FILE COPY

CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY

Company Number **581753**

The Registrar of Companies for Scotland hereby certifies that

THE BALLANTRAE TRUST

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in Scotland

Given at Companies House on **16th November 2017**

NSC581753K

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

000175 £40

In accordance with Section 9 of the Companies Act 2006.

IN01
Application to register a company

Companies House

A fee is payable with this form.
Please see 'How to pay' on the last page.

✓ **What this form is for**
You may use this form to register a private or public company.

✗ **What this form is NOT fo**
You cannot use this form t a limited liability partnersh this, please use form LL IN use this form if any indivi with significant control is or has applied for protect having their details disclo public register. Contact er companieshouse.gov.uk t separate form.

MONDAY

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SCT 06/11/2017 #128
COMPANIES HOUSE

S6GKS22H
SCT 07/10/2017 #40
COMPANIES HOUSE

Part 1 Company details

A1 Company name

Check if a company name is available by using our name availability search:
www.companieshouse.gov.uk/info

Please show the proposed company name below.

Proposed company name in full ●: The Ballantrae Trust

For official use: SC581753

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

● **Duplicate names**
Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information on this is available in our guidance at: www.gov.uk/companieshouse

A2 Company name restrictions ●

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response.

● **Company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in our guidance at: www.gov.uk/companieshouse

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ●

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', Cyfyngedig' or permitted alternative.

☑ I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

● **Name ending exemption**
Only private companies that are limited by guarantee and meet other specific requirements or private companies that are charities are eligible to apply for this. For more details, please go to our website: www.gov.uk/companieshouse

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A4 Company type●

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked):

- ☐ Public limited by shares
- ☐ Private limited by shares
- ☑ Private limited by guarantee
- ☐ Private unlimited with share capital
- ☐ Private unlimited without share capital

●Company type
If you are unsure of your company's type, please go to our website: www.gov.uk/companieshouse

A5 Principal business activity

Please show the trade classification code number(s) for the principal activity or activities. ●

Classification code 1	9 4 9 9 0
Classification code 2	
Classification code 3	
Classification code 4	

If you cannot determine a code, please give a brief description of the company's business activity below:

Principal activity description

●Principal business activity
You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section.

A full list of the trade classification codes is available on our website: www.gov.uk/companieshouse

A6 Situation of registered office ●

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☐ England and Wales
- ☐ Wales
- ☑ Scotland
- ☐ Northern Ireland

●Registered office
Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.

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A7 Registered office address ●

Please give the registered office address of your company.

Building name/number	42
Street	Foreland
	Ballantrae
Post town	Girvan
County/Region	South Ayrshire
Postcode	K A 2 6 0 N Q

● Registered office address
You must ensure that the address shown in this section is consistent with the situation indicated in section A6.

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.

A8 Articles of association ●

Please choose one option only and tick one box only.

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only one box.

- ☐ Private limited by shares
- ☐ Private limited by guarantee
- ☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box.

- ☐ Private limited by shares
- ☐ Private limited by guarantee
- ☐ Public company

Option 3

- ☑ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.

● For details of which company type can adopt which model articles, please go to our website: www.gov.uk/companieshouse

A Community Interest Company (CIC) cannot adopt model articles. If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles.

A9 Restricted company articles ●

Please tick the box below if the company's articles are restricted.

☐

● Restricted company articles
Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: www.gov.uk/companieshouse

Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary

B1 Secretary appointments ●

Please use this section to list all the secretary appointments taken on formation. **For a corporate secretary, complete Sections C1-C4.**

Title*	Mr
Full forename(s)	Andrew Ross
Surname	McAlpine
Former name(s) ●	

● Corporate appointments
For corporate secretary appointments, please complete section C1-C4 instead of section B.

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

● Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

B2 Secretary's service address ●

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

● Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

Corporate secretary

C1 Corporate secretary appointments ●

Please use this section to list all the corporate secretary appointments taken on formation.

Name of corporate body/firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

●Additional appointments
If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.

Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete **Section C3 only**
→ No Complete **Section C4 only**

C3 EEA companies ●

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/ firm is registered ●	
Registration number	

●EEA
A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse

●This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

C4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ●	
Registration number	

●Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

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Director

D1 Director appointments ●

Please use this section to list all the director appointments taken on formation. **For a corporate director, complete Sections E1-E4.**

Title*	Mr
Full forename(s)	Andrew Ross
Surname	McAlpine
Former name(s) ●	
Country/State of residence ●	Scotland
Nationality	British
Month/year of birth ●	X X 0 8 1 9 4 9
Business occupation (if any) ●	

● Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

● Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

● Country/State of residence
This is in respect of your usual residential address as stated in section D4.

● Month and year of birth
Please provide month and year only.

● Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ●

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4.**

Building name/number	THE COMPANY'S REGISTERED
Street	OFFICE
Post town	
County/Region	
Postcode	
Country	

● Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page
Application to register a company

Director

D1 **Director appointments** ❶

Please use this section to list all the director appointments taken on formation. **For a corporate director, complete Sections E1-E4.**

Title*	DR
Full forename(s)	MHAIRI (MARY) LOUISE
Surname	McKENNA
Former name(s) ❷	/
Country/State of residence ❸	SCOTLAND
Nationality	BRITISH
Month/year of birth ❹	X X m 0 m 6 y 1 y 9 y 5 y 3
Business occupation (if any) ❺	RETIRED

❶ **Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

❷ **Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in section D4.

