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Our Ref: EM/TA1/1

Date: 3 December 2014

Dear Sir/Madam

You are invited to the following:

**Shetland Charitable Trust
Room 12, Islesburgh Community Centre, Lerwick
Thursday 11 December 2014 at 10.00am**

Apologies for absence should be notified to Lynne Geddes on 01595 744592.

Yours faithfully

(signed) Dr Ann Black
Chief Executive

AGENDA

- (a) Hold circular calling the meeting as read.
- (b) Apologies for absence, if any.
- (c) Declarations of interest.
- (d) Confirm minutes of meeting held on 13 November 2014 (enclosed).

For Decision

1. Appointment of Chair. Report enclosed.

2. Articles for Shetland Leasing and Property Developments Limited. Report enclosed.
3. Financial Hardship Scheme. Report enclosed.

For Information

4. Management Accounts – Six Months Ended 30 September 2014. Report enclosed.
5. Recommended Disbursements - Approvals. Report enclosed.
6. Capital Works Bridging Loan Scheme. Report enclosed.

*The following items contain **CONFIDENTIAL** information*

For Decision

7. Disbursement Review. Report enclosed.
8. Planned Maintenance Programme. Report enclosed.
9. Budgets. Report enclosed.
10. Shetland Arts Development Agency - Update. Report enclosed.

For Information

11. Loans to Local Industry – Sums Due But Unpaid Over One Month Old as at 30 November 2014. Report enclosed.
12. Loans to Local Industry – Agricultural Loan Scheme Update. Report enclosed.
13. Update from Chairs of Advisory Groups. Verbal update.

REPORT

To: Shetland Charitable Trust

Date 11 December 2014

From: Chief Executive

Report: CT1411052

APPOINTMENT OF CHAIR

1. Introduction

1.1 Trustees are asked to appoint a Chair, to support the strategic direction and business of the Trust.

2. Background

2.1 The Trustees are required to appoint a Chair in accordance with the Schedule of Governance Arrangements appended to the Deed of Trust dated 13th and 14th September 2012 and registered in the Books of Council and Session on 27th September 2012 ("the Deed of Trust).

2.2 Paragraph 6(c) of the Schedule of Governance Arrangements attached to the Deed of Trust states "There shall be a Chair and Vice Chair of the Trust. The Chair and Vice Chair shall be elected by the Trustees for the remainder of their current Term and shall be eligible for re-election for a further Term thereafter."

2.3 The Chair was appointed on 28 February 2013 and served until the end of his first term of office to 30 November 2014.

3. Present Position

3.1 Trustees are now required, as per 2.2 above, to appoint a Chair to support the strategic direction and business of the Trust.

3.2 All Trustees are eligible for appointment, including the retiring Chair.

4. Method of Appointment

4.1 The method of appointment is set out in paragraph 2.5 of the Trust's Administrative Regulations and is described below.

- The Vice Chair of the Trust shall act as the Chair until such time as the new Chair is elected.
- All nominations for the position of Chair shall be sought prior to the first ballot and no further nominations will be allowed after voting begins.
- If there is only one candidate, (s)he shall be elected.
- Prior to voting, nominees shall be permitted to address the meeting as to their candidature. However, no questions will be allowed.
- Voting shall be by secret ballot.
- Regardless of the number of candidates, each Trustee will vote for one candidate at each ballot.
- After the first ballot, the candidate who secures a clear majority of the total votes cast shall be elected.
- In the case of no clear majority, the lowest scoring candidate shall drop out and the second ballot will take place.
- This method shall continue until the appointment is made either by clear majority or a choice between two remaining candidates.
- In the case of an equality of votes, the Chair shall be elected by lot as between those who received equal votes and proceed on the basis that the person to whom the lot falls upon had received the additional vote.

5. Financial Implications

5.1 The Trust Deed allows the Trust to "reimburse the Trustees out of the Trust Fund for all expenses reasonably incurred by them in connection with the Administration of the Trust....."

6. Recommendations

6.1 Trustees are asked to:

- (a) Appoint a Chair, through the process set out at 4 above.

REPORT

To: Shetland Charitable Trust

11 December 2014

From: Chief Executive

Report: CT1412053

Articles for Shetland Leasing and Property Developments Ltd

1. Introduction

- 1.1 This report asks that the Trust, acting as sole shareholder of Shetland Leasing and Property Developments Limited, SLAP, approves new Articles of Association for the company.
- 1.2 The Articles control the internal workings of a limited company, such as SLAP.
- 1.3 The Trust is also asked to approve the passing of a written resolution to cover a period when the company had only two directors.

2. Background

- 2.1 The Articles were previously amended in March 2013 following advice from the institute of directors.
- 2.2 Following the resignation of a director it was found that the current Articles were not flexible enough in this situation.

3. Present Position

- 3.1 As mentioned above the resignation of one director meant the Company was no longer acting within its Articles as these require a minimum of three directors and the company was left with only two.
- 3.2 There is a provision in the articles to allow a written resolution to be passed to authorise the Company to operate with only two directors. The Trust as sole shareholder has been asked to approve this resolution which is attached as Appendix A.
- 3.3 It has been recommended that the Articles be amended to allow the minimum number of directors required on the board be only two. However the board will strive to ensure there is always three.

- 3.4 The quorum required for meetings will continue to be two.
- 3.3 The draft Articles have been adopted by SLAP and SLAP recommends that the Trust, as sole shareholder approves them. Maclay, Murray & Spens commercial law solicitors have drafted the Articles.
- 3.4 Should Trustees agree that the Trust as sole shareholder should approve the new Articles for SLAP, this can be done by:
- i) agreeing that the draft minute extract, Appendix B, be accepted and included in the minutes of this meeting;
 - ii) agreeing that the Written Resolution of Shetland Leasing and Property Developments Limited, Appendix C, be signed on behalf of the Trust.
- 3.5 The draft new Articles are included as Appendix D.

4. Conclusion and Financial Implications

- 4.1 A written resolution is required to cover the operation of the company during the period of only two directors. Also revised Articles are required by SLAP to reduce the required number of directors to two. The draft Articles, Appendix D, have been adopted by the company, and the SLAP Board recommends that Shetland Charitable Trust, as sole shareholder, approves them by Written Resolution.
- 4.2 The Trust has incurred legal fees in relation to this work however it is already included within the budget set. There was also a small amount of staff time spent on this.

5. Recommendation

- 5.1 It is recommended that Trustees agree that Shetland Charitable Trust, as sole shareholder in SLAP, approves the Ordinary Resolution to cover the period when only two directors operated.
- 5.2 It is recommend that Trustees agree that Shetland Charitable Trust, as sole shareholder of SLAP, approves the new Articles for SLAP, Appendix D, by following the steps in 3.4 i) and ii) above.

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
SHETLAND LEASING AND PROPERTY DEVELOPMENTS LIMITED
(REGISTERED NO. SC071854)

CIRCULATION DATE: 11 DECEMBER 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, Shetland Leasing and Developments Limited (the “**Company**”) proposes the following resolution as an ordinary resolution of the Company:

“That in accordance with and for the purposes of article 21.1 of the Company’s articles of association, with effect from the date of this resolution the minimum number of directors of the Company shall be two until otherwise specified by ordinary resolution; and no decision taken by the Company or transaction entered into by the Company prior to the date of this resolution shall be challenged or reduced on the grounds that there were fewer than three serving directors at the relevant time.”

Please read the notes at the end of this document before signifying your agreement to this resolution.

The undersigned, being a person entitled to vote on the above resolution on the circulation date, hereby irrevocably agrees to the resolution.

