

THE COMPANIES ACTS 1985 to 2006

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

**MEMORANDUM of ASSOCIATION
of
KILLIN AND ARDEONAIG COMMUNITY
DEVELOPMENT TRUST LIMITED**

COMPANIES ACT 1985 TO 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION

of

KILLIN AND ARDEONAIG COMMUNITY DEVELOPMENT TRUST LIMITED

- 1 The company's name is "Killin and Ardeonaig Community Development Trust Limited"
- 2 The company's registered office is to be situated in Scotland
- 3 This clause shall be interpreted as if it incorporated an overriding qualification limiting the powers of the company such that any activity which would otherwise be permitted by the terms of the clause may be carried on only if that activity furthers a purpose which is regarded as charitable for the purpose of section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and also section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment for the time being in force). Subject to that overriding qualification, the company has been formed to benefit the communities of Killin and Ardeonaig which comprise the postcode sector FK21 8 and the postcode unit FK20 8QT ("the Community") with the following objects.

Objects

- 4 The company has been formed to benefit the communities of Killin and Ardeonaig, which comprise the postcodes sector FK21 8 and the postcode unit FK20 8QT ("the Community") with the following objects:
 - (1) The advancement of community development including the advancement of rural regeneration, principally within the Community;
 - (2) The prevention or relief of poverty;
 - (3) The relief of unemployment;
 - (4) The advancement and promotion of education and learning through formal and informal opportunities;

- (5) The relief and advancement of those in need by reason of age, mental and ill health and wellbeing, disability, financial hardship, social isolation or other disadvantage.
- (6) The advancement and provision of recreational facilities and activities, with the objective to improve well-being mental and physical health;
- (7) The advancement of citizenship through volunteering opportunities and community action;
- (8) To protect, improve and enhance the environment, to reduce the effects of climate change, taking into account national and global approaches and strategies
- (9) The advancement, promotion and celebration of the arts, local heritage and culture;
- (10) The advancement, relief or provision of any other purpose that may reasonably be regarded as analogous to any of the preceding purposes.

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

- 5 The company's objects are restricted to those set out in clause 4 (but subject to clause 6).
- 6 The company may (subject to article 50) add to, remove or alter the statement of the company's objects; 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 those objects (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 purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company

- (c) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company
- (d) To sell, feu, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company
- (e) To lend money and give credit to any person, with or without, security, and to grant guarantees and contracts of indemnity on behalf of any person
- (f) To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person
- (g) To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (h) To oppose or object to any application or proceedings which may prejudice the company's interests
- (i) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purpose of the activities of the company and to obtain from any such organisation, government or authority any right, privilege or concession
- (j) To enter into any arrangement for co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated
- (k) To effect insurance against risks of all kinds
- (l) To invest funds not immediately required for the purpose of the company's activities in such investments and securities (including land in any part considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities
- (m) To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the company is authorised to carry on
- (n) To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the company or with the furtherance of its objects

- (o) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the company
- (p) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities, whether by ways of subscriptions, grants, loans, donations or otherwise.
- (q) To establish, maintain, develop and/or operate centre providing facilities for 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.
- (r) To advise in relation to, prepare, organise, conduct and/or support informal and formal; training courses, educational and training events.
- (s) 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.
- (t) 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.
- (u) To provide information, advisory, support and/or consultancy services which further the objects of the company.
- (v) 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.
- (w) 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.
- (x) To acquire and take over the whole or any part of the undertaking and liabilities of any body, which are suitable for the company's activities.
- (y) To engage such consultants and advisers as are considered appropriate.
- (z) To register any interest in land and to exercise the right to buy under the provisions of 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. (including any statutory amendment or re-enactment of those provisions which may be in force)

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

And it is declared that

- A. In this clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated
- B. In this clause, and throughout this memorandum of association the word "charitable" shall have the meaning ascribed to it for the purpose of section 505 of the Income and Corporation Taxes Act 1988 and the Charities and Trustee Investment (Scotland) Act 2005 including any statutory amendment or re-enactment for the time being in force
- C. In this clause and throughout this memorandum of association "sustainable development" means development which meets the needs of the present without compromising the ability of future generations to meet their own need