❹ **Month and year of birth**
Please provide month and year only.

❺ **Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

D2 **Director's service address** ❻

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4.**

Building name/number	THE COMPANY'S REGISTERED
Street	OFFICE
Post town	
County/Region	
Postcode	
Country	

❻ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation. **For a corporate director, complete Sections E1-E4.**

Title*	MRS
Full forename(s)	SUSAN MARY
Surname	CROSTHWAITE
Former name(s)❷	TINSLEY
Country/State of residence❸	SCOTLAND / UK
Nationality	BRITISH
Month/year of birth❹	X X m 0 m 2 y 1 9 5 2
Business occupation (if any)❺	

❶ Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

❷ Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

❸ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

❹ Month and year of birth
Please provide month and year only.

❺ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2 Director's service address ❻

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4.**

Building name/number	THE COMPANY'S REGISTERED
Street	OFFICE
Post town	
County/Region	
Postcode	
Country	

❻ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation. **For a corporate director, complete Sections E1-E4.**

Title*	MRS
Full forename(s)	CLAIRE
Surname	MILLS
Former name(s)❷	WHITELAW
Country/State of residence❸	SCOTLAND
Nationality	BRITISH
Month/year of birth❹	X X m 0 m 4 y 1 y 9 y 6 y 6
Business occupation (if any)❺	FOOD SAFETY OFFICER

❶ Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

❷ Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

❸ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

❹ Month and year of birth
Please provide month and year only.

❺ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2 Director's service address❻

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4.**

Building name/number	THE COMPANY'S REGISTERED
Street	OFFICE
Post town	
County/Region	
Postcode	
Country	

❻ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

Corporate director

E1 Corporate director appointments ●

Please use this section to list all the corporate directors taken on formation.

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

●**Additional appointments**
If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.

Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section E3 only**

→ **No** Complete **Section E4 only**

E3 EEA companies ●

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered ●

Registration number

●**EEA**
A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse

●This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ●

If applicable, the registration number

●**Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below.

→ No Go to Part 4 (Statement of guarantee).

F1 Statement of capital

Complete the table(s) below to show the share capital.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation pages
Please use a continuation page if necessary.

Currency Complete a separate table for each currency	**Class of shares** E.g. Ordinary/Preference etc.	**Number of shares**	**Aggregate nominal value** (£, €, $, etc) Number of shares issued multiplied by nominal value	**Total aggregate amount to be unpaid, if any** (£, €, $, etc) Including both the nominal value and any share premium
Currency table A				
	Totals			
Currency table B				
	Totals			
Currency table C				
	Totals			
		Total number of shares	Total aggregate nominal value ●	Total aggregate amount unpaid ●
	Totals (including continuation pages)			

● Please list total aggregate values in different currencies separately. For example: £100 + €100 + $10 etc.

F2 Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section F1**.

Class of share	
Prescribed particulars ●	

●Prescribed particulars of rights attached to shares

The particulars are:

a. particulars of any voting rights, including rights that arise only in certain circumstances;
b. particulars of any rights, as respects dividends, to participate in a distribution;
c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation pages
Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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Class of share	
Prescribed particulars ●	

●Prescribed particulars of rights attached to shares

The particulars are:

a. particulars of any voting rights, including rights that arise only in certain circumstances;
b. particulars of any rights, as respects dividends, to participate in a distribution;
c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation pages
Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

F3

Initial shareholdings

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings
Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below.

→ **No** Go to **Part 5** People with significant control (PSC).

G1 Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

Subscriber's details

Forename(s) ●	ANDREW ROSS
Surname ●	McALPINE
Address ●	42, FORELAND
	BALLANTRAE
Postcode	KA26 0NQ
Amount guaranteed ●	ONE POUND STERLING
Class of member (if applicable) ●	ORDINARY

Subscriber's details

Forename(s) ●	MHAIRI (MARY) LOUISE
Surname ●	McKENNA
Address ●	BEACHBANK HOUSE
	BALLANTRAE
Postcode	KA26 0NQ
Amount guaranteed ●	ONE POUND STERLING
Class of member (if applicable) ●	ORDINARY

● **Name**
Please use capital letters.

● **Address**
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

● **Amount guaranteed**
Any valid currency is permitted.

● **Class of members**
Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

Continuation pages
Please use a 'Subscribers' continuation page if necessary.

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Subscriber's details	
Forename(s) ●	SUSAN MARY
Surname ●	CROSTHWAITE
Address ●	COSSES COUNTRY HOUSE BALLANTRAE
Postcode	KA26 0LR
Amount guaranteed ●	ONE POUND STERLING
Class of member (if applicable) ●	ORDINARY

Subscriber's details	
Forename(s) ●	CLAIRE
Surname ●	MILLS
Address ●	DINARD BALLANTRAE
Postcode	KA26 0PA
Amount guaranteed ●	ONE POUND STERLING
Class of member (if applicable) ●	ORDINARY.