SIGNED BY THE SHETLAND CHARITABLE TRUST AS FOLLOWS:

Trustee of The Shetland Charitable Trust 2014

Trustee of The Shetland Charitable Trust 2014

Trustee of The Shetland Charitable Trust 2014

NOTES

1. If you agree to the above resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. Unless by the date falling 28 days after the circulation date sufficient agreement has been received for the resolution to pass, it will lapse.

EXTRACT TEXT FOR INSERTION
INTO THE MINUTES OF A MEETING OF
SHETLAND CHARITABLE TRUST (THE “TRUST”)
TO BE HELD ON 11th DECEMBER 2014

1. **WRITTEN RESOLUTIONS OF SHETLAND LEASING AND PROPERTY DEVELOPMENTS LIMITED (THE “COMPANY”) TO ADOPT NEW ARTICLES OF ASSOCIATION OF THE COMPANY IN RELATION TO THE REDUCTION OF THE MINIMUM NUMBER OF DIRECTORS OF THE COMPANY**

1.1 The chairman explained that the board of directors of the Company had requested that the Company consider passing resolutions dealing with the reduction of the minimum number of directors of the Company from three to two.

1.2 The chairman further explained that the directors of the Company had resolved to circulate written resolutions (the “**Written Resolutions**”) to the Trust, as sole shareholder of the Company, for its consideration.

1.3 The chairman tabled to the meeting the Written Resolutions being proposed by the directors of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006 and noted that the following resolution was being proposed:

1.4 **Resolution (Ordinary)**

“THAT in accordance with and for the purposes of article 21.1 of the Company’s articles of association, with effect from the date of this resolution the minimum number of directors of the Company shall be two until otherwise specified by ordinary resolution; and no decision taken by the Company or transaction entered into by the Company prior to the date of this resolution shall be challenged or reduced on the grounds that there were fewer than three serving directors at the relevant time.”

1.4 **Resolution (Special)**

“THAT the articles of association as adopted by special resolution on 28 March 2013 are amended by amending Article 21.1 by deletion of the word “three” in line two and replacing it with the word “two”.”

1.5 The chairman tabled New Articles and the Trustees considered the amendment.

1.6 Following due and careful consideration, IT WAS RESOLVED that the terms of the Written Resolutions are approved and that any three Trustees of the Trust be authorised to sign and date the Written Resolutions for and on behalf of the Trust and to return it to the Company for lodging with Companies House.

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
SHETLAND LEASING AND PROPERTY DEVELOPMENTS LIMITED
(REGISTERED NO. SC071854)

CIRCULATION DATE: 11 DECEMBER 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Shetland Leasing and Property Developments Limited (the “**Company**”) propose the following resolution as a special resolution:

ADOPTION OF NEW ARTICLES OF ASSOCIATION

“THAT the articles of association as adopted by special resolution on 28 March 2013 are amended by amending Article 21.1 by deletion of the word “three” in line two and replacing it with the word “two”.”

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution.

The undersigned, being persons entitled to vote on the above resolution on the circulation date, hereby irrevocably agree to the resolution.

Trustee of Shetland Charitable Trust _____ **2014**

Trustee of Shetland Charitable Trust _____ **2014**

Trustee of Shetland Charitable Trust _____ **2014**

NOTES

1. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. Unless by the date falling 28 days after the circulation date sufficient agreement has been received for the resolution to pass, it will lapse.

ARTICLES OF ASSOCIATION

of

**SHETLAND LEASING AND PROPERTY DEVELOPMENTS
LIMITED**

re: Adopted by special resolution passed on [] 2014

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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SHETLAND LEASING AND PROPERTY DEVELOPMENTS LIMITED

(Registered No: SC071854)

(Adopted by Special Resolution passed on [] 2014)

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. DEFINED TERMS

1.1 In these articles, unless the context requires otherwise:

“Act” means the Companies Act 2006;

“alternate” or “alternate director” has the meaning given in article 23;

“articles” means these articles of association;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than Scotland which have an effect similar to that of bankruptcy or sequestration;

“Chairman” has the meaning given in article 16;

“chairman of the directors’ meeting” has the meaning given in article 16;

“chairman of the general meeting” has the meaning given in article 47.3;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Act), in so far as they apply to the company;

“company”	means Shetland Leasing and Property Developments Limited (registered number SC071854);
“company’s lien”	has the meaning given in article 32;
“director”	means a director of the company, and includes any person occupying the position of director, by whatever name called;
“distribution recipient”	has the meaning given in article 39;
“document”	includes, unless otherwise specified, any document sent or supplied in electronic form;
“electronic form”	has the meaning given in section 1168 of the Act;
“fully paid”	in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company;
“hard copy form”	has the meaning given in section 1168 of the Act;
“holder”	in relation to shares means the person whose name is entered in the register of members as the holder of the shares;
“instrument”	means a document in hard copy form;
“lien enforcement notice”	has the meaning given in article 33;
“ordinary resolution”	has the meaning given in section 282 of the Act;
“paid”	means paid or credited as paid;
“parent”	means any company or partnership or trust or body corporate of which the company is for the time being a wholly owned subsidiary or which is the registered holder of all the shares issued in the capital of the company from time to time;
“participate”	in relation to a directors’ meeting, has the meaning given in article 14;
“proxy notice”	has the meaning given in article 56;

“shareholder”	means a person who is the holder of a share;
“shares”	means shares in the company;
“special resolution”	has the meaning given in section 283 of the Act;
“subscriber share”	means a share taken on the formation of the company by a subscriber of the company’s memorandum;
“subsidiary”	has the meaning given in section 1159 of the Act;
“transmittee”	means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law; and
“writing”	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Act as in force on the date when these articles become binding on the company.

1.3 Headings in these articles are used for convenience only and shall not affect the construction or interpretation of these articles.

1.4 A reference in these articles to an **“article”** is a reference to the relevant article of these articles unless expressly provided otherwise.

1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of any subordinate legislation from time to time made under it and any amendment or re-enactment, and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

1.6 Any phrase introduced by the terms **“including”**, **“include”**, **“in particular”** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

2. **LIABILITY OF SHAREHOLDERS**

The liability of the shareholders is limited to the amount, if any, unpaid on the shares held by them.

3. **EXCLUSION OF PRESCRIBED ARTICLES**

No regulations or articles prescribed by regulations under any statute concerning companies shall form part of the articles of the company and all such regulations and articles are hereby excluded.

4. **NAME OF COMPANY**

For the purposes of section 77 of the Act, the directors may change the name of the company by a decision taken in accordance with article 11.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

5. **DIRECTORS' GENERAL AUTHORITY**

Subject to these articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company. The specific powers referred to in articles 6 and 7 below are without prejudice to the generality of this article.

6. **BORROWING POWERS**

6.1 Subject to article 6.2, the directors may exercise all the powers of the company to:

6.1.1 borrow or raise money without limit as to amount and upon such terms and in such manner as they think fit;

6.1.2 mortgage or charge the whole or any part of the company's undertaking, property and uncalled capital; and

6.1.3 issue debentures, debenture stock and other securities, whether outright or as collateral security for any debt, liability or obligation of the company or of any third party.

6.2 If the company has for the time being a parent:

6.2.1 the power to borrow money from the bankers of the company shall be exercisable by the directors only within such limits as shall from time to time be intimated in writing to the directors and to such bankers by such parent; and

6.2.2 the directors shall not without the prior consent in writing of the parent have power to exercise any of the other powers conferred by this article.

7. EMPLOYEE BENEFITS

7.1 If the company has for the time being a parent, the powers conferred by this article 7 shall be exercisable only with the prior consent in writing of the parent.

