

Rules of  
**SHETLAND COMMUNITY BENEFIT FUND LIMITED**  
(Registered under the Co-operative and Community Benefit Societies Act 2014)

**NAME**

1. The name of the Society shall be Shetland Community Benefit Fund Limited.

**OBJECTS**

2. The objects of the Society shall be to carry on any business for the benefit of the community by advancing development of the Shetland Isles by maintaining, improving and regenerating its physical, economic, social, cultural infrastructure and the environment. These objectives will be achieved principally through the management of community benefit payments from onshore or offshore renewable energy developments.

**POWERS**

3. The Society shall have power to do all things necessary or expedient for the fulfilment of its objects provided that, in carrying out its objects, the Society shall promote equality of opportunity for all sections of the community in its own affairs and in society generally.

**REGISTERED OFFICE**

4. The Registered Office of the Society shall be at:

Market House, 14 Market Street, Lerwick, Shetland, ZE1 OJP.

**MEMBERSHIP**

5. The first members of the Society shall be the signatories to the application for registration (the "Founder Members"). The Management Committee may at its discretion admit to membership:
  - (a) any person over the age of 16, who is a permanent resident of Shetland and on the electoral role.
  - (b) any corporate body or unincorporated organisation that has its registered head office in Shetland;

who supports the objects of the Society and who has paid £1.00 for their share certificate.

A person who qualifies under Rule 5 above may apply to the Management Committee for membership to the Society, and upon acceptance and the payment of £1.00 and the annual subscription fee (if any) the Society shall issue to them one share certificate and shall enter their details in the register of members.

The Management Committee may refuse any application for membership at its absolute discretion.

6. The Society shall keep at its registered office a register of members in which the Secretary shall enter the following particulars:

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- (a) the name, address, telephone numbers and email address of every member;
- (b) a statement that one share only is held by each member and that £1.00 has been paid for that share;
- (c) a statement of other property, whether in loans or otherwise, held by each member;
- (d) the date on which each member's name was entered in the register as a member and the
- (e) date on which any member ceased to be a member;
- (f) the names, addresses, telephone numbers and email address of the Committee members and officers of the Society, and of the offices held by them respectively, and the dates on which they assumed and vacated office.

It is the responsibility of each member to contact the Secretary to ensure their contact details are kept up to date.

7. A copy of these Rules and any amendments made to them shall be given free of charge to every member upon admission to membership and shall be provided to any other person free of charge through the society's website.

### **CESSATION OF MEMBERSHIP**

8. A member shall cease to be a member if they:
  - (a) resign in writing or email to the Secretary; or
  - (b) cease to meet the criteria for membership as determined by the Management Committee; or
  - (c) is expelled from membership in accordance with Rule 9; or
  - (d) is the nominee of an unincorporated organisation and that organisation replaces them as its nominee or is wound up; or
  - (e) being an individual, dies; or
  - (f) being a corporate body, is wound up or goes into liquidation.

In the event of an individual who is the nominee of an unincorporated organisation ceasing to be a member under clauses (a), (c) or (e) of this Rule, the nominating organisation may with the express consent of the Committee nominate another individual to membership in their place.

- (g) If an individual, corporate or unincorporate member fails to respond to notices regarding two consecutive General Meetings, whether annual or special meetings, the secretary shall write to that member informing them that their membership will be cancelled unless they reply in writing within 14 days confirming that they wish to remain a member.

9. A member may be expelled for conduct prejudicial to the Society by a resolution carried by a majority of at least two-thirds of those members voting at a General Meeting of the Society of which due notice has been given, provided that the grounds for expulsion have been specified in the notices calling the meeting and that the member whose expulsion is to be considered shall be given the opportunity to state their case to the meeting. If on due notice having been served the member fails to attend the meeting the meeting may proceed in the member's absence.
10. No member expelled from membership shall be re-admitted except by a resolution carried by a majority of at least two-thirds of those members voting at a General Meeting of which due notice has been given.