Subscriber's details	
Forename(s) ●	
Surname ●	
Address ●	
Postcode	
Amount guaranteed ●	
Class of member (if applicable) ●	

Subscriber's details	
Forename(s) ●	
Surname ●	
Address ●	
Postcode	
Amount guaranteed ●	
Class of member (if applicable) ●	

● Name
Please use capital letters.

● Address
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

● Amount guaranteed
Any valid currency is permitted.

● Class of members
Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

Continuation pages
Please use a 'Subscribers' continuation page if necessary.

Part 5 People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company. Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us enquiries@companieshouse.gov.uk

If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register.**

H1 Statement of initial significant control ●

☐ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company.

● Statement of initial significant control
If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J

Please use the PSC continuation pages if necessary

H2 Statement of no PSC

(Please tick the statement below if appropriate)

☑ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company

Individual PSC

H3 Individual's details

Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title*	
Full forename(s)	
Surname	
Country/State of residence ●	
Nationality	
Month/year of birth ●	X X m m y y y y

●**Country/State of residence**
This is in respect of the usual residential address as stated in section H6.

●**Month and year of birth**
Please provide month and year only.

H4 Individual's service address ●

Please complete the individual's service address below. You must also complete the individual's usual residential address in **Section H6**.

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

●**Service address**
This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

H7 Nature of control for an individual ●

Please indicate how the individual is a person with significant control over the company

●Tick each that apply.

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

H8 Nature of control by a firm over which the individual has significant control ●

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

●Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

H9

Nature of control by a trust over which the individual has significant control ●

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

● Tick each that apply.

Individual PSC

H3 Individual's details

Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title*	
Full forename(s)	
Surname	
Country/State of residence●	
Nationality	
Month/year of birth ●	X X m m y y y y

●**Country/State of residence**
This is in respect of the usual residential address as stated in section H6.

●**Month and year of birth**
Please provide month and year only.

H4 Individual's service address ❶

Please complete the individual's service address below. You must also complete the individual's usual residential address in **Section H6**.

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶**Service address**
This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

H7 Nature of control for an individual ●

Please indicate how the individual is a person with significant control over the company

●Tick each that apply.

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

H8 Nature of control by a firm over which the individual has significant control ●

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

●Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

H9

Nature of control by a trust over which the individual has significant control ●

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

● Tick each that apply.

IN01
Application to register a company

Relevant legal entity (RLE)

11 RLE details ❶

Corporate or firm name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **Registered or principal office address**
This is the address that will appear on the public record.

12 Legal form and governing law

Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register.

Legal form	
Governing law	
If applicable, register in which RLE is entered ●	
Country/State ●	
Registration number ●	

● **Registration number**
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.

13 Nature of control for the RLE ❶

Please indicate how the RLE has significant control over the company

❶ Tick each that apply.

Ownership of shares
The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights
The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

Significant influence or control (only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

14 Nature of control by a firm over which the RLE has significant control ❶

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

❶ Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

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Nature of control by a trust over which the RLE has significant control ●

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

●Tick each that apply.

Other registrable person (ORP)

J1 ORP details

An 'other registrable person' is:

- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

J2 Principal office address ❶

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **Principal office address**
This is the address that will appear on the public record.

J3 Legal form and governing law

Legal form

Governing law

J6

Nature of control by a trust over which the ORP has significant control ●

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

● Tick each that apply.

Part 6 Election to keep information on the public register (if applicable)

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers. Tick the appropriate box to show which information the subscribers are electing to keep on the public register. If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act

K1 Election to keep secretaries' register information on the public register ●

☑ All subscribers elect to keep secretaries' register information on the public register

●only applies if the proposed company will have a secretary.

K2 Election to keep directors' register information on the public register

IMPORTANT:
If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record●

☐ All subscribers elect to keep directors' register information on the public register

●If the subscribers don't make this election, only the month and year of birth will be available on the public record.

K3 Election to keep directors' usual residential address (URA) register information on the public register

If the subscribers elect to keep this information on the public register, the URA will **not** be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register.

K4 Election to keep members' register information on the public register

IMPORTANT:
If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register

☐ The company will be a single member company (Tick if applicable).

K5 Election to keep PSC register information on the public register

IMPORTANT:
If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record●

☐ All subscribers elect to keep PSC register information on the public register

☐ No objection was received by the subscribers from any eligible person ● within the notice period before making the election.

●If the subscribers don't make this election, only the month and year of birth will be available on the public record.

●**Eligible person**
An eligible person is a person whose details would have to be entered in the company's PSC register

Part 7 Consent to act

L1 Consent statement

Please tick the box to confirm consent.

☑ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity.

Part 8 Statement about individual PSC particulars

M1 Particulars of an individual PSC ●

Please tick the box to confirm.

☐ The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application.

● Only tick this if you have completed details of one or more individual PSCs in sections H3-H9

Part 9 Statement of compliance

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

→ **No** Go to **Section N1** (Statement of compliance delivered by the subscribers).

→ **Yes** Go to **Section N2** (Statement of compliance delivered by an agent).

N1 Statement of compliance delivered by the subscribers ●

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

Subscriber's signature	Signature X [signature] X
Subscriber's signature	Signature X [signature] X
Subscriber's signature	Signature X [signature] X
Subscriber's signature	Signature X [signature] X

● **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance.

Continuation pages
Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.

N2 Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.