7.2 The directors may establish or concur or join with any relevant undertakings in establishing and making contributions out of the company's moneys to any relevant scheme.

7.3 The directors may pay, enter into agreements to pay or make grants (revocable or irrevocable and either subject or not subject to any terms and conditions) of pensions or other benefits to employees and ex-employees and their dependents, or to any of such persons, including pensions or benefits additional to those, if any, to which such employees or ex-employees or their dependents are or may become entitled under any relevant scheme. Any such pension or benefit may, as the directors consider desirable, be granted to an employee either before and in anticipation of, or upon or at any time after, his actual retirement.

7.4 In this article:

7.4.1 “**employees**” includes any director who may hold or have held any executive office or other office or place of profit, or have been appointed to exercise special powers or authorities;

7.4.2 “**relevant scheme**” means any scheme or fund for providing pensions, sickness or compassionate allowances, life assurance or other benefits for employees and ex-employees of the company (and any other participating undertaking) and their dependents, or any class or classes of such persons; and

7.4.3 “**relevant undertaking**” means the parent undertaking of the company or subsidiary undertakings of such parent undertaking or undertakings with which the company is associated in business.

8. PARENT'S RESERVE POWER

8.1 The parent may, by special resolution, direct the directors to take, or refrain from taking, specified action.

8.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

8.3 Without prejudice to the other provisions of this article 8, the parent may from time to time specify in writing standing orders or bye-laws regarding matters including the conduct of the

company's business and the appointment of directors, which in each case the company and the directors shall be required to adhere to following receipt.

8.4 If the company has for the time being a parent, then without prejudice to the other provisions of these articles the following provisions shall apply (and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these articles, with the exception of article 8.2):

8.4.1 all or any of the powers of the directors shall be removed, restricted, varied, altered or otherwise regulated in such respects and to such extent as the parent may by notice to the company from time to time prescribe; and

8.4.2 any appointment, removal, consent or notice pursuant to the terms of these articles shall be in writing served on the company and signed by the parent or on its behalf by any person duly authorised for the purpose. No person dealing with the company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of the parent has been obtained and no obligation incurred or security given or transaction effected by the company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligations or the giving of such security or the effecting of such transaction was in excess of the powers of the directors.

9. **DIRECTORS MAY DELEGATE**

9.1 Subject to these articles, the directors may delegate any of the powers which are conferred on them under these articles:

9.1.1 to such person or committee;

9.1.2 by such means (including by power of attorney);

9.1.3 to such an extent;

9.1.4 in relation to such matters or territories; and

9.1.5 on such terms and conditions;

as they think fit.

9.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

9.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

10. **COMMITTEES**

10.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of these articles which govern the taking of decisions by directors.

10.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from these articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

11. **DIRECTORS TO TAKE DECISIONS COLLECTIVELY**

The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a written resolution in accordance with article 12.

12. **WRITTEN RESOLUTIONS BY DIRECTORS**

12.1 A decision of the directors may take the form of a resolution in writing, to which each eligible director has indicated agreement in writing, whether by signing a copy of the resolution or otherwise.

12.2 References in this article to eligible directors are to directors who would have been entitled to vote on the matter, and whose vote would be counted under these articles, had it been proposed as a resolution at a directors' meeting.

12.3 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

13. **CALLING A DIRECTORS' MEETING**

13.1 Any director or the parent may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

13.2 Notice of any directors' meeting must indicate:

13.2.1 its proposed date and time;

13.2.2 where it is to take place; and

13.2.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

13.3 Notice of a directors' meeting must be given to each director, but need not be in writing.

13.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

14. **PARTICIPATION IN DIRECTORS' MEETINGS**

14.1 Subject to these articles, directors "**participate**" in a directors' meeting, or part of a directors' meeting, when:

14.1.1 the meeting has been called and takes place in accordance with these articles; and

14.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

14.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

14.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

15. **QUORUM FOR DIRECTORS' MEETINGS**

15.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

15.2 Subject to article 15.3, the quorum for directors' meetings may be fixed from time to time by ordinary resolution of the shareholders, but otherwise the quorum shall be the greater of (a) two directors; and (b) one-half of the then-current number of serving directors (rounded up to the nearest whole number). As at the date on which these articles were adopted the quorum was two directors.

15.3 For the purposes of any meeting (or part of a meeting) held to consider or decide on any matter in which one or more directors have an interest, if there is only one director in office who would, if present, be counted in the quorum at that meeting (or part of a meeting), the quorum is one.

15.4 If the total number of directors for the time being in office is less than the quorum required, the directors must not take any decision other than a decision:

15.4.1 to appoint further directors, subject to the parent's written approval of such directors;
or

15.4.2 to call a general meeting so as to enable the shareholders to appoint further directors.

16. **CHAIRING OF DIRECTORS' MEETINGS**

16.1 The Chairman shall chair meetings of the directors.

16.2 If there is no Chairman, or if the Chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, or is otherwise unwilling to chair the meeting, the participating directors must appoint one of themselves to chair it.

16.3 The person chairing a meeting in accordance with this article is referred to as the "**chairman of the directors' meeting**".

16.4 The Chairman shall be appointed and removed by the directors. The directors shall be permitted to determine the intended duration of the Chairman's term of office, which subject to the other provisions of this article 16.4 is expected to be no longer than two years.

17. **CASTING VOTE**

17.1 If the numbers of votes for and against a proposal are equal, the chairman of the directors' meeting has a casting vote.

17.2 But this does not apply if, in accordance with these articles, the chairman of the directors' meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

18. **DIRECTORS' DUTIES**

18.1 If the company has for the time being a parent, a director may act in accordance with any directions given by the parent and (without prejudice to his other duties) shall not be in breach of any duty to the company to exercise independent judgment by so doing.

18.2 A director may be a director or other officer of, or employed by, or otherwise interested in, any parent of the company or any subsidiary undertaking of such parent, provided that he has disclosed the matter to the other directors (to the extent that they are not already aware of the matter) and in such case:

- 18.2.1 he shall not be accountable to the company for any profit, remuneration or benefit realised by or accruing to him in consequence of any such office, employment or interest, and no transaction or arrangement shall be liable to be avoided, by reason of his office as a director of the company or of the fiduciary relationship thereby established; and
- 18.2.2 if he has obtained any information, otherwise than as a director of the company, in respect of which he owes a duty of confidentiality to the parent or subsidiary undertaking (as the case may be), the director is under no obligation to disclose such information to the company or to use or apply such information in performing his duties as a director of the company where to do so would be a breach of that duty of confidentiality.
- 18.3 Without prejudice to article 18.2, provided that the matter has been authorised by the directors in accordance with section 175 of the Act or by resolution of the shareholders, a director may be in any situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company and which he would otherwise be under a duty to avoid pursuant to section 175 of the Act (“**authorised conflict situation**”). For this purpose, a conflict of interest includes a conflict of interest and duty and a conflict of duties.
- 18.4 A director shall not be accountable to the company for any profit, remuneration or benefit realised by or accruing to him in consequence of any authorised conflict situation, and no transaction or arrangement shall be liable to be avoided, by reason of his office or of the fiduciary relationship thereby established.
- 18.5 Any authorisation pursuant to article 18.3 shall be for such duration and subject to such terms and conditions as the directors or shareholders (as the case may be) shall determine and may be varied or terminated at any time. In particular, but without limitation, any such authorisation may (but need not) provide that:
- 18.5.1 if the director has obtained any information in relation to the matter which has been authorised, otherwise than as a director of the company, in respect of which he owes a duty of confidentiality to another person, the director is under no obligation to disclose such information to the company or to use or apply such information in performing his duties as a director of the company where to do so would be a breach of that duty of confidentiality; and/or
- 18.5.2 the director shall not be given any information relating to the matter which has been authorised; and/or

