



URRAS ENERGY SOCIETY
UOG BUSINESS CENTRE
TOM NA BA
SOUTH GALSON
ISLE OF LEWIS, HS2 0SH

ROLE AND RESPONSIBILITIES OF DIRECTORS

A General

The Society shall have a Board of Directors comprising not less than three Directors.

The initial Directors of the Society from registration until the first annual general meeting shall be appointed by the Founder Members.

Only persons of the Society who are aged 16 years or more may serve on the Board of Directors.

B Board Composition

Following the first Annual General Meeting, the composition of the Board of Directors shall be as follows:-

- a) Not more than three people appointed by Urras Oighreachd Ghabhsainn (SC273903 and Charity Number SC036903) or its successors in name and title; and
- b) Not more than nine people elected from among the members of the Society

At the first annual general meeting all elected Directors shall stand down. At every subsequent annual general meeting one-third of the elected Directors, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. The Directors to retire shall be the Directors who have been longest in office since their last election. Where Directors have held office for the same amount of time the Directors to retire shall be decided by lot. A retiring Director shall be eligible for re-election.

In addition, the Board of Directors may co-opt up to two external independent Directors who need not be Members and are selected for their particular skills and/or experience. Such external independent Directors shall serve a fixed period determined by the Board of Directors at the time of the co-option, subject to a review at least every 12 months. External independent Directors may be removed from office at any time by a resolution of the Board of Directors.

The Board of Directors may at any time fill a casual vacancy on the Board by co-option. Co-opted individuals must be Members of the Society and will hold office as a Director only until the next annual general meeting.

C Powers and Duties of the Board of Directors

The business of the Society shall be managed by the Board who may exercise all such powers of the Society as may be exercised and done by the Society and as are not by

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statute or by these Rules required to be exercised or done by the Society in general meeting.

All decisions made by a meeting of the Board of Directors or by any person acting as a Director shall remain valid even if it is later discovered that there was some defect in the Director's appointment or that the individual had previously been disqualified from acting as a Director.

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Society shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Board shall from time to time direct.

Without prejudice to its general powers, the Board may exercise all the powers of the Society to borrow money and to mortgage or charge its undertaking and property or any part of it and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Society or of any third party.

No Regulation made by the Society in general meeting shall invalidate any prior act of the Board which would have been valid had that Regulation not been made.

D Delegation

Subject to these Rules, the Directors may delegate any of the powers which are conferred on them under these Rules to any Person or committee consisting of Members of the Society, by such means, to such an extent, in relation to such matters and on such terms and conditions as they think fit.

The Directors may specify that any such delegation may authorise further delegation of the powers by any Person to whom they are delegated.

The Directors may revoke any delegation in whole or in part or alter any terms and conditions.

E Sub-Committees

A sub-committee 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 Rules which govern the taking of decisions by Directors.

The Directors may make Regulations for all or any sub-committees, provided that such Regulations are not inconsistent with these Rules.

All acts and proceedings of any sub-committee must be fully and promptly reported to the Directors.

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F Calling a Meeting of the Board of Directors

Any Director may, and the Secretary on the requisition of a Director shall, call a meeting of the Board of Directors by giving reasonable notice of the meeting to all Directors. Notice of any meeting of the Board of Directors must indicate the date, time and place of the meeting and, if the Directors participating in the meeting will not be in the same place, how they will communicate with each other.

G Proceedings of a Meeting of the Board of Directors

The Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

A Director is able to exercise the right to speak at a meeting of the Board of Directors and is deemed to be in attendance when that person is in a position to communicate to all those attending the meeting. The Directors may make whatever arrangements they consider appropriate to enable those attending a meeting of the Board of Directors to exercise their rights to speak or vote at it including by Electronic Means. In determining attendance at a meeting of the Board of Directors, it is immaterial whether any two or more Directors attending are in the same place as each other.

Questions arising at any meetings of the Board shall be decided by a majority of votes. In the case of an equality of votes the status quo shall be maintained and the Board of Directors may choose to refer the matter to a general meeting of the Society.

A written resolution, circulated to all Directors and signed by a simple majority (51%) of Directors, shall be valid and effective as if it had been passed at a Board meeting duly convened and held. A written resolution may consist of several identical Documents signed by one or more Directors.

The Board of Directors may, at its discretion, invite other persons to attend its meetings with or without speaking rights and without voting rights. Such attendees will not count toward the quorum.

H Quorum

The quorum necessary for the transaction of business at a meeting of the Board of Directors shall be 50% of the Directors or 3 Directors, whichever is the greater and shall include those Directors not present in person.

If at any time the total number of Directors in office is less than the quorum required, the Directors are unable to take any decisions other than to appoint further Directors or to call a general meeting so as to enable the Members to appoint further Directors.

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I Chairing Board Meetings

The chairperson shall facilitate meetings of the Board of Directors. If s/he is absent or unable or unwilling to act at the time any meeting proceeds to business then the vice-chairperson shall facilitate meetings. If a vice-chairperson has not been appointed or is absent or unable to act in this capacity, Directors present shall choose one of their number to be the chairperson for that meeting.

J Declaration of Interest

A Director shall declare an interest in any contract or matter in which s/he has a personal, material or financial interest, whether directly or indirectly, and shall not vote in respect of such contract or matter, provided that nothing shall prevent a Director voting in respect of her/his terms and conditions of employment or any associated matter.

K Expenses

The Society may pay any reasonable expenses which the Directors properly incur in connection with their attendance at meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Society.

L Termination of a Director's Appointment

A person ceases to be a Director of the Society as soon as:

- a) Where there are representatives of organisations on the Board: The organisation they are representing removes their endorsement of them;
- b) Where there are representatives of organisations on the Board: The organisation they are representing ceases to exist;
- c) That person resigns from office in Writing to the Secretary of the Society, and such resignation has taken effect in accordance with its terms;
- d) That person is removed from office by an ordinary resolution of the Society in general meeting, the notices for which specified that the question of the Director's removal was to be considered;
- e) That person is prohibited from being a Director by law;
- f) A bankruptcy order is made against that person;

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- g) A registered medical practitioner who is treating that person gives a written opinion to the Society stating that the person has become mentally incapable of acting as a Director and may remain so for more than three months;
- h) 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.

M OFFICE-BEARERS

The Board shall elect from among their own number a chairperson, vice-chairperson and Secretary and such other Office-bearers as they may from time to time decide. These Office-bearers shall have such duties and rights as may be bestowed on them by the Board or by law and any Officer appointed may be removed by the Board. A serving Officer who is not re-elected to the Board at the annual general meeting shall nevertheless continue in office until the first Board meeting following the annual general meeting.

N GENERAL

Board meetings are expected to take place twice each year and, subject to the availability and agreement of directors, one meeting would be timed to coincide with the AGM. Unless otherwise agreed, board meetings shall be held at the UOG Business Centre, South Galson, Isle of Lewis.

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