if the society is wound up or dissolved and has assets remaining after settlement of its other liabilities (see rules 213 and 214).

10 An individual will not be eligible to hold a Community Member Share unless:

- 10.1 they are ordinarily resident in the Community; and
- 10.2 they are entitled to vote at a local government election in a polling district that includes the Community or part of it;

and (for the avoidance of doubt) a Community Member Share can only be held by an individual – a Community Member Share cannot be held by a body.

Application for membership

- 11 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) signed by them or (in the case of a corporate body) signed on its behalf by an appropriate officer, and specifying whether they are applying for a Community Member Share or Contributor Shares (or both); if they are applying for Contributor Shares, the application must be for at least the minimum number of Contributor Shares applicable under rule 24.
- 12 If an individual is applying for a Community Member Share, they must give to the society such evidence (if any) as the society may request to demonstrate that they are ordinarily resident in the Community.
- 13 Each application for membership shall be considered by the board within a reasonable period after receipt by the society of the application.
- 14 The directors shall assess each application for a Community Member Share to determine whether the applicant meets the relevant criteria for admission to membership; and if they determine that the applicant does meet the

relevant criteria, the directors must resolve that they should be admitted to membership and must resolve to issue a Community Member Share to them accordingly.

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

15.1 to refuse to admit any applicant for Contributor Shares to membership (unless they are also applying for a Community Member Share, in which case rule 14 shall apply) if the board considers that it has reasonable grounds to believe that they 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

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

16 With reference to rules 13 and 15:

16.1 if the board resolves that an applicant applying for Contributor Shares should be admitted to membership, the board cannot allot to them/it less than the minimum number of Contributor Shares applicable under rule 24;

16.2 the board must not allot Contributor Shares to an applicant if the effect would be that the individual or body in question held Contributor Shares in excess of the maximum applicable under rules 27 and 28 at the time;

16.3 the board must not allot a further Community Member Share or Community Member Shares to an applicant if they already hold a Community Member Share.

17 The board shall, within a reasonable period after the meeting at which an application is considered, notify the applicant in writing of:

17.1 the board's decision as to whether or not to admit the applicant to membership;

and (if the board has resolved that an applicant for Contributor Shares should be admitted to membership)

17.2 the number of Contributor Shares which the board has resolved should be allocated to them/it.

18 Any resolution by the board to the effect that an applicant should be admitted to membership - and that a Community Member Share and/or a certain number of Contributor Shares should be allocated to them/it - shall be taken

to be conditional on payment in full for the Community Member Share and/or (as the case may be) those Contributor Shares; an individual or body shall not be entered in the register of members unless and until the Shares allocated to them/it has/have been paid for in full.

- 19 In the case of any signatory to the application for registration of the society who is eligible to be the holder of a Community Member Share, the board may specify, by notice to them, a date by which they must make payment for one Community Member Share if they wish to remain in membership of the society; on payment of that sum, they shall be entered in the register of members as holder of one Community Member Share, but if they fail to do so before that date, they shall cease to be a member of the society.
- 20 For the avoidance of doubt:
- 20.1 the sum payable to the society for one Community Member Share is £1;
- 20.2 the sum payable to the society for one Contributor Share is £25.

Maximum number of Community Member Shares

- 21 No individual may hold more than one Community Member Share.

Minimum number of members

- 22 The minimum number of members is 20; and at least three quarters of the members must, at all times, be holders of Community Member Shares.
- 23 In the event that either or both of the requirements under rule 22 cease to be met through a reduction in the number of members or a reduction in the proportion of holders of Community Member Shares included within the membership, the directors may not conduct any business other than to ensure the admission of sufficient members (or, as the case may be, the issue of sufficient Community Member Shares) to ensure that those requirements are met once more.

Minimum and maximum number of Contributor Shares

- 24 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:
- 24.1 in order to be admitted to membership (where they are not eligible to hold a Community Member Share);
- or (if they are already a member)
- 24.2 in order to be allocated shares on the occasion of an offer of shares

shall be one Contributor Share of £25 each.

- 25 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 them, and specifying the number of Contributor Shares (which must be at least the minimum number of Contributor Shares applicable under rule 24) for which they are applying.
- 26 In the case of any signatory to the application for registration of the society who is not eligible to be the holder of a Community Member Share, the board may specify, by notice to them, a date by which they must lodge an application for Contributor Shares under rule 25 if they wish to remain in membership of the society; if they fail to do so before that date, or fails to make payment in full for the Contributor Shares allocated to them, they shall cease to be a member of the society.
- 27 Subject to rule 28, 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.
- 28 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 27 – 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

- 29 Applications for Contributor Shares by individuals or bodies who are members of the society (whether on the basis that they already hold a Community Member Share or on the basis that they already hold Contributor Shares) shall be made to the board; the provisions of rules 11 to 20 (but disregarding references to application for, and admission to, membership) shall apply.

Register of members

- 30 The society shall keep at its registered office a register of members, in which the secretary shall enter the following details:
 - 30.1 the name and postal address (and, where supplied by the member, e-mail address) of each member;
 - 30.2 a statement of the number of shares held by each member, the class of shares held by that member (ie whether they hold a Community Member Share or Contributor Shares or both), and confirmation that such Shares is/are fully paid up;
 - 30.3 a statement of any other property in the society, whether in loans or otherwise, held by each member;

30.4 the date on which each member's name was entered in the register as a member; and

30.5 the date on which any individual or body ceased to be a member.

Annual membership subscription

31 The board may, if they consider appropriate, introduce (or, as the case may be, re-introduce) an annual membership subscription for the holders of Community Member Shares (excluding those holders of Community Member Shares who also hold Contributor Shares), and may similarly resolve that an annual membership subscription should no longer be payable; the provisions of rules 32 to 36 shall apply only in respect of any period for which the board has resolved that an annual membership subscription should be payable.

32 For the avoidance of doubt, no annual membership subscription shall be payable by a member who holds Contributor Shares, even if they are also the holder of a Community Member Share.