- 18.5.3 if a proposed decision of the directors is concerned with the matter which has been authorised, the director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 18.6 A director is not to be counted as participating in the decision-making process for quorum or voting purposes:
- 18.6.1 in respect of any decision of the directors to authorise a matter in accordance with section 175 of the Act pursuant to article 18.3; or
- 18.6.2 in respect of any decision relating to an authorised conflict situation where the terms of the authorisation do not permit this; or
- 18.6.3 in respect of any decision, other than a decision of the directors to authorise a matter in accordance with section 175 of the Act or which relates to an authorised conflict situation, in which he has an interest unless:
- (a) his interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (b) he has disclosed the nature and extent of his interest to the other directors (to the extent that they are not already aware of it).
- 18.7 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 18.8 Subject to article 18.9, if a question arises in relation to a proposed decision of the directors or of a committee of directors as to the right of a director to participate in the decision-making process for voting or quorum purposes, the question may be referred to the chairman of the directors' meeting whose ruling in relation to any director other than himself is to be final and conclusive.
- 18.9 If a question arises in relation to a proposed decision of the directors or of a committee of directors as to the right of the chairman of the directors' meeting to participate in the decision-making process for voting or quorum purposes, the question is to be decided by a decision of the directors excluding the chairman of the directors' meeting.

19. **RECORDS OF DECISIONS TO BE KEPT**

The directors must ensure that the company keeps a record, in accordance with section 1135 of the Act, for at least ten years from the date of the decision recorded, of every decision taken by the directors, whether at a meeting or otherwise.

20. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

Subject to these articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

21. METHODS OF APPOINTING DIRECTORS

21.1 Unless and until otherwise determined by ordinary resolution of the Company, the number of directors shall not be less than two and the maximum number of directors shall be seven.

21.2 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director, subject to the prior written consent of the parent in accordance with article 21.3.

21.3 If the company has for the time being a parent, the power to appoint or remove directors resides exclusively in the parent. Any such appointment or removal shall be effected by notice in writing and shall be effective forthwith upon the receipt of such notice by the company.

21.4 If the company does not for the time being have a parent:

21.4.1 a director may be appointed by ordinary resolution, or by a decision of the directors;

21.4.2 in any case where the company has no directors, then any shareholder may call a general meeting (or instruct the company secretary, if any, to do so) for the purpose of appointing one or more directors; and

21.4.3 in any case where, as a result of death or bankruptcy, the company has no shareholders and no directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a person who is willing to act and is permitted by law to do so to be a director.

22. TERMINATION OF DIRECTOR'S APPOINTMENT

A person ceases to be a director as soon as:

22.1 that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;

22.2 that person retires in accordance with article 23 and is not re-appointed to office in accordance with article 23;

- 22.3 a bankruptcy order is made against that person;
- 22.4 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 22.5 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 22.6 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- 22.7 if the company has for the time being a parent, notification is received by the company from the parent removing that person as a director; or
- 22.8 notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

23. **RETIREMENT OF DIRECTORS**

- 23.1 Subject to the other provisions of these articles, each director shall serve a three year term of office beginning on their date of appointment and shall (subject to prior written agreement between the director and the company and the prior written approval of the parent) be eligible on the conclusion thereof to serve no more than one subsequent three year term of office whether consecutively or otherwise. Accordingly, no director shall serve in office for longer than six years whether consecutively or otherwise.
- 23.2 Subject to article 23.1, the retirement of a director shall take effect on the third anniversary of their date of appointment, although a retiring director who is re-appointed will continue in office without a break.

24. **DIRECTORS' REMUNERATION**

- 24.1 Directors may undertake any services for the company that the directors decide.
- 24.2 Directors are entitled to such remuneration as the directors determine:
 - 24.2.1 for their services to the company as directors; and
 - 24.2.2 for any other service which they undertake for the company,
 provided in each case that the parent has approved the same in writing.

24.3 Subject to these articles, a director's remuneration may:

24.3.1 take any form; and

24.3.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

24.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.

25. DIRECTORS' EXPENSES

The company may pay any reasonable expenses which the directors, and the company secretary (if any), properly incur in connection with their attendance at:

25.1 meetings of directors or committees of directors;

25.2 general meetings; or

25.3 separate meetings of the holders of any class of shares or of debentures of the company;

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3

SHARES AND DISTRIBUTIONS

SHARES

26. ALL SHARES TO BE FULLY PAID UP

26.1 No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue.

26.2 This does not apply to the subscriber shares.

27. POWERS TO ISSUE DIFFERENT CLASSES OF SHARE

27.1 Without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by the directors.

27.2 In particular, the company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares.

28. ALLOTMENT OF SHARES

- 28.1 Subject to the Companies Acts, and provided that if the company has for the time being a parent the prior consent in writing of the parent has been obtained, the directors may allot, grant options over or otherwise dispose of shares to such persons at such times and generally on such terms and conditions as they think fit.
- 28.2 Section 561 of the Act, or any statutory modification or re-enactment thereof for the time being in force, shall not apply to an allotment of any equity security by the company.

29. TRUSTS MAY BE RECOGNISED

- 29.1 The company shall be entitled to recognise in such manner and to such extent as it may think fit any trust in respect of any shares. However, the company shall not be bound to recognise any such trust, even if it has express notice of it, except as required by the Companies Acts.
- 29.2 Notwithstanding any such recognition, the company shall not be bound to see to the execution, administration or observance of any trust, whether expressed, implied or constructive, in respect of any shares, and shall be entitled to recognise and give effect to the acts and deeds of the holder of such shares as if they were the absolute owners thereof.
- 29.3 For the purposes of this article, “trust” includes any right or interest (whether equitable, contingent, future, partial or otherwise) in respect of any share, or any fractional part of a share, other than an absolute right of the holder to the entirety of the same.

30. SHARE CERTIFICATES

- 30.1 The company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds.
- 30.2 Every certificate must specify:
- 30.2.1 in respect of how many shares, of what class, it is issued;
 - 30.2.2 the nominal value of those shares;
 - 30.2.3 that the shares are fully paid (or, in the case of the subscriber shares, the amount paid up on them); and
 - 30.2.4 any distinguishing numbers assigned to them.
- 30.3 No certificate may be issued in respect of shares of more than one class.

- 30.4 If more than one person holds a share, only one certificate may be issued in respect of it.
- 30.5 Certificates must be executed in accordance with the Companies Acts.

31. **REPLACEMENT SHARE CERTIFICATES**

- 31.1 If a certificate issued in respect of a shareholder's shares is:

- 31.1.1 damaged or defaced; or
- 31.1.2 said to be lost, stolen or destroyed;

that shareholder is entitled to be issued with a replacement certificate in respect of the same shares.

- 31.2 A shareholder exercising the right to be issued with such a replacement certificate:

- 31.2.1 may at the same time exercise the right to be issued with a single certificate or separate certificates;
- 31.2.2 must return the certificate which is to be replaced to the company if it is damaged or defaced; and
- 31.2.3 must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide.

32. **COMPANY'S LIEN OVER SHARES**

- 32.1 The company has a lien (the "**company's lien**") over every share, whether or not fully paid, which is registered in the name of any person indebted or under any liability to the company, whether he is the sole registered holder or one of several joint holders, for all monies payable by him (either alone or jointly with any other person) to the company, whether payable immediately or at some time in the future.

