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| Agenda Item | 15 |
| Report No | HC-40-09 |

**Amendments to Beinn Tharsuinn Windfarm Community Limited.
Memorandum and Articles of Association**

Report by Corporate Manager Caithness, Sutherland and Easter Ross

Summary

The Highland Council is the sole member of Beinn Tharsuinn Windfarm Community Limited and is invited to amend the Company's constitution, their Memorandum and Articles of Association, the Articles of Association by agreeing the attached special resolution

1. Background

The Highland Council is the sole member of Beinn Tharsuinn Windfarm Community Limited a company limited by guarantee. The Beinn Tharsuinn Windfarm Community Limited administer the community benefit fund paid by the CRE Energy Ltd, (the developer of Beinn Tharsuinn Windfarm, and a subsidiary of Scottish Power) to ten local communities affected by the windfarm. The ten communities are: Alness, Ardross, Ardgay, Creich, Dornoch, Edderton, Invergordon, Kilmuir and Logie Easter, Kiltarn, Tain.

2. Proposal

2.1 Amendment to the Company Memorandum and Articles

Further to changes made to the Company's Memorandum and Articles of Association, as reported to the Highland Council on 4 September 2008 (Report No. HC-39-08), the Office of the Scottish Charity Regulator (OSCR) requires a further, minor amendment to them to ensure that, for tax purposes, the Company is regarded as charitable by HM Revenue and Customs.

The proposal requires the insertion of the following text at Clause III Para.1:

"The expression 'charitable purpose' shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts."

3. Resources

There are no resource implications arising from these proposals.

Recommendation

The Council is asked to make the special resolution to make the amendment to the Memorandum and Articles of Association, the Articles of Association of Beinn Tharsuinn Windfarm Community Limited as attached to this report which will then be signed and sealed for and on behalf of the Council by its Proper Officer.

Signature:

Designation: Corporate Manager, Caithness, Sutherland and Easter Ross

Date: 15 October 2009

Author Phil Tomalin, Ward Manager East Sutherland and Edderton

APPENDIX
COMPANIES ACTS
WRITTEN RESOLUTION
OF

NAME OF EXISTING COMPANY: BEINN THARSUINN WINDFARM COMMUNITY LIMITED
COMPANY NUMBER: SC319675

We, The Highland Council, the undersigned, being the single member of the above Company invited to attend and vote at a general meeting of the said Company, hereby pass the following resolution in writing (such resolution to have effect as a special resolution) pursuant under the Companies Act 2006 and agree that the resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the said Beinn Tharsuinn Windfarm Community Limited duly convened and held.

It is hereby resolved that the Memorandum and Articles of Association, the Articles of Association of the said Beinn Tharsuinn Windfarm Community Limited be amended as follows:

The following words shall be added to the end of Paragraph 1 of Clause III of the said Memorandum of Association

“The expression ‘charitable purpose’ shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.”