33 The amount of the annual membership subscription shall be determined by the board from time to time.

34 The annual membership subscriptions shall be payable on or before such date in each year as the board may determine.

35 If the membership subscription payable by any holder of a Community Member Share (excluding, for the avoidance of doubt, any holder of a Community Member Share who is also the holder of Contributor Shares) remains outstanding more than six weeks after the date on which it fell due (and providing the holder of the Community Member Share has been given at least one reminder sent by post or email), the board may, by resolution to that effect, expel that individual from membership; their Community Member Share shall be cancelled (and on the basis that the £1 paid up on the cancelled share shall become the property of the society).

36 An individual who ceases (for whatever reason) to be a member shall not be entitled to a refund of the membership subscription.

Prohibition on payment of interest on Community Member Shares

37 No interest shall be payable on Community Member Shares.

Interest on Contributor Shares

38 Interest shall (subject to rules 39 and 40) be payable on the Contributor Shares at such rate or rates as may be determined by the board from time to time.

39 The rate of interest payable on the Contributor Shares shall be set at a level which (a) represents the lowest rate of interest which the board considers to be compatible with obtaining the necessary funds from members who are committed to furthering the society's community-benefit objectives (and such

that the rate of interest would therefore not in itself be a motivation to buy such shares, in the absence of a desire on the part of those investing in the Contributor Shares to further the society's community-benefit objectives) and (b) the board can justify as being in the interests of the charity by reference to available commercial rates for borrowing; and such that the rate of interest payable on the Contributor Shares shall not at any time be higher than 3% per annum above the base rate of the Bank of England.

- 40 The specific rate of interest payable on the Contributor Shares in respect of a given period shall be determined by the board (in accordance with rule 39 and 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.
- 41 Notification under rule 40 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.
- 42 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).
- 43 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 reduction or suspension 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.

Withdrawal of Community Member Shares

- 44 A Community Member Share may be withdrawn by the holder of the Community Member Share at any time, by giving to the society written notice of withdrawal; the amount to be paid to a member (or their personal representatives) on withdrawal of a Community Member Share shall be £1.
- 45 A Community Member Share withdrawn under rule 44 shall be cancelled.

Cancellation of Community Member Share: holder ceasing to be resident

- 46 If the holder of a Community Member Share ceases to fulfil either of the criteria specified in rule 10, their Community Member Share shall (as soon as reasonably practicable after the society becomes aware that they have ceased to fulfil either of those criteria) be cancelled (and on the basis that the £1 paid up on the cancelled share shall become the property of the society).

Withdrawal of Contributor Shares

- 47 Contributor Shares may (subject to rules 48, 50 and 52) be withdrawn by a holder of Contributor Shares, providing (subject to rule 49) the holder has given to the society at least three months' prior written notice of withdrawal.
- 48 Withdrawal of Contributor Shares (and payment of the sums due on withdrawal) shall (subject to paragraph 50.3) be dealt with in the order in which the relevant notices of withdrawal were received by the society (but without prejudice to the provisions of rule 51).
- 49 The board may waive the period of notice required for withdrawal in any given case.
- 50 The board may, at its sole discretion, suspend the right to withdraw Contributor Shares either wholly or partially, and either indefinitely or for a fixed period; and on the basis that:
- 50.1 the suspension shall apply to all notices of withdrawal which have been received by the society (so far as not implemented) at the time when the board suspends the right to withdraw as well as to notices received after that time;
 - 50.2 where the suspension is for a fixed period, that period may be extended from time to time by the board;
 - 50.3 during any period of suspension, the board may nevertheless (at its discretion) allow Contributor Shares held by deceased members to be withdrawn by their executors or other personal representatives, subject to giving such notice as the board may direct;
 - 50.4 if a member wishes to terminate their membership of the society during any period of suspension, they may, by notice in writing to the society to that effect, surrender all of their Contributor Shares to the society.
- 51 In the circumstances referred to in paragraph 50.4, the board may make payment of the appropriate sum in respect of the surrender of the Contributor Shares (which will correspond with the sum that would have been due in respect of withdrawal of the Contributor Shares) at such time as the board considers (at its discretion) that it would be appropriate to do so, having regard to the financial position of the society and any notices of withdrawal by other members which have yet to be dealt with.
- 52 If the offer document relating to any offer of shares by the society prescribes the minimum number of Contributor Shares for which an individual or body must subscribe in the context of that offer, a notice of withdrawal by an individual or body who/which was allocated Contributor Shares pursuant to that offer shall not be valid if it would mean that (following withdrawal) they would hold Contributor Shares falling below that minimum number – unless the notice of withdrawal is in respect of their/its whole holding of Contributor Shares.

- 53 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 or a Community Member Share, they shall automatically cease to be a member of the society on withdrawal of the Contributor Shares.
- 54 The amount to be paid to a member (or their executors or other personal representatives) on withdrawal of a Contributor Share or Contributor Shares shall (subject to rules 62 and 63 (reduction in value)) be £25 per Contributor Share.
- 55 Interest shall continue to run on any Contributor Share which is the subject of a notice of withdrawal, up to the date on which payment of the sum due on withdrawal is made to the member or their executors or other personal representatives.
- 56 The society may deduct, from the sum that would otherwise be payable to a member (or their executors or other personal representatives) on withdrawal of any Contributor Share, a reasonable fee (as determined by the board) to reflect the society's administrative costs in dealing with the formal procedures associated with withdrawal.
- 57 Contributor Shares withdrawn in accordance with rules 47 to 56 shall be cancelled.

Transfer of property in the society on death or bankruptcy

- 58 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 50) 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.
- 59 A member may, in accordance with the Act, nominate any individual or individuals to whom any of their property in the society at the time of their 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 60, either transfer or pay the full value of the property comprised in the nomination to the individual(s) entitled to it under that nomination.
- 60 Contributor Shares are non-transferable, and accordingly no transfer of Contributor Shares shall be made in pursuance of rule 58 or 59; instead, the society shall pay the full value of the Contributor Shares (calculated on the basis of £25 (or such lower value as may apply at the time under rule 62) per Contributor Share) to the relevant executors/personal representatives, trustee in sequestration or (as the case may be) individual(s), and the Contributor Shares shall then be cancelled.

- 61 Community Member Shares are non-transferable, and accordingly no transfer of a Community Member Share shall be made in pursuance of rule 58 or 59; instead, the society shall pay £1 (being the nominal value of the Community Member Share) to the relevant executors/personal representatives, trustee in sequestration or (as the case may be) individual(s) and the Community Member Share shall then be cancelled.