- 32.2 The company's lien over a share:

- 32.2.1 takes priority over any third party's interest in that share; and
- 32.2.2 extends to any dividend or other money payable by the company in respect of that share and (if the lien is enforced and the share is sold by the company) the proceeds of sale of that share.

- 32.3 The directors may at any time decide that a share which is or would otherwise be subject to the company's lien shall not be subject to it, either wholly or in part.

33. **ENFORCEMENT OF THE COMPANY'S LIEN**

33.1 Subject to the provisions of this article, if:

33.1.1 a lien enforcement notice has been given in respect of a share; and

33.1.2 the person to whom the notice was given has failed to comply with it;

the company may sell that share in such manner as the directors decide.

33.2 A "**lien enforcement notice**":

33.2.1 may only be given in respect of a share which is subject to the company's lien, in respect of which a sum is payable and the due date for payment of that sum has passed;

33.2.2 must specify the share concerned;

33.2.3 must require payment of the sum payable within 14 clear days of the notice (that is, excluding the date on which the notice is given and the date on which that 14 day period expires);

33.2.4 must be addressed either to the holder of the share or to a person entitled to it by reason of the holder's death, bankruptcy or otherwise; and

33.2.5 must state the company's intention to sell the share if the notice is not complied with.

33.3 Where shares are sold under this article:

33.3.1 the directors may authorise any person to execute an instrument of transfer of the shares to the purchaser or a person nominated by the purchaser; and

33.3.2 the transferee is not bound to see to the application of the consideration, and the transferee's title is not affected by any irregularity in or invalidity of the process leading to the sale.

33.4 The net proceeds of any such sale (after payment of the costs of sale and any other costs of enforcing the lien) must be applied:

33.4.1 first, in payment of so much of the sum for which the lien exists as was payable at the date of the lien enforcement notice;

33.4.2 second, to the person entitled to the shares at the date of the sale, but only after the certificate for the shares sold has been surrendered to the company for cancellation or an indemnity in a form reasonably satisfactory to the directors has been given for any

lost certificates, and subject to a lien equivalent to the company's lien over the shares before the sale for any monies payable by him (either alone or jointly with any other person) to the company after the date of the lien enforcement notice.

33.5 A statutory declaration by a director or the company secretary that the declarant is a director or the company secretary and that a share has been sold to satisfy the company's lien on a specified date:

33.5.1 is conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share; and

33.5.2 subject to compliance with any other formalities of transfer required by these articles or by law, constitutes a good title to the share.

34. **SHARE TRANSFERS**

34.1 Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor.

34.2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.

34.3 The company may retain any instrument of transfer which is registered.

34.4 The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.

34.5 The directors shall register any transfer of a share, which is presented for registration duly stamped.

35. **TRANSMISSION OF SHARES**

35.1 If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share.

35.2 A transmittee who produces such evidence of entitlement to shares as the directors may properly require:

35.2.1 may, subject to these articles, choose either to become the holder of those shares or to have them transferred to another person; and

35.2.2 subject to these articles, and pending any transfer of the shares to another person, has the same rights as the holder had.

- 35.3 But transmitters do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.

36. EXERCISE OF TRANSMITTEES' RIGHTS

- 36.1 Transmitters who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish.
- 36.2 If the transmitter wishes to have a share transferred to another person, the transmitter must execute an instrument of transfer in respect of it.
- 36.3 Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmitter has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

37. TRANSMITTEES BOUND BY PRIOR NOTICES

If a notice is given to a shareholder in respect of shares and a transmitter is entitled to those shares, the transmitter is bound by the notice if it was given to the shareholder before the transmitter's name, or the name of any person to whom the transmitter transfers those shares, has been entered in the register of members.

DIVIDENDS AND OTHER DISTRIBUTIONS

38. PROCEDURE FOR DECLARING DIVIDENDS

- 38.1 The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.
- 38.2 A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors.
- 38.3 No dividend may be declared or paid unless it is in accordance with shareholders' respective rights.
- 38.4 Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it.
- 38.5 If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear.

38.6 The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.

38.7 If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

39. **PAYMENT OF DIVIDENDS AND OTHER DISTRIBUTIONS**

39.1 Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means:

39.1.1 transfer to a bank or building society account specified by the distribution recipient in writing;

39.1.2 sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient in writing;

39.1.3 sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified in writing; or

39.1.4 any other means of payment as the directors agree with the distribution recipient in writing.

39.2 In these articles, the "**distribution recipient**" means, in respect of a share in respect of which a dividend or other sum is payable:

39.2.1 the holder of the share; or

39.2.2 if the share has two or more joint holders, whichever of them is named first in the register of members; or

39.2.3 if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee.

40. **NO INTEREST ON DISTRIBUTIONS**

The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by:

40.1 the terms on which the share was issued; or

40.2 the provisions of another agreement between the holder of that share and the company.

41. **UNCLAIMED DISTRIBUTIONS**

41.1 All dividends or other sums which are:

41.1.1 payable in respect of shares; and

41.1.2 unclaimed after having been declared or become payable;

may be invested or otherwise made use of by the directors for the benefit of the company until claimed.

41.2 The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it.

41.3 If:

41.3.1 twelve years have passed from the date on which a dividend or other sum became due for payment; and

41.3.2 the distribution recipient has not claimed it;

the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the company.

42. **NON-CASH DISTRIBUTIONS**

42.1 Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).

42.2 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution:

42.2.1 fixing the value of any assets;

42.2.2 paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and

42.2.3 vesting any assets in trustees.

43. WAIVER OF DISTRIBUTIONS

Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect, but if:

43.1 the share has more than one holder; or

43.2 more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share.

CAPITALISATION OF PROFITS

44. AUTHORITY TO CAPITALISE AND APPROPRIATION OF CAPITALISED SUMS

44.1 Subject to these articles, the directors may, if they are so authorised by an ordinary resolution:

44.1.1 decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve; and

44.1.2 appropriate any sum which they so decide to capitalise (a "**capitalised sum**") to the persons who would have been entitled to it if it were distributed by way of dividend (the "**persons entitled**") and in the same proportions.

44.2 Capitalised sums must be applied:

44.2.1 on behalf of the persons entitled; and

44.2.2 in the same proportions as a dividend would have been distributed to them.

44.3 Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.

44.4 A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct.

44.5 Subject to these articles the directors may:

- 44.5.1 apply capitalised sums in accordance with articles 44.3 and 44.4 partly in one way and partly in another;
- 44.5.2 make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and
- 44.5.3 authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article.

PART 4

DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

45. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 45.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 45.2 A person is able to exercise the right to vote at a general meeting when:
 - 45.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 45.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 45.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 45.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 45.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

46. **QUORUM FOR GENERAL MEETINGS**

- 46.1 The quorum for general meetings is one shareholder present in person or by proxy or by corporate representative (as is the case).
- 46.2 No business other than the appointment of the chairman of the general meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

47. **CHAIRING GENERAL MEETINGS**

- 47.1 The Chairman shall chair general meetings.
- 47.2 If there is no Chairman, or if the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

47.2.1 the directors present; or

47.2.2 (if no directors are present), the meeting;

must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the general meeting must be the first business of the meeting.

- 47.3 The person chairing a meeting in accordance with this article is referred to as the “**chairman of the general meeting**”.

48. **ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-SHAREHOLDERS**

- 48.1 Directors may attend and speak at general meetings, whether or not they are shareholders.
- 48.2 The chairman of the general meeting may permit other persons who are not:
- 48.2.1 shareholders of the company; or
- 48.2.2 otherwise entitled to exercise the rights of shareholders in relation to general meetings, to attend and speak at a general meeting.