Restrictions on use of the company's assets

- 8
- a) The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clause 4 of this memorandum of association), 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
 - b) 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
 - c) No director or 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
 - d) No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company

Liability of members

- 9
- Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he/she is a member or within one year after he/she ceases to be a member, and of the costs,

charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves

10 (a) The winding up of the Company may take place only on the decision of not less than 75% of its Full Members who are present and voting at the General Meeting called specifically (but not necessarily exclusively) for that purpose

(b) If on the winding up of the company any property remains after satisfaction of all the company's debt and liabilities such property (including land acquired by it in terms of the Land Reform (Scotland) Act 2003 or the Land Reform (Scotland) Act 2016) shall be given or transferred;

(i) to such other community body or bodies;

(ii) crofting community body or bodies; or

(iii) Part 3A community body or bodies; or

(iv) Part 5 community body or bodies.

as may be

(i) determined by not less than 75% of the Full Members of the Company who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose and

(ii) approved by the OSCR (and its successors);

(iii) approved thereafter by the Scottish Ministers

(c) If the members do not resolve to transfer any property of the nature referred to in paragraph (b) to a community body or bodies or crofting community body or bodies or Part 3A community body or bodies or Part 5 community body or bodies approved by the Scottish Ministers, such property shall instead be transferred to the Scottish Ministers or to such charity or charities as the Scottish Ministers may direct

(d) Under declaration that, if the Company is a Charity at or before the time of its winding up, then the community body or bodies or crofting community body or bodies or Part 3A community bodies or bodies or Part 5 community body or bodies referred to above must also be a Charity or charities. No property shall be transferred under paragraph (b) or (c) to any body unless it is a Scottish Charity or charities.

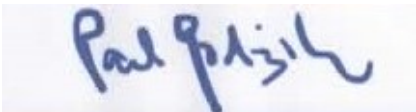
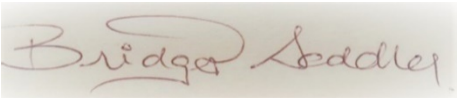

11 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company, such accounting records shall be open to inspection at all times by any director of the company

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of
KILLIN AND ARDEONAIG COMMUNITY DEVELOPMENT
TRUST LIMITED**

The signatures to this memorandum of association are signing on behalf of the company under the Companies Act 2006 and are members of the company.

Name and Position of Director	Signature of each Director
Paul Godzik, Chairperson	
Bridget Saddler, Vice Chairperson	
Mark Beaumont, Treasurer	

Dated: 25th September 2021

Amended on 07/09/2021 using the model prepared by Burness Paul LLP (Solicitors) for Development Trusts Association Scotland as a guide for updates.
Original was signed on 01/10/2007 Helen Sinclair, Fiona C Kennedy, Donald Allan and Witnessed by Colln Roxburgh

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**ARTICLES of ASSOCIATION of
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TRUST LIMITED**

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION of KILLIN AND ARDEONAIG COMMUNITY DEVELOPMENT TRUST LIMITED

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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) 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.

General structure

- 4 The structure of the company consists of: -
- (a) The MEMBERS - who have the right to attend the annual general meeting (and any other extraordinary general meeting). The Full Members (as defined in article 8) have important powers under the articles of association and the Companies Acts, in particular, Full Members elect people to serve as directors and take decisions in relation to changes to the articles themselves.
 - (b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company, in particular, the directors are responsible for monitoring the financial position of the company.