Reduction in value of Contributor Shares

- 62 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:
- 62.1 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;
 - 62.2 the value of the Contributor Shares held by each member shall be reduced accordingly for the purpose of withdrawal of shares;
 - 62.3 for the avoidance of doubt, a Contributor Share shall not in any circumstances be reduced to a value less than nil.
- 63 For the avoidance of doubt, the board may, following any reduction in the value of Contributor Shares in pursuance of rule 62, 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).

Expulsion from membership

- 64 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 65 and 66 is followed.
- 65 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 their 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.
- 66 The society shall, on receipt of a notice under rule 65, 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.

67 An individual or body expelled from membership under the provisions of rules 64 to 66 shall have the right to appeal to a general meeting of the society providing they lodge notice of such appeal with the society within 14 days after the resolution of the board under rule 64 is notified to them/it; and if the member concerned lodges notice of their/its appeal to the society within that period:

67.1 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

67.2 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.

68 If an individual or body is expelled from membership under rules 64 to 67, the Community Member Share and/or Contributor Shares held by them/it shall be withdrawn:

68.1 after expiry of the period for lodging a notice of appeal;

or, if a notice of appeal was lodged within that period,

68.2 immediately following the relevant general meeting (if the appeal was unsuccessful);

and the society shall pay to them/it the sum which would be payable under rules 44 to 57 as if they had given to the society notice of withdrawal in respect of all Contributor Shares held by them/it (and/or, if applicable, the Community Member Share held by them) with effect from the date of the board's resolution under rule 64 and their/its Shares shall be cancelled.

Termination of membership

69 An individual shall automatically cease to be a member of the society if:

69.1 they die;

69.2 they are sequestrated (ie becomes bankrupt);

69.3 they cease to hold either a Community Member Share or any Contributor Shares; or

69.4 they are expelled from membership.

70 A body shall automatically cease to be a member of the society if:

70.1 it goes into liquidation or is the subject of an administration order or is dissolved or struck off;

- 70.2 its Contributor Shares are withdrawn;
- 70.3 it surrenders its Contributor Shares; or
- 70.4 it is expelled from membership.

General meetings

- 71 All general meetings other than annual general meetings (“AGMs”) are to be called special general meetings.
- 72 The board shall convene an AGM in each year (but excluding the year in which the society is formed).
- 73 The first AGM shall be held not later than 18 months after the date of registration of the society.
- 74 Not more than 15 months shall elapse between one AGM and the next.
- 75 The business of the AGM shall include the following:
 - 75.1 a report by the Chair on the activities of the society;
 - 75.2 consideration of the annual accounts of the society;
 - 75.3 the election/re-election of Community Directors, as referred to in rules 123 to 128;
 - 75.4 announcement of the outcome of the election/re-election process in relation to Contributor Directors, as referred to in rule 130.
- 76 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.
- 77 If the board receives a valid requisition fulfilling the requirements prescribed by rule 76, 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.
- 78 Subject to rules 72 to 77, the board may convene general meetings whenever the board thinks fit.

Notice of general meetings

- 79 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.

- 80 The reference to “clear days” in rule 79 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.
- 81 A notice calling a meeting shall specify the time, date and place of the meeting; it shall:
- 81.1 indicate the general nature of the business to be dealt with at the meeting;
 - 81.2 if a resolution of the nature referred to in rule 84 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
 - 81.3 contain a statement informing members of their right to appoint a proxy.
- 82 A notice convening an AGM shall specify that the meeting is to be an AGM.
- 83 Notice of every general meeting shall be given: -
- 83.1 in hard copy form; or
 - 83.2 (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

- 84 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: -
- 84.1 a resolution effecting an amendment to these rules;
 - 84.2 a resolution under rule 151 issuing a direction to the board;
 - 84.3 a resolution under paragraph 138.11 removing an individual from office as a director;
 - 84.4 a resolution for the winding-up or dissolution of the society;
- 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 84.4.
- 85 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.

- 86 Any resolution - other than a resolution of the nature referred to in rule 84 or 85 - shall (except as otherwise provided in the Act) be valid if passed by majority vote at a general meeting

Proceedings at general meetings

- 87 No business shall be transacted at any general meeting unless a quorum is present; subject to rule 88, the quorum shall be 20 members (whether holders of Community Member Shares or Contributor Shares), present in person (in the case of a corporate body, via its duly authorised representative present at the meeting) or represented by proxy.
- 88 A quorum shall not be deemed to be constituted at any general meeting unless the holders of Community Member Shares present or represented at the meeting constitute a majority of the members present or represented by proxy at the meeting.
- 89 If the quorum required under rule 87 (as read with rule 88) 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.
- 90 The Chair of the society shall (if present and willing to act) preside as chairperson of the meeting.
- 91 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.
- 92 A director shall, notwithstanding that they are not a member, be entitled to attend and speak at any general meeting.
- 93 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 them 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.
- 94 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).
- 95 If a secret ballot is demanded in accordance with rule 94, 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

- 96 Subject to rule 98, 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.
- 97 For the avoidance of doubt (but subject to rule 98):
- 97.1 an individual who holds both a Community Member Share and Contributor Shares shall have only one vote;
- 97.2 a holder of Contributor Shares shall have only one vote, irrespective of the number of Contributor Shares which they hold.
- 98 In relation to any resolution of the nature referred to in rule 99 which is proposed at a general meeting (or which is the subject of any written resolution by the members), the holders of the Community Member Shares shall be the only members of the society who are eligible to vote on that resolution.
- 99 The provisions of rule 98 shall apply in relation to:
- 99.1 any resolution effecting an amendment to any of the following rules (based on the numbering and wording of the rules which appeared in the version of the rules submitted with the application for registration of the society):
- 99.1.1 rule 2 (objects);
- 99.1.2 rule 9.1 (rights attaching to the Community Member Shares);
- 99.1.3 rules 38 and 39 (restrictions on interest payable on Contributor Shares);
- 99.1.4 rule 88 (special quorum requirement) ;
- 99.1.5 rule 98 and this rule 99 (only holders of Community Member Shares eligible to vote in relation to certain resolutions);
- 99.1.6 rules 114 and 115 (composition of the board);
- 99.1.7 rules 123 to 128 (election of Community Directors);
- 99.1.8 rules 208 and 209 (application of surpluses);
- 99.1.9 rules 214 to 216 (transfer of surplus assets on winding-up);
- 99.2 any resolution for the removal of a Community Director;