### **GENERAL MEETINGS**

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11. An Annual General Meeting shall be held within six months of the close of the financial year of the Society, the business of which shall comprise:
  - (a) The receipt of the accounts and balance sheet and of the reports of the Management Committee and auditor (if any);
  - (b) The appointment of an auditor (subject to Rule 51)
  - (c) The election of Management Committee members who have been nominated, to stand for election, by a community council in Shetland and who are not either elected members of Shetland Islands Council or senior managers at or above the level of Executive Manager with Shetland Islands Council. In any dispute regarding eligibility the decision of the Management Committee will be final.
  - (d) The transaction of any other business included in the notice convening the meeting.
12. (a) All General Meetings other than the Annual General Meeting shall be called Special General Meetings.  
(b) The approved minutes of all General Meetings will be published on the society's website.
13. A Special General Meeting shall be convened either upon an order of the Management Committee or at the request of three members of the Society or 10 per cent of the membership, whichever is greater.
14. An Annual or a Special General Meeting shall be called, with at least fourteen days' notice, by email or text, to every member recorded in the register of members, specifying whether the meeting is an Annual or a Special General Meeting and stating the time, date and place at which it is to be held. The notice shall contain details of the nature of the business to be transacted, and no business may be transacted at a General Meeting other than that specified in the notices calling it.
15. A notice sent by email or text, to a member's registered email address or telephone, shall be deemed to have been duly served forty-eight hours after its posting. The accidental omission to send any notice to or the non-receipt of any notice by any member shall not invalidate the proceedings at the meeting.
16. If the Society has appointed an auditor in accordance with Rule 51 they shall be entitled to attend General Meetings of the Society and to receive all notices of and communications relating to any General Meeting which any member of the Society is entitled to receive. The auditor shall be entitled to be heard at any meeting on any part of the business of the meeting which is of proper concern to an auditor.

### **PROCEEDINGS AT GENERAL MEETINGS**

17. A corporate body which is a member of the Society shall appoint a representative who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Society all such rights and powers as the member organisation would exercise if it were an individual person. The Society shall require such notification of an organisation's appointed representative as the Management Committee may from time to time decide.
18. No person shall be entitled to vote on any question at a General Meeting other than an individual member of the Society or the duly appointed representative of a corporate body which is a member or the representative of an unincorporated member. Any change to the representative of a member must be notified to the secretary by email at least seven days before a general meeting.

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19. No business shall be transacted at a General Meeting unless a quorum is present either in person, or by telephone or virtual link.
20. Unless and until otherwise decided by the Society in General Meeting, a quorum shall be 5% of the members of the Society or five members, whichever is the greater. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until a day between seven and fourteen days after the date set for the original meeting, and all members shall be given such notice as is practicable. If at such an adjourned meeting a quorum is not present within half an hour after the time set for the meeting, then members present shall constitute a quorum.
21. The Chairperson of the Society shall preside at every General Meeting. In the event of her/his absence or unwillingness to act, the vice-chair will preside. In the event of his/her absence or unwillingness to act the directors present shall choose one of their number to be Chairperson of the meeting by a majority vote. In the absence of a director the members present shall choose one of their number to be chairperson
22. The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for twenty-one days or more, notice of the adjourned meeting shall be given as in the case of the original meeting; otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
23. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two members present. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands or other indication of a member's intention if virtual or telephonic links are being used been carried or lost will be included in the formal minutes of the meeting and shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolution.
24. If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, provided that no member shall have more than one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
25. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded. The demand for a secret ballot may be withdrawn.
26. Every member shall hold one vote only on each question to be decided at a General Meeting. Except where otherwise specified by these Rules or by the Act, questions shall be resolved by a simple majority of votes cast.
27. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson shall not have a second or casting vote and the resolution shall be deemed to be lost.
28. A resolution in writing signed by all the members for the time being entitled to vote at General Meetings shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several documents in the same form each signed by one or more members.

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29. Any member or duly appointed representative of a member may appoint a proxy to attend a General Meeting and speak and vote on their behalf. Every such appointment shall be notified to the Society by email by the member or representative making it or under authority conferred to them and received before the meeting by the officers of the Society. A proxy need not be a member.