Agent's name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.
Agent's signature	Signature X X

IN01
Application to register a company

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	Andy McAlpine
Company name	The Ballantrae Trust
Address	42 Foreland
Post town	Ballantrae
County/Region	
Postcode	K A 2 6 0 N Q
Country	Scotland
DX	
Telephone	01465 831122

Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- ☑ At the registered office address (Given in Section A7).
- ☐ At the agents address (Given in Section N2).

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☑ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company LLP and Business (Names and Trading Disclosures) Regulations 2015, please attach consent.
- ☑ You have used the correct appointment sections.
- ☑ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☑ The document has been signed, where indicated.
- ☑ All relevant attachments have been included.
- ☑ You have enclosed the Memorandum of Association.
- ☑ You have enclosed the correct fee.

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register.

How to pay

A fee is payable on this form.
Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: www.gov.uk/companieshouse

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Section 243 or 790ZF exemption
If you are applying for, or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.

Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

MEMORANDUM OF ASSOCIATION

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION

of

The Ballantrae Trust

Based on the model prepared by Burness Paull LLP (Solicitors) for
Development Trusts Association Scotland

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION

of

The Ballantrae Trust

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber	Signature of each subscriber
Dr Mhairi McKenna	
Andy McAlpine	
Susan Crosthwaite	
Claire Mills	Claire Mills

Dated: 30 September 2017

ARTICLES OF ASSOCIATION

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION of

The Ballantrae Trust

Based on the model prepared by Burness Paull LLP (Solicitors) for
Development Trusts Association Scotland

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION of The Ballantrae Trust

CONTENTS

Constitution of company

1. The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company.

Defined terms

2. In these articles of association, unless the context requires otherwise:-

   (a) "Act" means the Companies Act 2006;

   (b) "charity" means a body which is either a Scottish charity, or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;

   (c) "charitable purpose" means 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;

   (d) "community body" means a community body within the meaning of section 34 of the Land Reform (Scotland) Act 2003 (as amended by section 37 of the Community Empowerment (Scotland) Act 2015) which is also regarded as a community body for the purposes of section 49(2)(h) of the Land Reform (Scotland) Act 2016;

   (e) "crofting community body" means a crofting community body within the meaning of section 71 of the Land Reform (Scotland) Act 2003 (as amended by section 62 of the Community Empowerment (Scotland) Act 2015);

   (f) "conflict of interest" includes a conflict of interest and duty, and a conflict of duty;

   (g) "Conflict Situation" means any situation or matter (other than one which cannot reasonably be regarded as likely to give rise to a conflict of interest) in which any director has or could have a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company including (without limitation) any such situation or matter which relates to the exploitation of any property, information or opportunity (irrespective of whether the company could take advantage of the property, information or opportunity);

   (h) "electronic form" and "electronic means" have the meanings given in section 1168 of the Act;

(i) "OSCR" means the Office of the Scottish Charity Regulator;

(j) "Part 3A community body" means a Part 3A community body with the meaning of section 97D of the Land Reform (Scotland) Act 2003 (as inserted by section 74 of the Community Empowerment (Scotland) Act 2015);

(k) "Part 5 community body" means a Part 5 community body within the meaning of section 49 of the Land Reform (Scotland) Act 2016;

(l) "property" means any property, heritable or moveable, real or personal, wherever situated;

(m) "Scottish charity" means a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005;

(n) "subsidiary" has the meaning given in section 1159 of the Act;

(o) "sustainable development" means development which meets the needs of the present without compromising the ability of future generations to meet their own needs.

3. Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Objects

4. The company has been formed to benefit the community of the Ballantrae Community Council area ("the Community") with the following objects:

(1) The advancement of community development (including the advancement of rural regeneration) within the Community;

(2) The provision of recreational facilities, or the organisation of recreational activities, with the object of improving the conditions of life for the persons for whom the facilities or activities are primarily intended

(3) The advancement of the arts, heritage, culture or science

But only to the extent that the above purposes are consistent with furthering the achievement of sustainable development.

5. The company's objects are restricted to those set out in article 4 (but subject to article 6).

6. The company may (subject to articles 58 and 59) add to, remove or alter the statement of the company's objects in article 4; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

Powers

7. In pursuance of the objects listed in article 4 (but not otherwise), the company shall have the following powers:-

(a) To manage community land and associated assets for the benefit of the Community and the public in general as an important part of the protection and sustainable development of Scotland's natural environment.

(b) To establish, maintain, develop and/or operate a centre or centres providing facilities for childcare, community learning, healthy living initiatives, educational and cultural activities, training activities, leisure pursuits and accommodation for community groups, and for public sector agencies which provide services of benefit to the community, and which may include refreshment facilities.

(c) To advise in relation to, prepare, organise, conduct and/or support training courses, educational and training events and activities of all kinds.

(d) To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio visual recordings, multimedia products and display materials, and to create and maintain a website or websites.

(e) To promote, operate, co-ordinate, monitor, and/or support other projects and programmes (which may include workspace projects) which further the objects of the company.

(f) To provide information, advisory, support and/or consultancy services which further the objects of the company.

(g) To liaise with local authorities, central government authorities and agencies, charities/community benefit bodies and others, all with a view to furthering the objects of the company.