- 99.3 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.
- 100 With reference to paragraph 99.1, 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 99.1 if it would affect (if passed) the meaning or effect of any rule specified in paragraph 99.1.
- 101 A member who wishes to appoint a proxy to vote on their/its behalf at any general meeting:
- 101.1 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 them or (in the case of a corporate body) signed on its behalf by an appropriate officer; or
- 101.2 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 101, no account shall be taken of any day that is not a working day.
- 102 An instrument of proxy, or electronic communication containing the appointment of a proxy, which does not conform with the provisions of rule 101 or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 103 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 104 Subject to rule 105, a proxy shall not be entitled to cast, in relation to each resolution, more than one vote in their capacity as a proxy (in addition to their own vote if they are a member of the society or in their capacity as the authorised representative of a corporate body which is a member), notwithstanding that they may have been appointed as proxy by more than one member.
- 105 The provisions of rule 104 shall not apply in relation to the chairperson of a general meeting who is appointed as a proxy by two or more members; but they will be entitled to cast votes on a given resolution in their capacity as a proxy only where the form of proxy included a direction by the relevant member as to whether they were to vote in favour of, or against, that resolution.

- 106 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 them to speak at the meeting and need not be a member of the society.
- 107 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.
- 108 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.
- 109 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

- 110 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 consent/notification (amendments to the rules)

- 111 If the society is a Scottish charity, amendments to the objects of the society (as set out in rule 2) will require the prior approval of OSCR.
- 112 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

- 113 For the purposes of these rules:
- 113.1 "Community Director" means a director (drawn from the holders of the Community Member Shares) elected/appointed under rules 123 to 128;
- 113.2 "Contributor Director" means a director (drawn from the holders of the Contributor Shares) elected/appointed under rules 129 to 135;

113.3 “Co-opted Director” means a director appointed/re-appointed by the directors under rules 136 and 137.

Maximum/minimum number of directors

114 The maximum number of directors shall be 12; out of that number:

114.1 no more than 7 shall be Community Directors;

114.2 no more than 4 shall be Contributor Directors;

114.3 no more than 3 shall be Co-opted Directors.

115 At any given time, the number of Community Directors in office must comprise more than half of the total number of directors in office at that time.

116 The minimum number of directors shall be 4.

Eligibility

117 An individual shall not be eligible for election/appointment as a Community Director unless they are the holder of a Community Member Share.

118 An individual shall not be eligible for election/appointment as a Contributor Director unless:

118.1 they are is a holder of Contributor Shares; or

118.2 they have been nominated for election/appointment by a corporate body which is a holder of Contributor Shares;

and on the basis that no more than one individual nominated by a given holder of Contributor Shares can serve as a Contributor Director at any given time.

119 An individual appointed as a Co-opted Director need not, however, be a holder of a Community Member Share or a holder of Contributor Shares.

120 An individual shall not be eligible for election/appointment as a director if they are:

120.1 disqualified from being a charity trustee under the 2005 Act; or

120.2 an employee of the society.

Board: period up to first AGM

121 The initial board of the society from the date of registration of the society until the first AGM shall (subject to rule 138) consist of:

121.1 individuals appointed as directors by the signatories to the application for registration;

121.2 such individuals as the board may appoint from time to time as Community Directors in pursuance of rule 124;

121.3 such individuals as the board may appoint from time to time as Contributor Directors in pursuance of rule 131; and

121.4 such individuals as the board may appoint from time to time as Co-opted Directors in pursuance of rule 136.

122 The individuals referred to in paragraph 121.1 shall be taken to be Community Directors (or, if they are not ordinarily resident in the Community, Contributor Directors) for the purposes of these rules.

Election, retiral, re-election: Community Directors

123 At each AGM, the holders of the Community Member Shares may (subject to rules 114 and 120) elect any holder of a Community Member Share (providing they are willing to act) to be a director.

124 The directors may (subject to rules 114 and 120) at any time appoint any holder of a Community Member Share (providing they are willing to act) to be a director.

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

126 At each AGM (other than the first)

126.1 any Community Director appointed under rule 124 during the period since the preceding AGM shall retire from office;

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

127 The Community Directors to retire under paragraph 126.2 shall be those who have been longest in office since they were last elected or re-elected; as between Community Directors who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method.

128 A Community Director who retires from office under rule 125 or 126 shall be eligible for re-election.

Contributor Directors: election, retiral, re-election

129 At each AGM, the holders of Contributor Shares may (subject to rule 114) 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 they are debarred from serving as a director under rule 120) as a director.

- 130 The election of directors by the holders of Contributor Shares shall be dealt with as follows:
- 130.1 Not less than 12 weeks prior to each AGM, the secretary shall invite the holders of Contributor Shares to nominate individuals (who may include Contributor Directors who are due to retire at the conclusion of that AGM) for election by the holders of Contributor Shares to serve as directors with effect from that AGM; and shall post nomination forms on the society's website for that purpose.
 - 130.2 No more than one individual may be nominated under paragraph 130.1 by a given holder of Contributor Shares.
 - 130.3 The nomination form in relation to each individual who is being nominated for election as a director under paragraph 130.1 shall be signed by two holders of Contributor Shares (in the case of a corporate body, signed on its behalf by an appropriate officer) and also by the individual himself/herself, as vouching their consent to serve as a director.
 - 130.4 In order to be valid, a nomination form (incorporating brief biographical details of the individual who is being proposed for election, and a statement outlining the skills which they consider that they could bring to bear in serving on the board), must be submitted through the society's website by the date occurring 8 weeks prior to the relevant AGM.
 - 130.5 The secretary shall, as soon as reasonably practicable after the date referred to in paragraph 130.4, post on the society's website the name of each individual who has been validly nominated by holders of Contributor Shares for election as a director under paragraph 130.4, along with (a) the biographical and other details of each of such individuals, as supplied in pursuance of paragraph 130.4 (b) instructions on how voting is to be conducted and (c) the period during which votes may validly be cast.
 - 130.6 Each holder of Contributor Shares shall have that number of votes which equates to the number of places on the board for Contributor Directors 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 their/its preferred candidates (out of those whose names have been posted on the society's website by the secretary under paragraph 130.5), and on the basis that voting shall be conducted either by way of postal votes or (if the directors consider appropriate) through the society's website.
 - 130.7 The period within which votes may validly be cast shall run from the date on which the material required under paragraph 130.5 is posted on the society's website until midnight on the date (the "Voting Cut-off Date") occurring 2 weeks prior to the relevant AGM.