MEMBERS

Categories of Members

- 5 For the purposes of these articles: -
- (a) "**Full Member**" means a member admitted under article 8, "**Full Membership**" shall be construed accordingly,

- (b) **"Associate Member"** means a member admitted under article 9 (as read with article 10), **"Associate Membership"** shall be construed accordingly,
- (c) **"Junior Member"** means a member admitted under article 11; **"Junior Membership"** shall be construed accordingly

6 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

7 The members of the company shall consist of the subscribers to the memorandum of association and such other persons and organisations as are admitted to membership under articles 8 to 16

8 Full Membership shall (subject to articles 12, 13 and 14) be open to any person aged 16 years or over who:

- (a) is resident in the Community (as defined in the memorandum of association of the company);
- (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

An individual once admitted to Full Membership shall cease to be a member if he/she ceases to be eligible for Full Membership in terms of article 8.

9 Associate Membership shall (subject to articles 12, 13 and 14) be open

- a) to any individual aged 16 years or over who are not eligible for Full Membership but wishes to support the objects and activities of the company, and
- b) Any individual who has been nominated for membership by a voluntary organisation located within the Community which wishes to support the objects and activities of the company

10 No more than one individual nominated under paragraph (b) of article 9 by each voluntary organisation may be a member of the company at any given time

11 Junior Membership shall (subject to articles 12 and 13) be open to any individuals aged between 12 and 15 years inclusive who wishes to support the objects and activities of the company.

12 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

- 13 Any person who wishes to become a member must sign, and lodge with the company, a written application for membership, an application for membership must be accompanied by a remittance to meet the full amount of the membership subscription applicable to the category of membership for which he/she is applying, in the case of an application under paragraph (b) of article 9, the application must also be signed by an appropriate office bearer of the voluntary organisation which nominating him/her for membership
- 14 A person applying for membership shall lodge with his/her application such evidence (if any) in support of his/her application as the directors may request.
- 15 The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application (and, if applicable, supporting evidence) and remittance required under articles 13 and 14, the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application, and, if the decision was to refuse admission, shall return the application the remittance lodged by him/her under article 13.
- 16 For the avoidance of doubt, in determining whether or not any individual or organisation fulfils the qualifications for membership, the directors shall adhere to a transparent process which enshrines the principles of equal treatment and non-discrimination.

Minimum number of members

- 17 The minimum number of members is 20
- 18 At least three quarters of the members of the company must, at all times, be members of the community
- 19 In the event that either or both of the requirement under article 17 and 18 cease to be met through a reduction in the number of members of the company or through a reduction in the proportion of members of the community included within the membership of the company, the board may not conduct any business other than to ensure the admission of sufficient members (or, as the case may be, Full Members) to ensure that those requirement are met once more.

Membership subscription

- 20 The Full Members may, by ordinary resolution, determine the amount (if any) of the annual membership subscription for each category of membership, unless otherwise determined, the amount of the annual membership subscription shall be a minimum of £0 for Full Members and Association Members and free for Junior Members.

- 21 The annual membership subscriptions shall be due on each accounting reference date of the company and shall (subject to articles 13 and 24) be taken to cover the period from one accounting reference date to the date falling immediately prior to the next accounting reference date.
- 22 The directors shall give to the members at least 10 days' notice of each accounting reference date, each notice shall specify the amount of the membership subscription which will be due and shall state the possible consequences (under the following article) of failure to make payment
- 23 If the company has not received a member's annual membership subscription within 14 days after the accounting reference date on which it fell due, the directors may by resolution expel that person from membership, if, however, proper notice under article 22 was not given, a member shall not be liable to be expelled under this article unless he/she fails to pay the subscription within 24 days after the notice requiring payment has been given to him/her.
- 24 A person who ceases to be a member shall not be entitled to any refund (total or partial) of the membership subscription.

Arrangements involving the company's website

- 25 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

- 26 The directors shall maintain a register of members, setting out the full name and address of each member, the category of membership into which he/she was admitted to membership, and the date on which any person ceased to be a member, in case of a member who was admitted under paragraph (b) of article 9, the entry against his/her name shall also include details of the voluntary organisation which nominated him/her for membership. he/she/it was admitted to membership.

Withdrawal from membership

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

- 28 A voluntary organisation which has nominated an individual for membership may withdraw its nomination at any time by written notice to the company to that effect. On receipt of the notice by the company, the individual in question shall automatically cease to be a member of the company.