**AMENDMENTS TO RULES**

30. (a) Any of these Rules may be rescinded or amended or a new Rule made by a vote of two-thirds of those members of the Society voting at a General Meeting of which fourteen clear days' prior notice had been given by email or text, such notice to include details of the change(s) to be proposed at that meeting.  
(b) No amendment of Rules is valid until registered by the Financial Conduct Authority.

**MANAGEMENT COMMITTEE**

31. (a) The society shall have a Management Committee comprising of the directors who have been elected after nomination by one of Shetland's Community Councils respectively and elected under Rule 11(c) at an Annual or Special General Meeting or under rule 31(b). The committee members shall serve according to Rule 32. The initial Committee of the Society from incorporation until the first Annual General Meeting shall be appointed by Founder Members.  
  
(b) If a vacancy occurs on the committee the relevant community council will be informed by email to the Clerk and asked to make a new nomination, to stand for election, to replace the director. Any such nomination will be considered at the next General Meeting or Management Committee meeting and no longer than six weeks after the Secretary receives any such nomination.  
  
(c) If a nomination of a director by a community council is not elected, the nominating community council shall be informed together with the reason for the General Meeting or - Management Committee decision and invited to make a new nomination, to stand for election. Any such nomination will be considered at General Meeting or Management Committee Meeting and no longer than six weeks after the Secretary receives any such nomination.
32. (a) A Director shall, subject to Rule 38 below, hold office until the third annual meeting following their election to the committee.  
  
(b) The community council that originally nominated a director shall be asked by email to its clerk at least two months before the Annual General Meeting when that director is due to retire to make a new nomination for the committee. The retiring director is eligible for re-nomination. A nomination, to stand for election, must be received by email by the secretary at least two weeks before the Annual General Meeting.  
  
(c) For the first three annual meetings following the adoption of this rule one third of the existing directors will retire annually, irrespective of how long they have served on the committee. At the first annual meeting following the adoption of this rule the directors originally nominated, to stand for election, by Bressay, Burra and Trondra, Delting, Dunrossness, Fetlar, and Gulberwick Quarff and Cunningsburgh will retire and the community councils asked for an alternative nominee according to Rule 32(b).

At the second annual meeting following the adoption of this rule the directors originally nominated, to stand for election, by Lerwick, Nesting and Lunnasting, Northmaven, Sandness

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and Walls, Sandsting and Aithsting, and Sandwick will retire and the community councils asked for a new nominee according to rule 32(b).

At the third Annual General Meeting following the adoption of this rule the directors originally nominated, to stand for election, by Scalloway, Skerries, Tingwall Whiteness and Weisdale, Unst, Whalsay, and Yell will retire, and the community councils asked for a new nominee according to Rule 32(b).

(d) Thereafter directors will retire, and community councils will be asked for nominations in accordance with Rule 32(a) and (b).

33. The management Committee may co-opt up to a further 3 persons with acknowledged skills and experience. The chairperson should be co-opted to the board as an individual member, allowing a new nomination from their community council. Any person co-opted by the Management Committee may be removed by a majority vote of the Management Committee. Co-optees shall stand down at the Annual General Meeting following their co-option but may still be eligible for further co-option.
34. In the event that the size of the Management Committee should drop below the minimum number of members prescribed in these Rules, the members of the Management Committee may act to increase their number or to call a General Meeting of the Society, but for no other purpose.
35. (a) A Management Committee member shall declare an interest in any contract or matter in which they have a personal, material or financial interest, whether directly or indirectly, and shall withdraw from discussions and the decision-making process and not vote in respect of such contract or matter. This should be formally noted in the minutes of the meeting and entered in the society's register of declarations of interests..
- (b) However, a majority of the Directors present at the meeting can decided to allow the member concerned to take part in either the discussion only, or the discussion and voting, if they feel that is appropriate and helpful for the matter under discussion and not prejudicial to the interests of SCBF. This decision and the reasons for it must also be recorded in the minutes. In addition to the requirements in Rule 35 directors should adhere to the SCBF Conflict of Interests Policy and this policy should be reviewed annually.
36. Management Committee members shall only be entitled to fees or remuneration for services actually rendered to the Society, whether as employees or otherwise.
37. Management Committee members may be paid all reasonable and proper expenses incurred by them in attending and returning from meetings of the Committee or General Meetings of the Society or in connection with the business of the Society.
38. The office of Committee member shall be immediately vacated if they:
- (a) resign their office in writing, or by email, to the Society; or
  - (b) cease to be a member of the Society for any reason whatsoever (or is the representative of a corporate body which ceases to be a member); or
  - (c) is removed from office by a vote of two-thirds of the members the Society at a General Meeting, the notices for which specified that the question of the Management Committee member's removal was to be considered; or
  - (d) in the opinion of a majority of the Management Committee, fails to declare their interest in any contract as referred to in Rule 35; or
  - (e) is absent from three successive meetings of the Committee during a continuous period of