- 130.8 In the event that 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.
- 130.9 As soon as reasonably practicable after the Voting Cut-off Date, the secretary shall calculate the aggregate number of votes recorded against each candidate and shall determine, on the basis of the votes cast, the identities of those individuals who will serve as Contributor Directors (including those Contributor Directors who are not then retiring from office) with effect from conclusion of the AGM which follows; the secretary's determination shall accord with the provisions of this rule 130.
- 130.10 The secretary's determination under paragraph 130.9 shall be conclusive and binding except in the case of manifest error.
- 130.11 The secretary's determination under paragraph 130.9 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.
- 131 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, they are willing to act and is not debarred by rule 120) to be a director, either to fill a vacancy or (subject to rule 114) as an additional director.
- 132 At the first 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.
- 133 At each AGM (other than the first):
- 133.1 any Contributor Director who was appointed by the board (under rule 131) in the period from the date of the preceding general meeting shall retire from office; and
- 133.2 out of the remaining Contributor Directors, one third (to the nearest round number) shall retire from office.
- 134 The Contributor Directors to retire under paragraph 133.2 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 under that paragraph shall be decided by some random method.
- 135 The holders of Contributor Shares may (subject to rule 114) re-elect any Contributor Director who retires from office at any AGM (providing they are

willing to act); if any such Contributor Director is not re-appointed, they shall retain office until the conclusion of the AGM.

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

136 In addition to their powers under rules 124 and 131, the directors may (subject to rule 114) at any time appoint any individual (providing they are willing to act and is not debarred by rule 120) to be a director either:

136.1 on the basis that they have been nominated by a body with which the society has close contact in the course of its activities; or

136.2 on the basis that they have specialist experience and/or skills which could be of assistance to the directors.

137 At the conclusion of each AGM, all of the Co-opted Directors shall retire from office – but shall then be eligible (subject to rule 114) for re-appointment under rule 136.

Disqualification and removal of directors

138 A director shall vacate office if:

138.1 they are disqualified from acting as a director;

138.2 they become debarred under any statutory provision from being a charity trustee (within the meaning of section 106 of the 2005 Act);

138.3 they are sequestrated;

138.4 they become incapable for medical reasons of fulfilling the duties of his office and such incapacity has continued, or is expected to continue, for a period of more than six months;

138.5 they become an employee of the society;

138.6 (in the case of a Contributor Director) 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 them for election/appointment ceases to hold any Contributor Shares;

138.7 (in the case of a Community Director) they cease to hold a Community Member Share;

138.8 they resign office by notice to the society;

138.9 they are absent (without permission of the board) from more than three consecutive meetings of the board, and the board resolves to remove them from office;

- 138.10 they are removed from office by resolution of the board on the grounds that 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 147; or
- 138.11 they are removed from office by a resolution of the members.
- 139 A resolution under paragraph 138.10 shall be valid only if: -
- 139.1 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 their removal is to be proposed;
- 139.2 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
- 139.3 at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.
- 140 A resolution under paragraph 138.11 shall be valid only if: -
- 140.1 the member who/which is proposing to move the resolution gives the society at least 28 days' written notice of their/its intention to move the resolution;
- 140.2 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;
- 140.3 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;
- 140.4 at least 75% of the votes cast in relation to the resolution are in favour of the resolution.

Appointments to offices

- 141 The directors shall elect from among themselves a Chair, a Vice Chair, a Treasurer, and such other office bearers (if any) as they consider appropriate.
- 142 All of the office bearers shall cease to hold office at the conclusion of each AGM, but shall then be eligible for re-election.
- 143 A person elected to any office shall cease to hold that office if they cease to be a director, or if they resign from that office by written notice to that effect.

Directors' interests

- 144 Subject to the provisions of the Act and the 2005 Act and provided that they disclosed to the board the nature and extent of any personal interest which

they have (unless immaterial), and have complied with the code of conduct (as referred to in rule 147), a director (notwithstanding their office):-

- 144.1 may be a party to, or have some other personal interest in, any transaction or arrangement with the society or any associated company;
- 144.2 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;
- 144.3 may be a director or secretary of, or have some other personal interest in, the society and/or any associated company;
- 144.4 may be employed by any associated company; and
- 144.5 shall not, because of their office, be accountable to the society for any benefit which 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.

- 145 For the purposes of the preceding rule, an interest of which a director has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an interest of 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

- 146 Each of the directors shall, in exercising their functions as a director of the society, act in the interests of the society; and, in particular, must
 - 146.1 seek, in good faith, to ensure that the society acts in a manner which is in accordance with its objects;
 - 146.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 146.3 in circumstances giving rise to the possibility of a conflict of interest of interest between the society and any other party:
 - 146.3.1 put the interests of the society before that of the other party, in taking decisions as a director;
 - 146.3.2 where any other duty prevents them from doing so, disclose the conflicting interest to the society and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question;

- 146.4 ensure that the society complies with any direction, requirement, notice or duty imposed on it by the 2005 Act.
- 147 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

- 148 A director shall not be entitled to any remuneration in respect of carrying out their duties as a director or as holder of any office under rule 141.
- 149 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

- 150 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.
- 151 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.
- 152 No alteration of the rules, and no direction issued in pursuance of rule 151, 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.
- 153 The powers conferred by rule 150 shall not be limited by any special power conferred on the board by these rules.
- 154 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.