(h) To register any interest in land and to exercise any right to buy under Part 2 of the Land Reform (Scotland) Act 2003 and/or any right to buy under Part 3A of the Land Reform (Scotland) Act 2003 and/or any right to buy under Part 5 of the Land Reform (Scotland) Act 2016.

(i) To make any participation request under Part 3 of the Community Empowerment (Scotland) Act 2015 and/or any asset transfer request under Part 5 of the Community Empowerment (Scotland) Act 2015, and to take any appropriate steps following upon the making of any such request.

(j) To carry on any other activities which further any of the above objects.

(k) To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.

(l) To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities.

(m) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.

(n) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.

(o) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.

(p) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.

(q) To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company.

(r) To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.

(s) To engage such consultants and advisers as are considered appropriate from time to time.

(t) To effect insurance of all kinds (which may include officers' liability insurance).

(u) To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).

(v) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects.

(w) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.

(x) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).

(y) To oppose, or object to, any application or proceedings which may prejudice the company's interests.

(z) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co-operation or mutual assistance with any charity.

(aa) To do anything which may be incidental or conducive to the furtherance of any of the company's objects.

Restrictions on use of the company's assets

8. The income and property of the company shall be applied solely towards promoting the company's objects (as set out in article 4) and in particular

(but without limiting the generality of that provision) any surplus funds or assets of the company must be applied for the benefit of the Community.

9. No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.

10. No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.

11. No benefit (whether in money or in kind) shall be given by the company to any director except

    (a) repayment of out-of-pocket expenses; or

    (b) reasonable payment in return for particular services (outwith the ordinary duties of a director) actually rendered to the company.

Liability of members

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

    (a) payment of the company's debts and liabilities contracted before he/she/it ceases to be a member;

    (b) payment of the costs, charges and expenses of winding up; and

    (c) adjustment of the rights of the contributories among themselves.

General structure

13. The structure of the company consists of:-

    (a) The MEMBERS - comprising (i) Ordinary Members (who have the right to attend the annual general meeting (and any other general meeting) and have important powers under the articles of association and the Companies Act; in particular, the Ordinary Members elect people to serve as directors and take decisions in relation to changes to the articles themselves), (ii) the Associate Members and (iii) the Junior Members; and

    (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.

Categories of Members

14. For the purposes of these articles:-

    (a) "Ordinary Member" means a member who fulfils the qualifications set out in article 17; "Ordinary Membership" shall be interpreted accordingly;

(b) "Associate Member" means a member admitted under article 18 (as read with article 19); "Associate Membership" shall be interpreted accordingly;

(c) "Junior Member" means a member admitted under article 20; "Junior Membership" shall be interpreted accordingly

15. Associate Members and Junior Members are not eligible to stand for election to the Board nor are they eligible to vote at any general meeting.

Qualifications for membership

16. The members of the company shall consist of the subscribers to the memorandum of association and such other individuals and organisations as are admitted to membership under articles 17 to 30.

17. Ordinary Membership shall (subject to articles 22, 23, 27 and 28) be open to any person aged 16 years or over who:

(a) is ordinarily resident in the Community (as defined in article 4);

(b) is entitled to vote at a local government election in a polling district that includes the Community or part of it; and

(c) supports the objects and activities of the company.

18. Associate Membership shall (subject to articles 22, 23, 24, 25 and 28) be open to individuals who are not ordinarily resident in the Community and (subject to article 19) to organisations (wherever they have their principal office or place of business or main area of operation) that support the objects and activities of the company.

19. In the case of an organisation which is not a corporate body, the organisation itself cannot be a member of the company; instead, membership shall be open to an individual nominated by that organisation (where the organisation would qualify for membership under article 18), but on the basis that no more than one individual nominated by each organisation under this article 19 can be a member of the company at any given time.

20. Junior Membership shall (subject to articles 22, 23 and 28) be open to those individuals aged between 10 and 15 (whether or not they are ordinarily resident in the Community) who support the objects and activities of the Company.

21. An individual, once admitted to Ordinary Membership, shall automatically cease to be a member if he/she ceases to fulfil any of the qualifications for Ordinary Membership set out in article 17.

22. 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

23. Any individual who wishes to become a member must (subject to article 37) sign, and lodge with the company, a written application for membership, specifying the category of membership for which he/she is applying.

24. Any organisation which is a corporate body and wishes to become an Associate Member must (subject to article 37) lodge with the company a written application for membership, signed on its behalf by an appropriate officer of that organisation.

25. Any individual nominated under article 19 by an organisation which is an unincorporated body who wishes to become an Associate Member must (subject to article 38) lodge with the company a written application for membership, signed by him/her and also signed by an appropriate officer of the organisation which is nominating him/her for membership.

26. The company shall supply a form for applying for membership to any individual or organisation on request.

27. An individual applying for Ordinary Membership shall, if the company so requests, supply such evidence as the company may reasonably request to demonstrate that he/she fulfils the qualifications set out in article 17.

28. The directors may, at their discretion, refuse to admit any individual or organisation to membership where they have reasonable grounds to believe that he/she/it might, if admitted to membership, act in a manner which would damage the reputation of the company, undermine the efficiency of its operations and/or disrupt the proper conduct of its meetings.