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twelve months without special leave of absence from the Committee and they decide that they have by reason of such absence vacated office; or

(f) become bankrupt or, in the opinion of a majority of the Committee, incapable on medical or psychological grounds of carrying out the functions of a Committee member.

(g) become an elected member of Shetland Islands Council or senior manager at or above the level of Executive Manager with Shetland Islands Council.

### **HONORARY OFFICERS**

39. (a) Members of the Committee shall elect a Chairperson, Secretary and Treasurer of the Society from amongst their own number. Any honorary officer so appointed may be removed or replaced by a majority vote of the Committee at any time, or by a majority vote of the members at a Special General Meeting the notices for which specified that the matter was to be raised.
- (b) That the chairperson of the SCBF should be co-opted to the board as an individual member, allowing a new nomination from their community council, according to rule 33 which states that the board co-opt a further 3 persons with acknowledged skills and experience and that a formal change to the rules reflect this resolution be made at an appropriate time.

### **POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE**

40. The business of the Society shall be managed by the Management Committee who may pay all expenses of the formation of the Society as they think fit and may exercise all such powers of the Society as may be exercised and done by the Society and as are not by statute or by these Rules required to be exercised or done by the Society in General Meeting.
41. 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 Management Committee shall from time to time direct.
42. The Management Committee may delegate any of its functions to sub-committees which in any case must include a management sub-committee and an audit sub-committee made up of members of the Management Committee and such other persons as it sees fit. Any sub-committee so formed shall in the exercise of its powers conform with any regulations imposed upon it by the Management Committee, which shall always include the requirement for regular and prompt reports back to the Management Committee. The Management Committee shall at all times ensure the independence of the audit sub-committee to investigate the finances of the Society and liaise with the Auditor.

### **PROCEEDINGS AT MANAGEMENT COMMITTEE MEETINGS**

43. The Management Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The Secretary shall at the request of two or more Management Committee members summon a meeting of the Management Committee at any reasonable time by giving all Management Committee members reasonable notice of the date, time and venue for the meeting and the general nature of the business to be considered.
44. Unless and until otherwise decided by the Society in General Meeting, the quorum necessary for the transaction of business at a Management Committee meeting shall be one half of the members of the Management Committee or five members, whichever is the greater; provided

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that no meeting shall be quorate if one half or more of those present are co-opted Management Committee members.

45. At every Management Committee meeting the Chairperson shall preside, but in the event of her/his absence or unwillingness to act the members present shall choose one of their number to be Chairperson of the meeting.
46. The Management Committee shall cause proper minutes to be made of all the proceedings of the Society of the Management Committee and of any sub-committees. All such minutes shall be available on the Society's website and be open to inspection by any member of the Management Committee at all reasonable times.
47. Questions, arising at Management Committee meetings shall be decided by a majority of votes of those present. In the event of a tied vote the Chairperson shall not have a second or casting vote and the resolution shall be deemed to be lost.
48. A resolution in writing signed by all the members for the time being entitled to vote at meetings of the Management Committee shall be valid and effective as if the same had been passed at a meeting duly convened and held and may consist of several documents in the same form, each signed by one or more members.