Proceedings of the board

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

- 157 The board must meet not less than four times in each financial year (excluding for this purpose the financial year within which the society is formed).
- 158 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 they shall give such notice of the meeting as is reasonable in the circumstances.
- 159 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 them to the society for that purpose.
- 160 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.
- 161 Questions arising at a board meeting shall be decided by a majority of votes, and on the basis that every director shall (subject to rule 162) have one vote.
- 162 In the case of an equality of votes, the chairperson of a board meeting shall (subject to rule 163) have a casting vote (in addition to their own vote as a director).
- 163 A chairperson of a board meeting who is not a Community Director shall not be entitled to a casting vote.
- 164 The quorum for the transaction of the business of the board shall (subject to rule 165) be as follows:
- 164.1 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
- 164.2 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.
- 165 A quorum shall not be deemed to be constituted at any board meeting unless both of the following requirements are met:
- 165.1 at least 4 directors are present at the meeting; and
- 165.2 a majority of the directors present are Community Directors.
- 166 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.

- 167 If the quorum required under rules 164 and 165 (as read with rule 165) 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.
- 168 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 or ceases to comply with the provisions of rule 115, they may act only for the purpose of filling vacancies or of calling a general meeting.
- 169 Unless they are unwilling to do so, the Chair of the society shall preside as chairperson at every meeting of directors at which they are present.
- 170 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 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.
- 171 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.
- 172 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.
- 173 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.
- 174 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 they have, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the society.

- 175 For the purposes of the preceding rule:
- 175.1 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;
 - 175.2 a director shall be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter; and
 - 175.3 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.
- 176 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
- 177 For the avoidance of doubt, the provisions of rule 174 shall not preclude a Contributor Director from voting on any matter which may affect their interests as a holder of Contributor Shares; but on the basis that they must, in exercising their voting rights in relation to that matter, give priority to the interests of the society.
- 178 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 174 to 176.
- 179 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; their ruling in relation to any director other than themselves shall be final and conclusive.

Delegation to committees of directors and holders of offices

- 180 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.
- 181 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.
- 182 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.
- 183 In addition to their powers under rule 180, 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 181 and 182 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 183 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

184 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

185 The board shall ensure that minutes are made (in books/folders kept for the purpose) of all proceedings at general meetings, meetings of the board and meetings of committees of directors.

186 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.

187 The board shall (subject to rule 188) provide a copy of any minutes falling within the provisions of rule 185 to any person requesting them, within a reasonable time; and in any event within 28 days after the request is made.

188 The board shall be entitled to omit from (or render illegible within) the copy minutes provided to a person in pursuance of rule 187 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

189 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

190 Any notice to be given in pursuance of these rules shall be in writing.

191 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 them/it 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.

- 192 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.
- 193 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.
- 194 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.
- 195 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

- 196 Subject to rule 197 (and, in the case of an alteration to the charitable purposes of the society, subject to the prior consent of the Office of the Scottish Charity Regulator having been obtained), 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.
- 197 No amendment to the rules shall be valid until it has been registered by the Financial Conduct Authority; and, if the society is a community body or Part 3A community body, amendments to the rules must be notified to the Scottish Ministers.
- 198 For the avoidance of doubt, the references in rules 196 and 197 to amendments to the rules shall include introducing any new rule or rescinding any existing rule.

Borrowings

- 199 The society shall have power (subject, in the case of members' loans, to rule 200) 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.

- 200 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

- 201 Subject to rule 202, 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.
- 202 The society shall (subject to rule 203) 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.
- 203 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.
- 204 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

- 205 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:
- 205.1 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
- 205.2 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.
- 206 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

- 207 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 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 income and property

- 208 Subject to rule 209:
- 208.1 the income and property of the society (including any surpluses) shall be applied solely towards the promotion of its charitable purposes (as set out in rule 2) and in particular (but without limiting the generality of that provision) any surplus funds or assets of the society must be applied for the benefit of the Community;
 - 208.2 no part of the income or property of the society shall be paid or transferred (directly or indirectly) to any member of the society by way of dividend, bonus or otherwise;
 - 208.3 no director of the society shall be appointed to any office under the society in respect of which a salary or fee is payable; and
 - 208.4 no benefit (in money or money's worth) shall be given by the society to any director except repayment of out-of-pocket expenses.
- 209 The society shall, notwithstanding the provisions of rule 208, be entitled:
- 209.1 to pay interest on the Contributor Shares and on loans advanced to the society by any member, but (in each case) only to the extent permitted by rules 38, 39 and 200; and
 - 209.2 to make the payments due to a holder of Contributor Shares or a holder of a Community Member Share under rule 51, 54, 60, 61 and 68;
 - 209.3 to pay reasonable remuneration to any director (subject to the restrictions imposed by the 2005 Act) in respect of any services (outwith the normal duties of a director or of the holder of any office under rule 140) provided by them to the society.

Investment of funds

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

Seal

- 211 The society shall not have a seal.

Dissolution or winding-up

- 212 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.
- 213 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 Community Member Share the sum of £1 and to each holder of a Contributor Share the sum of £25 per Contributor Share held by them/it.
- 214 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 liabilities arising under rule 213) are satisfied, those assets shall not be distributed among the members; instead, that property shall (subject to rules 215 and 216) 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).
- 215 If the members do not resolve to transfer any property of the nature referred to in rule to a community body or bodies, crofting community body or bodies or Part 3A community body or bodies, such property shall instead (subject to rule 216) be transferred to such Scottish charity or charities operating for the benefit of the Community as the members may determine.
- 216 If - at the time when the society is being wound up - the society is a Scottish charity:
- 216.1 the society must not be wound up without the prior approval of the Office of the Scottish Charity Regulator; and
- 216.2 no property shall be transferred under rule 214 or 215 to any body unless it is a body entered in the Scottish charity register.

Indemnity

- 217 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 they may sustain or incur in connection with the execution of the duties of their office.
- 218 The indemnity under rule 217 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:
- 218.1 in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted; or

218.2 in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the society.

219 For the avoidance of doubt, the society shall be entitled (subject to the provisions of section 68A of the 2005 Act) 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 their office; and such insurance may (subject to the provisions of section 68A of the 2005 Act) extend to liabilities arising out of the negligence of a director.