29. For the avoidance of doubt, when deciding whether to admit any individual or organisation to membership, the directors shall adhere to a transparent process which enshrines the principles of equal treatment and non-discrimination.

30. 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.

Minimum number of members

31. The minimum number of members is 20; and at least three quarters of the members must, at all times, be Ordinary Members.

32. In the event that either or both of the requirements under article 31 cease to be met through a reduction in the number of members or a reduction in the proportion of Ordinary Members included within the membership, the directors may not conduct any business other than to ensure the admission of sufficient members (or, as the case may be, Ordinary Members) to ensure that those requirements are met once more.

Membership subscription

33. Members (ie those within the boundary described in article 4) shall require to pay a one-off membership subscription of £2.

34. The members may vary the amount of the one-off membership subscription by way of an ordinary resolution to that effect passed at an annual general meeting.

35. If the membership subscription payable by any member remains outstanding more than four weeks after the date on which it fell due (and

providing he/she/it has been given at least one written reminder) the directors may, by resolution to that effect, expel him/her/it from membership; for the avoidance of doubt, it will be open to an individual or organisation expelled from membership under this article to reapply for membership if he/she/it so wishes.

36. An individual or organisation who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

Arrangements involving the company's website

37. The directors may, if they consider appropriate, introduce arrangements under which an individual or organisation can apply for membership and/or membership subscriptions may be paid and/or an individual may confirm that he/she/it wishes to remain a member, by accessing the company's website (and, where applicable, links from the company's website), and completing and submitting forms electronically; the directors shall ensure that any such arrangements incorporate appropriate security measures and reserve the right for the company to request signed hard copy documentation and/or evidence of eligibility in any case where the directors consider that to be appropriate.

Register of members

38. The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she/it was admitted to membership, the category of membership into which he/she/it falls, and the date on which any individual or organisation ceased to be a member.

39. Where an individual was admitted to Associate Membership on the basis of nomination by an organisation which is not a corporate body, the entries against his/her name in the register of members shall include details of the organisation which nominated him/her for membership.

Withdrawal from membership

40. Any individual or organisation who/which wishes to withdraw from membership shall lodge with the company a written notice to that effect, signed by him/her or (in the case of a corporate body) signed on its behalf by an appropriate officer of that body; on receipt of the notice by the company, he/she/it shall cease to be a member.

41. An organisation which has nominated an individual for membership under article 19 may withdraw its nomination at any time, by way of notice to the company to that effect, signed by an appropriate officer of that organisation; on receipt of the notice by the company, he/she will automatically cease to be a member.

Expulsion from membership

42. Any individual or organisation may be expelled from membership by special resolution (see article 55), 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 (or, in the case of a corporate body, an individual authorised by it) shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

43. Membership shall cease:

    (a) in the case of an individual, on death

    (b) in the case of an organisation, on the liquidation, winding-up, dissolution or striking-off of that organisation

    (c) In the case of an individual admitted to membership on the basis of nomination by an organisation which is not a corporate body, if that organisation is wound-up or dissolved.

44. A member may not transfer his/her/its membership to any other individual or organisation.

General meetings (meetings of members)

45. 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.

46. Not more than 15 months shall elapse between one annual general meeting and the next.

47. 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 84 to 89.

48. Subject to articles 45 and 49, the directors may convene a general meeting at any time.

49. The directors must convene a 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).

Notice of general meetings

50. At least 14 clear days' notice must be given of any general meeting.

51. The reference to "clear days" in article 50 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in

the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.

52. A notice calling a meeting shall specify the time and place of the meeting; it shall

    (a) indicate the general nature of the business to be dealt with at the meeting; and

    (b) if a special resolution (see article 55) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.

53. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.

54. Notice of every general meeting shall be given to all the members and directors, and (if auditors are in office at the time) to the auditors

    (a) in hard copy form

    (b) in writing or (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or

    (c) (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.

Special resolutions and ordinary resolutions

55. For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 50 to 54; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the total number of votes cast in relation to the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.

56. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,

    (a) to alter its name

    (b) to alter any provision of these articles or adopt new articles of association.

57. If the company is a community body or Part 3A community body (in each case, as defined in article 2) amendments to the articles of association of the company should be notified to Scottish Ministers under section 35(1) of the Land Reform Act.

58. If the company is a Scottish charity, amendments to the objects of the company (as set out in article 4) will require the prior approval of OSCR.

59. For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at a general meeting, pro-

viding proper notice of the meeting has been given in accordance with articles 50 to 54.

Procedure at general meetings

60. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall (subject to article 61) be ten individuals entitled to vote (each being an Ordinary Member or a proxy for an Ordinary Member).

61. A quorum shall not be deemed to be present at any general meeting unless the Ordinary Members present or represented by proxy at the meeting form a majority of the members present or represented by proxy at the meeting.

62. For the avoidance of doubt, Associate Members and Junior Members shall not be counted in determining whether a quorum is present at any general meeting.

63. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.

64. The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

65. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such date, time and place as the chairperson may determine.

66. Every Ordinary Member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.

67. For the avoidance of doubt, Associate Members and Junior Members shall have no power to vote at general meetings.

68. Any Ordinary Member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):

    (a) shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her; or

    (b) shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require);

    providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).