Expulsion from membership

- 29 Subject to articles 30 to 34, the company may, by special resolution, expel any individual from membership
- 30 Any member who wishes to propose any meeting a resolution for the expulsion of any individual from membership shall lodge with the company written notice of his/her intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the meeting.
- 31 The company shall, on receipt of a notice under the preceding article, forthwith send a copy of the notice to the member concerned, and the member concerned shall be entitled to make written representations to the company with regard to the notice.
- 32 If representations are made to the company in pursuance of the preceding article, the company shall (unless such representations are received by the company too late for it to do so)
- a. State the fact of the representations having been made in the notice convening the meeting at which the resolution is to be proposed, and
 - b. Send a copy of the representations to every individual to whom notice of the meeting is or was given
- 33 Whether or not a copy of written representation has been given to each of the individuals entitled to receive notice of the meeting, the member concerned shall be entitled to receive notice of the meeting, the member concerned shall be entitled to be heard on the resolution at the meeting.
- 34 Failure to comply with any of the provisions of articles 30 to 33 shall render any resolution for the expulsion of an individual from membership invalid.
- 35 An individual expelled from the membership under articles 29 to 33 shall cease to be a member with effect from the time at which the relevant resolution is passed.

Termination/transfer

- 36 Membership shall cease on death
- 37 A member may not transfer his/her membership to any other individual or body.

GENERAL MEETINGS

General meetings (meetings of members)

- 38 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.
- 39 Not more than 15 months shall elapse between one annual general meeting and the next, unless exceptional circumstances.
- 40 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, and
 - (c) the election/re-election of directors, as referred to in articles 65 to 70
- 41 The directors may convene a general meeting at any time.
- 42 The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the 2006 Act) or a requisition by a resigning external examiner (under section 392A of the 1985 for as long as it is in force, or section 518 of the 2006 Act).

Notice of general meetings

- 43 At least 14 clear days' notice must be given of (a) a general meeting or (b) an extraordinary general meeting at which a special resolution (see article 48) or a resolution requiring special notice under the Act, is to be proposed, all other extraordinary general meetings shall be called by at least 14 clear days' notice.
- 44 The reference to "clear days" in article 43 shall be taken to mean that, in calculating the period of notice, the day after the notice is sent, and also the day of the meeting, should be excluded.
- 45 A notice calling a meeting shall specify the time, place and medium, (by means of a conference telephone, video conferencing facility or similar communications equipment whereby all the members participating in the meeting can hear each other; a member participating in a meeting in this manner shall be deemed as present in person at the meeting), 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 48) (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.
- 46 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting, any other general meeting shall be called an extraordinary general meeting.

- 47 Notice of every general meeting shall be given (either 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, by way of electronic communications) to all the members and directors, and (if external examiners are in office at the time) to the external examiner.

Special resolutions and ordinary resolutions

- 48 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 an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 43 to 47; 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 against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 49 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 its memorandum of association with respect to the company's objects,
 - (c) to alter any provision of these articles or adopt new articles of association.
- 50 If the company is a Scottish charity, amendments to the objects of the company (as set out in clause 4) will require the prior approval of OSCR; and OSCR's prior approval is also required in relation to any change of name. If:
- (a) the company is a community body (as defined in article 2) and (i) it has registered a community interest in land under Part 2 of the Land Reform (Scotland) Act 2003 and remains so registered, or (ii) has bought land under Part 2 of the Land Reform (Scotland) Act 2003 any part of which remains in its ownership; or
 - (b) the company is a Part 3A community body or Part 5 community body (in each case, as defined in article 2) and has bought land under Part 3A of the Land Reform (Scotland) Act 2003 or Part 5 of the Land Reform (Scotland) 2016 any part of which remains in its ownership,
 - (c) the company must give written notice to the Scottish Ministers of any amendments to the articles of association of the company as soon as possible after such amendments take effect; and that requirement shall also apply in the

context of any application to Scottish Ministers (where a determination has not yet been made by Scottish Ministers) under any of the legislation referred to above, if amendments are made to the version of the articles of association which was previously submitted to Scottish Ministers in connection with that application.

the company must give written notice to the Scottish Ministers of any amendments to the articles of association of the company as soon as possible after such amendments take effect.”