Interpretation

220 In these rules:-

220.1 “the Act” means (subject to rule 221) the Co-operative and Community Benefit Societies Act 2014;

220.2 “the 2005 Act” means (subject to rule 221) the Charities and Trustee Investment (Scotland) Act 2005;

220.3 “board” has the meaning given to the word “committee” in the Act;

220.4 “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;

220.5 “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;

220.6 "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;

220.7 "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);

220.8 “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);

220.9 "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);

- 220.10 "Part 5 community body" means a Part 5 community body within the meaning of section 49 of the Land Reform (Scotland) Act 2016;
- 220.11 "sustainable development" means development which meets the needs of the present without compromising the ability of future generations to meet their own needs.
- 221 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.
- 222 References in these rules to the singular shall be deemed to include the plural.

Signatures

1 Anita Bachuil

2 Andy Hough

3 Laura Savill

Secretary

Anita Bachuil

Names of founder members

Anita Bachuil

Andy Hough

Laura Savill

Anita Bachuil

Register a community benefit society

Section 1 – About this form

Use this form to register a community benefit society under the Co-operative and Community Benefit Societies Act 2014 or the Co-operative and Community Benefit Societies Act (Northern Ireland) 1969.

Use this form for either a new registration of a community benefit society, or for a conversion to a community benefit society from either a company or society registered under the Friendly Societies Act 1974.

To register a society we need:

- this completed form
- one signed copy of the society’s rules (or two copies where not submitting electronically)

This form, including any details provided on the form, will be made available to the public through the Mutuels Public Register: <https://mutuals.fca.org.uk>. Our privacy notice explains how and why we use personal data: <https://www.fca.org.uk/privacy>.

Before you start completing this form you may find it helpful to read Chapter 5 of our guidance on our registration function under the Co-operative and Community Benefit Societies Act 2014: <https://www.handbook.fca.org.uk/handbook/R FCCBS>.

Section 2 – About this application

2.1 What are you applying to do?

Register a new community benefit society	<input type="checkbox"/>
Convert a company to a community benefit society	<input checked="" type="checkbox"/>
Convert a friendly society into a community benefit society	<input type="checkbox"/>

2.2 Who should we contact about this application?

Name	Andy Hough
Position	Chair of Lismore Community Trust Limited
Postal address	Bachuil, Lismore Oban PA34 5UL
Telephone number	07771514932
Email address	lismorect@gmail.com

Section 3 – About the society

3.1 What will be the registered name of the society? (This must be exactly as it appears on the society's proposed rules). Please see page 24 of our guidance for further guidance on society names.

Society name	Lismore Community Trust Limited
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All societies must be carrying out an industry, business or trade. Here we are looking to gain a practical understanding of what that is for your society.

3.2 What is the business of the society? For example, will you be providing social housing, running an amateur sports club, etc.

The business of the society is to bring benefit to the community of the Isle of Lismore. Specifically, to:

- To manage land and associated assets for the benefit of the Community and the public in general;
- To advance community development, including rural regeneration within the community area
- To advance the education of the Community about its environment, culture, heritage and history;

- To advance environmental protection or improvement including:
 - Preservation, sustainable development and conservation of the natural environment,
 - The maintenance, improvement or provision of environmental amenities for the Community, and
 - The preservation of buildings or sites or architectural, historic or other importance to the Community;

3.3 What Standard Industrial Classification code best describes the society's main business? Where more than one code applies, please select the code that you feel best describes the society's main business activity. You will find a full list of codes here: <http://resources.companieshouse.gov.uk/sic/>

96090

We need to be satisfied that a community benefit society is conducting its business for the benefit of the community. The conduct of a community benefit society's business must be entirely for the benefit of the community.

3.4 Please describe the benefits to the community the society aims to deliver? Here we are looking to see *what* the intended benefits to the community are. Community can be said to be the community at large. For example, are you relieving poverty or homelessness through the provision of social housing.

Support or depopulation buy constructing and managing affordable homes

Creating and maintaining important community facilities like shop/stores, post office and hall.

Supporting initiatives that creates employment or island residents through new economic activity and tourism

3.5 Please describe how the society's business will deliver 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 3.2) benefits the community.

All activities that create revenue will be not for profit regimes where if there is any surplus funds generated they are recycled into activities stipulated by the community through our innovative community empowerment and engagement process

3.6 Does the society intend to work with a specific community, and if so, please define it here? For instance, will the society's activities be 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.

Yes the society is only to bring benefit to the residents on the Isle of Lismore

3.7 In what ways does the society intend to raise funds to set up and run its business? For instance, are you intending to apply for grants, seek capital from members, take out a loan.

The society will deploy a suitable range of funding streams. These include capital and revenue grants, a community share issue, donations and ethical loans.

3.8 What will the society do with any surplus or profit? For instance, will money be reinvested in the business; put into reserves; used for some other purpose?

Any surplus will be very targeted and reinvested in activity that will bring benefit to the Isle of Lismore population. The priorities for reinvestment will be determined by the island plan and an annual creative idea bidding process.

In order to satisfy ourselves that the society is conducting its business for the benefit of the community, we need to understand the society's relationships with other key stakeholders.

3.9 Please state any significant commercial arrangements that the society has, or intends to have, with any other organisation that could create, or be perceived as creating, a conflict of interest. Please tell us how you will ensure

that any such conflicts of interest do not prevent the society from acting for the benefit of the community.

The society will work with all island groups and the Community Council. The particular features of each are recognised and each has a contribution to the co-ordinated Lismore Island Strategic plan, that uses the Scottish Government National Island Plan Framework.

3.10 Please state any close links which any of the founding members or directors has, or intends to have, with any society, company or authority.

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

Laura Savill is Treasurer of Lismore Public Hall

Andy Hough is Treasurer of Port Ramsey Mooring Association

Members of the society also serve on other unincorporated voluntary groups on the island therefore ensuring close links with other community groups. There are no links to external organisation out with Lismore.

3.11 On what date do you want the society's financial year to end? This is the date the society's financial year will end, every year after the society is registered. If you have a preference (e.g. 31 March) please specify that here. If you do not select a date the society will be given the anniversary of the last day of the month it was registered in.

3	1	/	0	3
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Asset lock

3.12 Has the society included the community benefit society statutory asset lock in its rules? Please note that a society with a statutory asset lock in its rules

cannot remove it. The asset lock is only available to community benefit societies other than regulated housing associations or charities.

Yes

No

Charitable objects

3.13 Are the society's objects intended to be charitable? Whilst we are not responsible for regulating charities, we need to know this because societies whose objects are wholly charitable are subject to a number of requirements in the Act.