69. An instrument of proxy which does not conform with the provisions of article 53, or which is not lodged or sent in accordance with such provisions, shall be invalid.

70. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

71. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the company.

72. A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.

73. An Associate Member which is a corporate body shall be entitled to appoint an individual to attend and speak at any general meeting as its authorised representative.

74. If there are an equal number of votes for and against any resolution proposed at a general meeting, the chairperson of the meeting shall not be entitled to a casting vote.

75. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote, whether as Ordinary Members or as proxies for Ordinary Members); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

76. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Categories of director

77. For the purposes of these articles

"Member Director" means a director (drawn from the membership of the company) appointed under articles 83 to 88;

"Co-opted Director" means a (non-member) director appointed or re-appointed by the directors under articles 89 and 90.

Maximum/minimum number of directors

78. The maximum number of directors shall be nine; out of that number, no more than seven shall be Member Directors and no more than two shall be Co-opted Directors. Two of the Member Directors will be nominated by the Ballantrae Community Council. They must be ordinary Members.

79. At any given time, directors who are also Ordinary Members must form a majority of the total number of directors in office.

80. The minimum number of directors shall be three of whom at least two must be Member Directors.

Eligibility

81. A person shall not be eligible for election/appointment as a Member Director unless he/she is a member of the company; a person appointed as a Co-opted Director need not, however, be a member of the company.

82. A person shall not be eligible for election/appointment as a director if he/she is an employee of the company.

Election, retiral, re-election: Member Directors

83. At each annual general meeting, the Ordinary Members may (subject to articles 78 to 82) elect any member (providing he/she is willing to act) to be a director (a "Member Director").

84. The directors may (subject to articles 78 to 82) at any time appoint any member (providing he/she is willing to act) to be a director (a "Member Director").

85. At the first annual general meeting, all of the Member Directors shall stand down but be eligible for re-election.

86. At each annual general meeting (other than the first)

    (a) any Member Director appointed under article 85 during the period since the preceding annual general meeting shall retire from office;

    (b) Member Directors will be elected to serve for a period of three years;

    (c) out of the remaining Member Directors, one third shall retire from office after they have completed their three year term. They will however be eligible for appointment for one further term of three years.

87. The directors to retire under paragraph (c) of article 86 shall be those who have been longest in office since they were last elected or re-elected; as between persons who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method.

88. A director who retires from office under article 86 or 87 shall be eligible for re-election.

Appointment/re-appointment: Co-opted Directors

89. In addition to their powers under article 84, the directors may (subject to articles 78 to 82) at any time appoint any non-member of the company

(providing he/she is willing to act) to be a director (a "Co-opted Director") either on the basis that he/she has been nominated by a body with which the company has close contact in the course of its activities or on the basis that he / she has specialist experience and / or skills which could be of assistance to the Directors.

90. At each annual general meeting, all of the Co-opted Directors shall retire from office – but shall then (subject to articles 78 to 82) be eligible for re-appointment under article 89.

Termination of office

91. A director shall automatically vacate office if:-

(a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director;

(b) he/she becomes debarred under any statutory provision from being a charity trustee (within the meaning of section 106 of the Charities and Trustee Investment (Scotland) Act 2005);

(c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;

(d) (in the case of a Member Director) he/she ceases to be a member of the company;

(e) he/she becomes an employee of the company;

(f) he/she resigns office by notice to the company;

(g) he/she is absent over a period of 6 months or more thereby missing meetings of directors, and the directors resolve to remove him / her from office;

(h) he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have committed a serious breach of the code of conduct for directors (as referred to in article 122); or

(i) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

92. A resolution under paragraph (h) or (i) of article 91 shall be valid only if: -

(a) the director who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;

(b) the director concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and

(c) (in the case of a resolution under paragraph (h) of article 91) at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

Register of directors

93. The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director.

Officebearers

94. The directors shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.

95. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.

96. A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

Powers of directors

97. Subject to the provisions of the Act and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.

98. A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors

Personal interests

99. A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred (under article 116) from voting on the question of whether or not the company should enter into that arrangement.

100. For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers *or* any firm of which he/she is a partner *or* any limited company of which he/she is a substantial shareholder or director *or* any limited liability partnership of which he/she is a member (or any other party who/which is deemed to be connected with him/her for the purposes of the Act), has a personal interest in that arrangement.

101. Provided

(a) he/she has declared his/her interest;

(b) he/she has not voted on the question of whether or not the company should enter into the relevant arrangement; and

(c) the requirements of articles 104, 105 and 116 are complied with,

a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a

personal interest under article 100) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

102. The directors shall be entitled, for the purposes of section 175 of the Act, to authorise (by way of resolution to that effect) any Conflict Situation that may arise (such that the duty of the director concerned, under that section, to avoid conflicts of interest is not infringed) and to amend or vary any such authorisation; the directors may give such authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances.

103. For the avoidance of doubt, article 102 shall not apply to a conflict of interest arising in relation to a transaction or arrangement with the company; any conflict of interest of that nature shall be governed by the provisions of articles 99 to 101 and articles 116 to 119 and the code of conduct referred to in article 123.