49. **NOTICE PERIOD FOR GENERAL MEETINGS**

In accordance with the Act, not less than fourteen clear days’ notice (that is, excluding the day of the meeting and the day on which the notice is given) must be given of a general meeting.

50. ADJOURNMENT

- 50.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the general meeting must adjourn it.
- 50.2 The chairman of the general meeting may adjourn a general meeting at which a quorum is present if:
- 50.2.1 the meeting consents to an adjournment; or
 - 50.2.2 it appears to the chairman of the general meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 50.3 The chairman of the general meeting must adjourn a general meeting if directed to do so by the meeting.
- 50.4 When adjourning a general meeting, the chairman of the general meeting must:
- 50.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
 - 50.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 50.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 50.5.1 to the same persons to whom notice of the company's general meetings is required to be given; and
 - 50.5.2 containing the same information which such notice is required to contain.
- 50.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

51. ANNUAL GENERAL MEETINGS

The company shall not be required to hold an annual general meeting in any year unless the parent specifies otherwise in writing.

52. **WRITTEN RESOLUTIONS BY SHAREHOLDERS**

Subject to the provisions of the Act, a resolution in writing signed by all the members of the company for the time being entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed, or by their duly appointed attorneys or representatives shall be as valid and effectual as if it had been passed at a general meeting of the company duly convened and held. Any such resolution may consist of several documents in the title form each signed by one or more of the members or their duly appointed attorneys or representatives. The signature in the case of a corporate body which is a member shall be sufficient if made by a director or the secretary or a partner or trustee thereof or by its duly appointed attorneys or representatives.

VOTING AT GENERAL MEETINGS

53. **VOTING: GENERAL**

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.

54. **ERRORS AND DISPUTES**

54.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

54.2 Any such objection must be referred to the chairman of the general meeting, whose decision is final.

55. **POLL VOTES**

55.1 A poll on a resolution may be demanded:

55.1.1 in advance of the general meeting where it is to be put to the vote; or

55.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

55.2 A poll may be demanded by any person having the right to vote on the resolution.

55.3 A demand for a poll may be withdrawn if:

55.3.1 the poll has not yet been taken; and

55.3.2 the chairman of the general meeting consents to the withdrawal.

55.4 Polls must be taken immediately and in such manner as the chairman of the general meeting directs.

56. **CONTENT OF PROXY NOTICES**

56.1 Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which:

56.1.1 states the name and address of the shareholder appointing the proxy;

56.1.2 identifies the person appointed to be that shareholder’s proxy and the general meeting in relation to which that person is appointed;

56.1.3 is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and

56.1.4 is delivered to the company in accordance with these articles and any instructions contained in the notice of the general meeting to which they relate.

56.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

56.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

56.4 Unless a proxy notice indicates otherwise, it must be treated as:

56.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

56.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

57. **DELIVERY OF PROXY NOTICES**

57.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

57.2 A proxy notice shall be invalid unless it is received (together with such evidence as the directors may require in relation to any authority under which it is executed) by the company before the

commencement of the meeting or adjourned meeting which the proxy is to attend or the time appointed for taking the poll at which the proxy is to vote.

- 57.3 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 57.4 A notice revoking a proxy appointment or the appointment of a duly authorised representative of a corporation only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates or, in the case of a poll, the time appointed for taking the poll.
- 57.5 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

58. **AMENDMENTS TO RESOLUTIONS**

- 58.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 58.1.1 notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the general meeting may determine); and
- 58.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the general meeting, materially alter the scope of the resolution.
- 58.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 58.2.1 the chairman of the general meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
- 58.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 58.3 If the chairman of the general meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 5**ADMINISTRATIVE ARRANGEMENTS****59. COMPANY SECRETARY**

The directors shall be permitted to appoint one or more persons to the office of company secretary or joint company secretary (as is the case), but shall not be required to appoint a company secretary (joint or otherwise) unless the parent specifies otherwise in writing.

60. MEANS OF COMMUNICATION TO BE USED

60.1 Subject to these articles, anything sent or supplied by or to the company under these articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

60.2 This article 60.2 applies to anything sent or supplied by the company to any shareholder or by any shareholder to the company:

60.2.1 where it is sent by post (whether in hard copy or electronic form) and the sender or supplier is able to show that it was properly addressed, prepaid and posted, it is deemed to have been received by the proposed recipient 48 hours after it was posted to an address in the United Kingdom or 5 days after posting to an address outside the United Kingdom;

60.2.2 where it is sent or supplied by electronic means and the sender or supplier is able to show that it was properly addressed, it is deemed to have been received by the proposed recipient at the time it was sent.

60.3 Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title.

60.4 Subject to these articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

60.5 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

61. **COMPANY SEAL**

The company shall not have a common seal.

62. **RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS**

Every shareholder is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a shareholder.

63. **PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS**

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE64. **INDEMNITY**

64.1 Subject to article 64.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled, each relevant officer of the company shall be indemnified out of the company's assets against all losses or liabilities which he may sustain or incur:

64.1.1 in or about the execution of the duties of his office or otherwise in relation thereto;

64.1.2 in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;

64.1.3 in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act).

64.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

64.3 In this article:

64.3.1 companies are "**associated**" if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

64.3.2 a "**relevant officer**" means any director or secretary, or former director or secretary, of the company or an associated company.

65. **INSURANCE**

65.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer or employee in respect of any relevant loss.

65.2 In this article:

65.2.1 a “**relevant officer or employee**” means any director, secretary or employee, or former director, secretary or employee, of the company or an associated company;

65.2.2 a “**relevant loss**” means any loss or liability which has been or may be incurred by a relevant officer or employee in connection with that officer’s or employee’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company; and

65.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

REPORT

To: Shetland Charitable Trust

Date 11 December 2014

From: Chief Executive

Report: CT1412054

Financial Hardship Scheme

1. Introduction


- 1.1 The purpose of this report is to consider the future of the Financial Hardship Scheme (FHS) formerly the Christmas Grant Scheme.

2. Background

- 2.1 Shetland Charitable Trust (the Trust) has operated a Christmas Grant Scheme in various forms since 1976.
- 2.2 The scheme was placed under review by Trustees in June 2013. It was agreed this was required as the scheme did not target those most in need. It was also decided that whilst the review was undertaken the scheme should be closed to new applicants.
- 2.3 At the Trust meeting on 27 February 2014, the Trustees agreed "a budget of £100,000, which would be used to assist the most vulnerable individuals currently in receipt of the Christmas Grant." (Min ref 02/14). The scheme was then renamed the Financial Hardship Scheme.
- 2.4 The original budget of £100,000 was only an estimate. This budget was increased by an additional £57,000 at the Trust meeting on 14 September 2014 to accommodate the number of applicants who applied and qualified for the grant (Min ref 33/14).

3. Present Position

- 3.1 The Financial Hardship Scheme is extremely difficult to administer and if challenged, could be seen to discriminate against individuals. As mentioned above, no new applicants have been accepted to the scheme since 2013. This means that the scheme could be seen to discriminate against others who meet the grant conditions but cannot apply.
- 3.2 The administration of the scheme is currently heavily reliant on the professional services, provided by the Shetland Islands Council Social Work Department and Shetland Islands Citizens Advice Bureau, due to the financial hardship assessments required. These



services were offered for one year only and will not be available going forward. Furthermore, the Trust does not have the capacity to undertake these assessments.