- 51 For the purpose 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, and (as applicable) the chairperson’s casting vote), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 43 to 47

Procedure at general meetings

- 52 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be the lower of (a) 20 full members, or (b) 20% (to the nearest round number) of the total number of Full Members, present in person, for the avoidance of doubt, no account shall be taken of the presence of any Associate Member or Junior Member in determining whether a quorum is present.
- 53 If quorum is not present within 30 minutes after the time at which a general meeting was due to commence or if, during the 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.
- 54 The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting, if the Chair of the company is not present and willing to act as chairperson within 30 minutes after the time at which the meeting was due to commence, the Vice Chair shall (if present and willing to act as chairperson) preside as chairperson of that meeting.
- 55 If neither the Chair nor the Vice Chair is present or willing to act as chairperson within 30 minutes after the time at which the meeting was due to commence, the elected directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 56 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
- 57 Full Member shall have one vote, which shall be given either on a show of hands or on a secret ballot. Associate Members and Junior Members shall not be entitled to vote.

- 58 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 Full Members present at the meeting), 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.
- 59 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.
- 60 Associate Members and Junior Members shall be entitled to attend and speak at any general meeting.
- 61 If circumstances require the meeting to be held virtually then the provisions of articles 52 to 60 can be adapted in exceptional circumstances.

DIRECTORS

Categories of director

- 62 For the purposes of these articles
- "Elected Director"** means a director elected, re-elected or appointed under articles 66 to 70
- "Co-opted Director"** means a director appointed or re-appointed by the directors under articles 71 and 74.

Number of directors

- 63 The maximum number of directors shall be 12 and a minimum of 5, of whom no more than 5 may be Co-opted Directors
- 64 The Elected Directors shall at all times constitute a majority of the directors

Election, retiral, re-election: Elected Directors

- 65 Any Full Member who wishes to be considered for election at an annual general meeting must lodge with the company a written notice (in such form as the directors require), confirming that he/she is willing to be appointed, the notice must be signed by him/her and must be lodged with the company at least seven days before the date of the annual general meeting
- 66 At an annual general meeting the Full Members may (subject to article 63) elect as a director ("**Elected Director**") any Full Member who has confirmed his/her willingness to be appointed in accordance with article 65
- 67 The directors may at any time appoint any Full member (providing he/she is willing to act) to be a director ("**an Elected Director**"), either to fill a vacancy or (subject to article 63) as an additional director.

- 68 At each annual general meeting;
- (a) any Elected Director appointed who was appointed by the directors (under article 67) in the period from the date of the last annual general meeting shall retire from office, and
 - (b) out of the remaining Elected Directors, 3 shall retire from office.
- 69 The directors to retire under paragraph (b) of article 68 shall be those who have been longest in office since they were last appointed or re-appointed; if two or more directors were appointed or re-appointed on the same date, the question of which of them is to retire under paragraph (b) of article 68 shall be decided by some random method.
- 70 Full Members may (subject to article 63) at any annual general meeting re-elect any Elected Director who retires from office at the meeting under article 68 or 69 (providing he/she is willing to act), if any such Elected Director is not re-appointed, he/she shall retain office until the meeting appoints someone in his/her place or, if it does not do so, until the end of the meeting.