Yes

No

3.14 If charitable, what is your charitable purpose? Charity law in England and Wales differs to that in Scotland. If in doubt please refer to the charity legislation relevant for the area you are in. Please note that we will not assess whether your stated purpose meets the legal criteria for a charity.

'The Company has been formed to benefit the community of the Isle of Lismore ("Community Area") with the following objects: (a) To manage community land and associated assets for the benefit of the Community and the public in general; (b) To advance community development, including rural regeneration within the community area; (c) To advance the education of the Community about its environment, culture, heritage and history; (d) To advance environmental protection or improvement including: (i) preservation, sustainable development and conservation of the natural environment, (ii) the maintenance, improvement or provision of environmental amenities for the Community, and (iii) the preservation of buildings or sites of architectural, historic or other importance to the Community; (e) To encourage, promote and support economic and social development, in the community area, that is demonstrably in the interests of the Community; (f) To seek to provide energy from renewable resources for the benefit of the Community; (g) To deliver local projects that provide employment and/or help create a useful resource base for the future; (h) To maintain and develop the Community and its culture. But only to the extent that the above purposes are consistent with furthering the achievement of sustainable development.'

Section 4 – The society's rules

4.1 If you have used a sponsoring body to submit this application please include their details here.

Name of sponsoring body	Development Trusts Association Scotland
Name of model rules	Community Shares Scotland - Charity Model
Signature on behalf of sponsoring body (unless submitted by email by the sponsor)	Toby Sandison
Date	10 August 2023

The Act requires rules of societies to make provision for all of the matters listed below. If you have not made provision for all of the matters listed below we will not be able to register your society.

4.2 Please complete this table

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	4
The terms of admission of the members, including any society or company investing funds in the society under the provisions of the Act	11-20
The method of holding meetings, the scale and right of voting, and the method of making, altering or rescinding rules	71-112, 196-198
The appointment and removal of a committee (by whatever name) and of managers or other officers and their respective powers and remuneration	113-143, 148,149
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	21, 27, 28
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	199, 200
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 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	9, 58-61
Provision for the audit of accounts in accordance with Part 7 of the Act	201-204
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	44, 45, 47-57
The way in which the society's profits are to be applied	208-209
If the society is to have a common seal, provision for its custody and use	211
Whether any part of the society's funds may be invested, and if so by what authority and in what way	210

Section 5 – Converting to a society

You only need to complete this section if you are converting from a company or friendly society to a community benefit society. If this does not apply to you please move on to section 6.

Requirements

If you are converting a company into a society, three copies of a special resolution to convert the company, with the following information included in the resolution:

- Company name & number
- Date the resolution was passed
- Names of three members appointed to sign the society’s rules and to either: accept alterations to the rules made by the FCA without further consulting the company; or lay any such alterations before a general meeting of the company for acceptance


Details

5.1 Please provide details of the friendly society or company you are converting from.

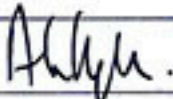
Name	Lismore Community Trust
Registration number	SC376707
Registered office address	Bachuil, Lismore, Oban, Scotland
Postcode	PA34 5UL


Section 6 – Member details

6.1 Please provide the details of the secretary below. All societies must have someone fulfilling the role of secretary.

Name	Anita Bachuil
Month of birth	April
Year of birth	1956
Signature	
Date	10 th August 2023

6.2 Please provide the details of 3 members below.

Name	Andy Hough
Month of birth	May
Year of birth	1957
Signature	
Date	10 th August 2023

Name	Anita Bachuil
Month of birth	April
Year of birth	1956
Signature	
Date	10 th August 2023

Name	Laura Savill
Month of birth	December
Year of birth	1960
Signature	
Date	10 th August 2023

6.3 Societies are within the scope of the Company Directors Disqualification Act 1986 (CDDA). Please confirm that no proposed director is disqualified under that Act:

No proposed director is disqualified

Section 7 – Submission details

7.1 Please complete the submission checklist below.

Items	Options
<p>The society's rules signed by three members and the secretary</p>	<p><input type="checkbox"/> Two copies attached - submitting by post</p> <p><input checked="" type="checkbox"/> One copy attached - submitting by email</p>
<p>Marked-up copy of rules showing what changes the society is making to the model rules</p>	<p><input type="checkbox"/> One copy attached</p> <p><input type="checkbox"/> Not attached - not using model rules</p> <p><input checked="" type="checkbox"/> Not attached – using model rules with no changes</p>
<p>Special resolution to convert the company to a society, including the following information:</p> <ul style="list-style-type: none"> • Company name & number • Date the resolution was passed • Names of three members appointed to sign the society's rules and to either: accept alterations to the rules made by the FCA without further consulting the company; or consult the company about any such alterations 	<p><input type="checkbox"/> Three copies attached - submitting by post</p> <p><input checked="" type="checkbox"/> One copy attached - submitting by email</p> <p><input type="checkbox"/> Not attached - not a company converting to a society</p>
<p>Cheque for registration fee made payable to the Financial Conduct Authority</p> <p>Please indicate below which fee is applicable to you, then select a box on the right to show how you are paying it:</p> <p><input checked="" type="checkbox"/> £40 - using model rules with no changes</p> <p><input type="checkbox"/> £120 - using model rules with 1-6 changes</p> <p><input type="checkbox"/> £250 - using model rules with 7-10 changes</p> <p><input type="checkbox"/> £950 - using model rules with 11 or more changes</p> <p><input type="checkbox"/> £950 - not using model rules</p> <p><input type="checkbox"/> No fee - Friendly society converting to a society</p>	<p><input type="checkbox"/> Cheque attached – submitting this form by post</p> <p><input checked="" type="checkbox"/> Cheque posted separately – submitting this form by email</p> <p><input type="checkbox"/> No fee - Friendly society converting to a society</p>

Section 8 – Submitting this form

Please submit a signed, scanned version of your application by email to:
mutual.societies@fca.org.uk

Or please submit by post to:

Mutual Societies
Financial Conduct Authority
12 Endeavour Square
London
E20 1JN

This form is available on the **Mutuals Society Portal**:
<https://societyportal.fca.org.uk>