- 3.3 The Christmas Grant Scheme was originally set up to help the elderly in Shetland. Through other disbursements the Trust provides support of £2,622,606, which represents 27% of total disbursements, to the elderly in Shetland. The current review of disbursements will allow the funding provided to be evaluated, and consideration will be given to ensure the best mechanism for disbursement and that value for money is being achieved.
- 3.4 The FHS is the only disbursement the Trust provides directly to individuals; all other grants are made to charitable organisations.
- 3.5 It should also be noted that the Government sets benefits at a level to ensure that individuals have a minimum standard of living.

4. Financial Implications

- 4.1 Although not the primary reason for changes, if the FHS is discontinued it will result in an annual saving of £156,000.
- 4.2 Although it is difficult to see how it could be administered, if continued and opened up to new applicants, the cost to the Trust will be significantly higher and may not represent the best value for money or be the best mechanism for providing support.

5. Conclusion

- 5.1 The external assistance required to operate the FHS is becoming increasingly limited. It is understood that such support will not be available in the future. The Trust also does not have the capacity to carry out this work. The current scheme also discriminates against individuals as it is currently closed to new applicants.

6. Recommendations

- 6.1 It is recommended that the Trustees approve the closure of the Financial Hardship Scheme.

Reference: AB/KE/DA9
Date: 27 November 2014

Report Number CT1412054

REPORT

To: Shetland Charitable Trust

Date: 11 December 2014

From: Chief Executive

No: CT1412056

MANAGEMENT ACCOUNTS – SIX MONTHS ENDED 30 SEPTEMBER 2014

1 Introduction and Key Decisions

- 1.1 This report presents the Trust's Management Accounts to the end of September 2014, for noting. These Management Accounts deal with revenue budgets and expenditure.

2 Management Accounts

- 2.1 Table 1 below shows the Summary Budget for the Charitable Trust for 2014/15 and the expenditure in the six months to 30 September 2014.

Table 1: Summary Management Accounts 2014/15

Item	Current Budget £m	Spend to June 14 £m
Income	-	1.8
Charitable Expenditure		
Schemes and Organisations	(7.8)	(3.8)
Maintenance/Capital Programme	(1.8)	(0.8)
Operating Costs	(0.5)	(0.2)
Fund Managers Fees	-	(0.2)
Gain on Investments	-	5.8
Total	10.1	2.6

- 2.2 A more detailed analysis of the figures above is set out in Appendix 1.
- 2.3 The total budget for Schemes and Organisations is £7.8 million, of which £3.8 million has been spent to date. Where the running costs of projects are greater than £20,000, grant assistance is paid out in 2 stages - the first payment is made in April and the second is

subject to a review of the organisation's accounts from the previous year.

- 2.4 The Maintenance Funding Programme includes £1.5 million which is paid to the major Trusts in two instalments with 50% of the budget being paid at the beginning of the year on submission of their maintenance -programme for the year. The second instalment was paid in October 2014.
- 2.5 Please note that the professional fees expenditure is over budget by £12,312 due to the additional costs associated with the COWI report which was approved by Trustees at their meeting on 12 September 2014.

3 Financial Implications

- 3.1 No direct financial implications flow from this information report.

4 Recommendations

- 4.1 Trustees are asked to note the satisfactory financial performance to 30 September 2014, as shown in the Management Accounts in Appendix 1.

Reference: KE/DA5
Date: 28 November 2014

Report No: CT1412056

**Shetland Charitable Trust
Management Accounts
Period to 30 September 2014**

	<u>6 Month Actual £</u>	<u>Annual Budget £</u>	<u>Variance £</u>
<u>Income</u>			
Managed fund dividends	1,343,484	-	1,343,484
Agricultural loan interest	4,316	-	4,316
Local equity gift aid	-	-	-
Donations	-	-	-
Rental income	515,364	-	515,364
Bank interest	1,723	-	1,723
Miscellaneous income	-	-	-
	<u>1,864,887</u>	<u>-</u>	<u>1,864,887</u>
<u>Expenditure</u>			
Agricultural loan expenditure	231	-	231
Disbursements	4,587,856	9,531,805	(4,943,949)
Management and administration	209,877	506,860	(296,983)
Fund managers	239,646	-	239,646
	<u>5,037,609</u>	<u>10,038,665</u>	<u>(5,001,287)</u>
Gain on investments	5,810,239	-	5,810,239
Deficit	<u><u>2,637,518</u></u>	<u><u>(10,038,665)</u></u>	<u><u>12,676,414</u></u>

Shetland Charitable Trust
Balance Sheet
Period to 30 September 2014

	Sep-14	
	£	£
Tangible fixed assets		7,199,351
Investments		214,955,778
		<u>222,155,129</u>
Trade debtors	27,463	
Prepayments and Accrued income	2,931,289	
Other debtors	224,270	
Bank	3,482,737	
	<u>6,665,758</u>	
Trade creditors	20,169	
Accruals and deferred income	822,120	
Other creditors	11,899	
	<u>854,188</u>	
Net current assets		<u>5,811,570</u>
		227,966,699
Pension liability		(1,795,000)
		<u>226,171,699</u>
Opening reserves		223,534,181
Deficit for period		2,637,518
Closing reserves		<u>226,171,699</u>

Shetland Charitable Trust
Rental Income
Period to 30 September 2014

	<u>6 Month Actual £</u>	<u>Annual Budget £</u>	<u>Variance £</u>
Sullom Voe Site	514,864		514,864
District heating	-	-	-
Cunnister, Yell	-	-	-
Shetland Golf Course	500	-	500
	<u>515,364</u>	<u>-</u>	<u>515,364</u>

Shetland Charitable Trust
Disbursements
Period to 30 September 2014

	6 Month Actual £	Annual Budget £	Variance £
Shetland Amenity Trust	526,364	1,052,728	(526,364)
Shetland Arts Development Agency	348,018	696,038	(348,020)
Shetland Recreational Trust	1,259,275	2,518,550	(1,259,275)
Other Charitable Organisations			
Disability Shetland Recreation Club	12,641	12,641	-
The Swan Trust	22,325	44,650	(22,325)
VAS - New Shetlander	670	670	-
Shetland Churches Council Trust	27,028	54,055	(27,028)
Shetland Befriending Scheme	27,209	54,418	(27,209)
Citizens Advice Bureau	66,133	132,265	(66,133)
COPE Limited	77,484	154,967	(77,484)
Couple Counselling Shetland	-	-	-
Shetland Link Up	23,997	47,949	(23,952)
Voluntary Action Shetland	72,184	144,367	(72,184)
VAS - Peer Education Project	-	-	-
Festival Grants	30,000	30,000	-
Local Charitable Organisations	7,552	14,000	(6,448)
Royal Voluntary Service	23,811	47,622	(23,811)
Sub Total Charitable Organisations	2,524,689	5,004,920	(2,480,231)
Schemes			
Community Development Grants	-	-	-
Community Support Grants	1,894	54,241	(52,347)
Arts Grant Scheme	19,062	35,000	(15,938)
Senior Citizens Clubs	11,124	20,000	(8,876)
Support to Rural Care Model	1,245,500	2,491,000	(1,245,500)
Social Assistance Grants	-	5,000	(5,000)
Buses for Elderly and Disabled	24,990	49,980	(24,990)
Supported Employment	-	-	-
Sub Total Schemes	1,302,570	2,655,221	(1,352,651)
Direct Schemes			
Springfield	-	-	-
Xmas grant Scheme	2,429	100,000	(97,571)
Planned Maintenance	819,962	1,771,664	(951,702)
Sub Total Direct Schemes	822,391	1,871,664	(1,049,273)
Surplus Grants Refunded	(61,794)	-	(61,794)
Total	4,587,856	9,531,805	(4,943,949)