#### **SHARE CAPITAL**

49. The shares of the Society shall be of the nominal value of £1.00 each issued to persons upon admission to membership of the Society. The shares shall be neither transferable nor withdrawable, shall carry no right to interest, dividend or bonus, and shall be forfeited and cancelled on cessation of membership from whatever cause, and the amount paid up on such cancelled shares shall become the property of the Society. Each member shall hold one share only in the Society.

#### **BORROWING**

50. (a) The Society shall have power to borrow money for the purposes of the Society, including the issue of loan stock, providing that the amount owed shall not exceed £10,000,000.  
  
(b) The Society shall have power to mortgage or charge any of its property, including the assets and undertakings of the Society, present and future, to issue debentures and other securities for money borrowed or for the performance of any contracts of the Society or bodies having dealings with the Society.  
  
(c) The rate of interest on money borrowed, except on money borrowed by way of bank loan or overdraft or on mortgage from a Building Society or Local Authority shall not exceed 6.2% per year or 3% above the base lending rate of the Society's bankers from time to time, whichever is higher.  
  
(d) The Society may receive from any person's donations or loans free of interest towards its work. The Society shall not accept deposits.

#### **AUDITORS**

51. (a) Subject to clause (b) below, the Society shall appoint in each financial year an auditor qualified under section 7 of the Co-operative and Community Benefit Societies Act 2014 to audit the Society's accounts and balance sheet for the year.



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(b) The Society shall (subject to Rule 51 (c)) be exempt from the obligation to appoint a qualified auditor under S84 of The Co-operative and Community Benefit Societies Act 2014 if during the preceding financial year, it met such criteria regarding low levels of income and/or expenditure or other factors as to qualify it for statutory exemption from the need to appoint qualified auditors.

(c) The members of the Society shall in general meeting vote every year to allow the Society to apply the audit exemption. Such a resolution will be deemed to have been passed if less than twenty per cent of the total number of votes cast are against the resolution and less than ten per cent of the members of the Society cast their votes against the resolution.

(d) None of the following persons shall be appointed as auditor of the Society:

- an officer or employee of the Society;
- a person who is a partner or employee of or who employs an officer of the Society.

(e) The first appointment of an auditor shall be made within three months of the registration of the Society and shall be made by the Committee if no General Meeting is held within that time. The Committee may appoint an auditor to fill a casual vacancy occurring between General Meetings. Except as specified in these cases, every appointment of an auditor shall be made by a resolution of a General Meeting of the Society.

(f) An auditor for the preceding financial year shall be re-appointed as auditor of the Society for the current financial year unless:

- (i) a resolution has been passed at a General Meeting appointing someone else
- (ii) as auditor or providing expressly that they shall not be re-appointed; or
- (iii) they have given notice in writing or by email to the Society of their unwillingness to be re-appointed; or
- (iv) they are ineligible for appointment as auditor of the Society for the current
- (v) financial year; or
- (vi) (iv) they have ceased to act as auditor of the Society by reason of incapacity.

g) Any resolution of a General Meeting of the Society either to remove an auditor from office or to appoint another person as auditor shall not be effective unless notice of the proposed resolution has been given to the Society at least twenty-eight days prior to the meeting at which the resolution is to be considered. At least fourteen days' notice of such resolution must then be given to members of the Society in the manner prescribed in Rule 15 and in writing, text or email to the auditors.

### **ANNUAL RETURN**

52. Every year and within the period prescribed by statute, the Secretary shall send to the Financial Conduct Authority the annual return, in the form prescribed by the Financial Conduct Authority, relating to its affairs for the period required by the Act to be included in the return together with:

- (a) a copy of the report of the auditor on the Society's accounts for the period included in the return or a copy of such other report (if any) as is required by statute for such period and;
- (b) a copy of each balance sheet made during that period and of the report (if any) of the auditor or other appropriate person as required by statute on that balance sheet.

