

Highland Environmental Network members

Conditions in Memorandum and Articles

Liability of members

1. Each member undertakes that if the company is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:

General structure

10. The structure of the company consists of:-
 - (a) the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Act; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves
 - (b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

Qualifications for membership

11. The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 14 to 16.
12. Membership shall be open to anyone aged 18 and over:
 - (a) who are ordinarily resident in the Highlands,

or
 - (b) an individual, organisation or group that supports the objects of the company and are active in the Highlands.
13. Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.

Application for membership

14. Any person who wishes to become a member must sign, and lodge with the company, a written application for membership.
15. The directors may, at their discretion, refuse to admit any person to membership.
16. The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application; the directors shall, within a

reasonable time after the meeting, notify the applicant of their decision on the application.

Membership subscription

17. No membership subscription shall be payable.

Register of members

18. The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

19. Any person who wishes to withdraw from membership shall sign, and lodge with the company, a written notice to that effect; on receipt of the notice by the company, he/she shall cease to be a member.

Expulsion from membership

20. Any person may be expelled from membership by special resolution (see article 33), providing the following procedures have been observed:-
 - (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
 - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

21. Membership shall cease on death or if the organisation ceases to exist.
22. A member may not transfer his/her membership to any other person.

General meetings (meetings of members)

23. The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.
24. Not more than 15 months shall elapse between one annual general meeting and the next.
25. The business of each annual general meeting shall include:-
 - (a) a report by the chair on the activities of the company
 - (b) consideration of the annual accounts of the company
 - (c) the election/re-election of directors, as referred to in articles 51 to 53.
26. The directors may convene an extraordinary general meeting at any time.

27. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).