* These budgets have been modified by subsequent decisions of the Trust

Shetland Charitable Trust
Management and Administration Expenditure
Period to 30 September 2014

	6 Month Actual £	Annual Budget £	Variance £
Basic Pay and Allowances	105,138	290,000	(184,862)
Professional Membership Fees	-	1,000	(1,000)
Staff recruitment		5,000	
Travel and Subsistence	2,081	7,000	(4,919)
Training and Staff Development	729	3,000	(2,271)
Sub Total Staffing Costs	107,949	306,000	(198,051)
Operating Costs			
Insurance	-	10,000	(10,000)
Administration	1,366	5,000	(3,634)
Supplies and Services	2,969	7,000	(4,031)
Bank Charges	140	500	(360)
Professional Fees: Other	32,312	20,000	12,312
Miscellaneous Items	978	1,000	(22)
External Audit Fees	21,000	25,000	(4,000)
Trustees Expenses	1,671	4,000	(2,329)
Operational meeting expenses		700	
Legal Fees	31,817	50,000	(18,183)
Trustee Recruitment Costs		2,000	(2,000)
Sub Total Operating Costs	92,253	125,200	(32,947)
Property Costs			
Energy Costs	1,917	5,000	(3,083)
Water Rates	824	2,000	(1,176)
Cleaning	454	3,500	(3,046)
Sub Total Property Costs	3,195	10,500	(7,305)
Bad debt write off	-	-	-
Bought In Services			
Finance	-	38,500	(38,500)
Committee Services	-	12,000	(12,000)
Computer Services	6,480	8,000	(1,520)
HR Service		3,000	
Messenger Service	-	1,500	(1,500)
Insurance Admin	-	2,160	(2,160)
Sub Total Bought In Services	6,480	65,160	(58,680)
Total	209,877	506,860	(296,983)

Shetland Charitable Trust
Investment expenses
Period to 30 September 2014

	<u>6 Month</u> <u>Actual</u> <u>£</u>	<u>Annual</u> <u>Budget</u> <u>£</u>	<u>Variance</u> <u>£</u>
Managed fund misc	25,633	-	25,633
Black Rock fees	87,043	-	87,043
WM Company fees	3,082	-	3,082
Northern trust fees	20,000	-	20,000
Insight investment fees	69,990	-	69,990
Schroders fees	33,898	-	33,898
	<u>239,646</u>	<u>-</u>	<u>239,646</u>

REPORT

To: Shetland Charitable Trust

11 December 2014

From: Chief Executive

Report No. CT1412057

RECOMMENDED DISBURSEMENTS – APPROVALS

1. Background

- 1.1 On 30 March 2000, Trustees approved a report which authorised the then Director of Education and Community Services to act on behalf of the Trust and approve applications for community support grants to organisations operating within Shetland. (Min. Ref. CT/19/00)
- 1.2 On 8 February 2006, Trustees approved a report which authorised the then Head of Service – Community Development to act on behalf of the Trust and approve applications for community arts grants to organisations and individuals operating within Shetland. (Min. Ref. CT/02/06)
- 1.3 It is a requirement that all approvals are reported to subsequent Trust Meetings.

2. Community Support Grants - £18,898

- 2.1 The following community support grants were approved by the Director of Development Services, in consultation with Shetland Arts, in the period 30 October 2014 to 28 November 2014: -

Name of Organisation	Grant Approved (£)
Gerमतwatt Centre	2,540
Sandwick Youth and Community Centre	11,441
Shetland Guide Association – Lerwick District	1,843
1 st /2 nd Lerwick Sea Scout Group	2,327
Hjaltland Explorer Scout Unit	301
1 st Sandwick/Cunningsburgh Boys Brigade	446



3. Community Arts Grants - £225

3.1 The following community arts grants were approved by the Director of Development Services, in consultation with Shetland Arts, in the period 30 October 2014 to 28 November 2014: -

Name of Organisation/ Individual	Grant Approved (£)
Mrs Sheenagh Burns (Pugh)	65
Aestaewast	160

4. Recommendation

4.1 Trustees are asked to note the approvals listed in paragraphs 2.1 and 3.1 above.

Our Ref: MJ/DA1
Date: 28 November 2014

Report Number CT1412057

REPORT

To: Shetland Charitable Trust

Date: 11 December 2014

From: Chief Executive

Report: CT1412058

CAPITAL WORKS BRIDGING LOAN SCHEME

1. Introduction

- 1.1 This report updates Trustees on the Capital Works Bridging Loan Scheme.

2. Background

- 2.1 On 18 March 2010, Trustees agreed to provide short term bridging finance to community organisations undertaking capital projects. The interest free loans are used to alleviate cash flow problems when waiting for funding from EU, Scottish Government, SRDP, LEADER, ERDF and/or lottery grants to come through. (Min. Ref. CT15/10)
- 2.2 Funding for capital projects is only released once work has been completed and invoices paid. This creates an almost insurmountable cashflow burden for most organisations.
- 2.3 A total of £1 million was set as the maximum available at any one time.

3. Present Position

- 3.1 Appendix A lists each bridging loan made to date. Twenty-three organisations have received a bridging loan, seventeen have fully repaid their loans and two have made a part payment. In total £1,758,594 has been repaid. Some £245,311 remains due to be repaid by six organisations as they receive their grants.
- 3.2 Feedback on the scheme from organisations has been very positive.

4. Financial Implications

- 4.1 There are no new implications arising from this report. However, it should be noted that the provision of interest free loans means that the capital involved is not generating investment return.



5. Conclusion

5.1 Twenty-three capital projects undertaken by community groups throughout Shetland might not have taken place without the support of the Trust's Scheme.

6. Recommendation

6.1 Trustees are recommended to note this report.

Reference: MJ/D19
Date: 28 November 2014

Report Number: CT1412058

Capital Works Bridging Loan Scheme

CT1412058 – Appendix A

PROJECT	BRIDGING LOAN £	REPAID £	DUE TO SCT £	NOTE
Burravoe Pier	25,650	25,650		
Ollaberry Hall	110,000	110,000		
Bressay Sports Park	114,537	114,537		
Scalloway Museum	345,000	345,000		
Fair Isle Hall	62,000	62,000		
Sandsayre Pier	170,000	170,000		
Sandness Hall	100,000	100,000		
Northmavine Club	26,640	26,640		
Hillswick Hall	100,000	100,000		
Fetlar Electric Minibus	35,600	35,600		
Mareel	276,505	276,505		
Sumburgh Lighthouse	120,000	120,000		
Aith Public Hall	9,900	9,900		
Collafirth Marina	58,320	58,320		
South Nesting Public Hall	88,442	88,442		
Aithsvoe Marina	68,202	20,000	48,202	A part repayment of £20,000 has been made. Another part repayment of around £20,000 is expected in early new year.
Germatwatt Centre	10,000	10,000		
Shetland Skatepark Association	62,179	40,000	22,179	Works completed. Part repayment made of £40,000. Remainder will be paid once final leader claim has been approved.
Hoswick Visitor Centre	46,000	46,000		
Scalloway Boating Club	49,022	0	49,022	Repayment expected to be made in March 2015
Aithsvoe Marina-Loan 2	41,867	0	41,867	Part repayment expected in December 2014
Scalloway Museum-Loan 2	41,041	0	41,041	Repayment expected to be made in March 2015
Burravoe Public Hall	43,000	0	43,000	Repayment expected to be made in May 2015
TOTAL	2,003,905	1,758,594	245,311	