53. The Society shall on demand supply free of charge to any member, or to any person with an interest in the funds of the Society, a copy of the latest annual return together with a copy of the auditor's report on the accounts and balance sheet contained in the return. These documents, together with the annual accounts to be available via the Society's website.

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54. The Society shall at all times keep a copy of the latest balance sheet of the Society together with a copy of the corresponding auditor's report hung up in a conspicuous place at the registered office.

**PROCEEDINGS ON DEATH OR BANKRUPTCY OF A MEMBER**

55. (a) Upon a claim being made by the personal representative of a deceased member or the trustee in bankruptcy of a bankrupt member to any property in the Society belonging to the deceased or bankrupt member, the Society shall transfer or pay such property to which the personal representative or trustee in bankruptcy has become entitled as the personal representative or trustee in bankruptcy may direct them.
- (b) A member may in accordance with the Act nominate any individual or individuals to whom any of her/his property in the Society at the time of her/his death shall be transferred, but such nomination shall only be valid to the extent of the amount for the time being allowed in the ACT. On receiving a satisfactory proof of death of a member who has made a nomination the Society shall, in accordance with the Act, either transfer or pay the full value of the property comprised in the nomination to the person entitled thereunder.

**UNALLOCATED FUNDS**

56. Any unallocated funds at the end of the financial year, shall be applied as follows:
- (a) to the continuation and development of the Society;
  - (b) to making payments for social and charitable purposes.

**SEAL**

57. If the Society has a seal it shall be kept in the custody of the Secretary and used only by the authority of the Committee of Management. Sealing shall be attested by the signature of two members of the Committee of Management or of one member of the Committee of Management and the Secretary for the time being. If the Society does not have seal, a document which would have previously required to be sealed, should be signed by a member of the Committee of Management and Secretary or two members of the Committee of Management and accompanied by a written statement that the document has been executed by the Society as if under current seal.

**INVESTMENT OF FUNDS**

58. The Society may invest any part of its funds in the manner set out in Section 27 of the Co-operative and Community Benefit Societies Act 2014.

**REGULATIONS**

59. The Society in General Meeting or the Committee may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they may think fit for the management, conduct and regulation of the affairs of the Society and the proceedings and powers of the Committee and sub-committees. No regulation shall be made

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which is inconsistent with these Rules of the Act. All members of the Society and the Committee shall be bound by such regulations whether or not they have received a copy of them.

**DISSOLUTION**

60. The Society may be dissolved by the consent of three-quarters of the members by their signatures to an instrument of dissolution, or by winding up in a manner provided by the Act. If on the winding up or dissolution of the Society any of its assets remain to be disposed of after its liabilities are satisfied, these assets shall not be distributed among the members, but shall be transferred instead to some other non-profit body or bodies subject to at least the same degree of restriction on the distribution of surpluses and assets as is imposed on this Society by virtue of these Rules, as may be decided by the members at the time of or prior to the dissolution.

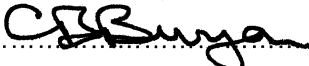
**DISPUTES**

61. In the event of a dispute between the Society or its Committee and a member of the Society or former member, such dispute shall be referred to an independent arbitrator whose appointment is acceptable to both parties to the dispute. The decision of such an arbitrator shall be binding. In the event that a dispute cannot, for whatever reason, be concluded by reference to an arbitrator, the matter may be referred to the County Court (or in Scotland, to the Sheriff).

**INTERPRETATIONS**


62. In these Rules, "the Act" refers to the Co-operative and Community Benefit Societies Act 2014 or any Act or Acts amending or in substitution for them for the time being in force.

**Signature of Chair**

Signed.....  ..... Date..... 6.7.22 .....

Name..... CHRISTOPHER BUNYAN .....

**Signature of three members**

Signed.....  ..... Date..... 6.7.22 .....

Name..... COUN CLARK .....

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Signed K L Hannay Date 6/7/22

Name KAREN L HANNAY

Signed Angela Sutherland Date 5/7/22

Name ANGELA SUTHERLAND