104. No director may serve as an employee (full time or part time) of the company, and no director may be given any remuneration by the company for carrying out his/her ordinary duties as a director.

105. Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then:

(a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable

(b) the directors must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount); and

(c) less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).

106. The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at directors' meetings

107. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.

108. Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall (subject to article 109) have a casting vote.

109. A chairperson who is not an Ordinary Member shall not be entitled to a casting vote.

110. No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall (subject to article 111) be three.

111. A quorum shall not be deemed to be constituted at any meeting of directors unless the Member Directors who are also Ordinary Members form a majority of the total number of directors present at the meeting.

112. A director may participate in a board meeting by means of a conference telephone, video conferencing facility or similar communications equipment whereby all the directors participating in the meeting can hear each other; a director participating in a meeting in this manner shall be deemed to be present in person at the meeting.

113. If at any time the number of directors in office falls below the number fixed as the quorum or ceases to comply with the provisions of article 80, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.

114. Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.

115. The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.

116. A director shall not vote at a directors' meeting (or at a meeting of a subcommittee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company; he/she must withdraw from the meeting while an item of that nature is being dealt with.

117. For the purposes of article 116, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers *or* any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director *or* any limited liability partnership of which he/she is a member, has a personal interest in that matter.

118. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.

119. The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 116 to 118.

Conduct of directors

120. It is the duty of each director of the company to take decisions (and exercise his/her other powers and responsibilities as a director) in such a way as he/she considers will be in the best interests of the company and will promote the success of the company in furthering its objects, and irrespective of any office, post, engagement or other connection which he/she may have with any other body which may have an interest in the matter in question.

121. Each of the directors shall, in exercising his/her functions as a director of the company, act in the interests of the company; and, in particular, must

(a) seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects (as set out article 4)

(b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person

(c) in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party

(i) put the interests of the company before that of the other party, in taking decisions as a director

(ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question

(d) ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

122. In addition to the duties outlined in article 120, all of the directors must take such steps as are reasonably practicable for the purpose of ensuring: -

(a) that any breach of any of those duties by a director is corrected by the director concerned and not repeated; and

(b) that any director who has been in serious or persistent breach of those duties is removed as a director.

123. Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board of directors from time to time; for the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association, and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

Delegation to sub-committees

124. The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.

125. Any delegation of powers under article 124 may be made subject to such conditions as the directors may impose and may be revoked or altered.

126. The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

127. The signatures of two out of the three signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the company; both signatories must be directors.

128. Where the company uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in article 127.

Secretary

129. The directors shall (notwithstanding the provisions of the Act) appoint a company secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the company secretary, and the conditions of appointment, shall be as determined by the directors; the company secretary may be removed by them at any time.

Minutes

130. The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees and sub committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

131. Any person may request a copy of the minutes of general meetings or meetings of the directors of the company and, provided that the request is reasonable, the company must, subject to article 132, provide a copy of the minutes to that person within 28 days of the request.

132. Where a request for a copy of minutes is made under article 131, the company may withhold information contained in the minutes provided that the person requesting a copy of the minutes is informed of the reasons for doing so.

Accounting records and annual accounts

133. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

134. The accounting records shall be maintained by the treasurer and overseen by the chair, or otherwise by, or as determined by the directors; such records shall be kept at such place or places as the directors think fit and shall always be available for inspection by the directors.

135. The directors shall prepare annual accounts, complying with all relevant statutory requirements.

136. Subject to article 136, the directors shall ensure that an audit of the annual accounts is carried out by an auditor.

137. Notwithstanding the provisions of article 136, an audit (within the meaning of the Act) by a company auditor (as defined in the Act) shall not be required, in a case where the company is exempt (under the Act) from the requirement to have an audit, if and to the extent that proper arrangements for the auditing or independent examination of the company's accounts are made in a manner which satisfies the requirements of the Act and (if the company is a Scottish charity at the time) the requirements of the Charities and Trustee Investment (Scotland) Act 2005.

138. No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or authorised by ordinary resolution of the company.

Notices

139. Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member *or* be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her/it to the company *or* (in the case of a member who/which has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.

140. Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

141. Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

Winding-up

142. If on the winding-up of the company any property (including any land acquired by the company under Part 2 or Part 3A of the Land Reform (Scotland) Act 2003 or Part 5 of the Land Reform (Scotland) Act 2016)) remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company; instead, that property shall (subject to articles 143 and 144) be transferred to such other community body or bodies, crofting community body or bodies or Part 3A community body or bodies as may be determined by the members (subject to the identity of the transferee body or bodies being approved by the Scottish Ministers).

143. If the members do not resolve to transfer any property of the nature referred to in article 142 to a community body or bodies, crofting community body or bodies or Part 3A community body or bodies approved by Scottish Ministers, such property shall instead (subject to article 144) be transferred to the Scottish Ministers or to such Scottish charity as the Scottish Ministers may direct.

144. If - at the time when the company is being wound up - the company is a Scottish charity, no property shall be transferred under article 142 or 143 to any body unless it is a body entered in the Scottish charity register; for the avoidance of doubt, the Scottish Ministers should be taken to be a "body" for the purposes of this article 144.

Indemnity

145. Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted *or* any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.

146. The company shall be entitled (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may (subject to the provisions of section 68A) extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).