Appointment, vacating of office, re-appointment: Co-opted Directors

- 71 Subject to articles 63 and 73, the directors may at any time appoint any individual of the company (other than an employee of the company) to be a director (a "**Co-opted Director**") providing he/she is willing so to act, either on the basis that he/she has special skills or experience which would be of assistance to the board or on the basis that he/she has been nominated by an organisation or agency with which the company has close contact in the course of its activities.
- 72 The directors shall exercise their powers under articles 55 and 57 in such a way as to ensure that at any given time up to **TWO** of the Co-opted Directors are individual nominated for office by Killin Community Council and up to **ONE** of the Co-opted Directors is nominated for office by Environmental Action Killin
- 73 At the conclusion of each annual general meeting, all of the Co-opted Directors shall vacate office.
- 74 Immediately following each annual general meeting, the directors may (subject to article 63) re-appoint any person who, as a Co-opted Director, vacated office under the preceding article as the conclusion of the annual general meeting, the directors may alternatively appoint someone in his/her place or resolve not to fill the vacancy.

Termination of office

- 75 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 being involved in the administration or management of a charity,
- (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) he/she becomes an employee of the company,
- (e) in the case of an Elected Director, he/she ceases to be a Full Member of the company,
- (f) he/she resigns office by notice to the company;
- (g) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office;
- (h) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the 1985 Act. (including any statutory amendment or re-enactment of those provisions which may be in force from time to time).

Register of directors

- 76 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.

Office bearers

- 77 The directors shall elect from among themselves a Chair, Vice Chair and a Treasurer, and such other office bearers (if any) as they consider appropriate.
- 78 A director shall not be eligible for appointment as the Chair, Vice Chair or Treasurer if he/she is a Co-opted Director
- 79 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.
- 80 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

- 81 Subject to the provisions of the Act, the memorandum of association 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.

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

Personal interests

- 83 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 96) from voting on the question of whether or not the company should enter into that arrangement.
- 84 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 other party who/which is deemed to be connected with him/her for the purposes of section 252 of the 2006 Act), has a personal interest in that arrangement.
- 85 Provided he/she has declared his/her interest and has not voted on the question of whether or not the company should enter into the relevant arrangement; and 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 84) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
- 86 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 duties as a director.
- 87 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.

DIRECTORS' MEETINGS

Procedure at directors' meetings

- 88 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 89 Questions arising at a meeting of the directors shall be decided by a majority of votes, the chairperson of the meeting shall not have a casting vote
- 90 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 91) be five

- 91 A quorum shall not be deemed to be constituted at any meeting of directors unless the Elected Directors form a majority of the total number of directors present at the meeting.
- 92 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.
- 93 If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 94 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 elected directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 95 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.
- 96 A director shall not vote at a directors' meeting (or at a meeting of a committee) 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.
- 97 For the purposes of article 96, 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, has a personal interest in that matter.
- 98 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.
- 99 A personal interest held by a director who has appointed an alternate director shall be treated as a personal interest of the alternate director
- 100 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 96 to 99.

Conduct of directors

- 101 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.
- 102 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 clause 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.
- 103 In addition to the duties outlined in article 101, 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.
- 104 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.

ADMINISTRATION

Delegation to sub-committees

- 105 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.
- 106 Any delegation of powers under article 105 may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 107 The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

- 108 Recognising that the majority of payments are made using electronic online banking facilities, all such operations must comply with secure authorisation steps, as approved by the directors and described in writing in an Operations of Online Banking Procedures schedule.
- 109 The signatures of two out of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on all bank and building society accounts held by the company; at least one out of the two signatures must be the signature of a director.

Secretary

- 110 The directors shall (notwithstanding the provisions of the 2006 Act) appoint a company secretary, and on the basis that the term of office, remuneration (if any) and other terms and the conditions attaching to the appointment of the company secretary shall be as determined by the directors, the company secretary may be removed by them at any time.

Minutes

- 111 The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of 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.
- (a) Subject to article 111, the Company, upon request of any person for a copy of any minutes must, if the request is reasonable, give the person within 28 days of the request a copy of the requested minutes.
- (b) Where such a request is received under article 111 the company:
- (i) may withhold information contained in the minutes, and

(ii) if it does so, must inform the person requesting a copy of the minutes of its reason for doing so.

Accounting records and annual accounts

- 112 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 113 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.
- 114 The accounts of the Company shall be examined regularly, either once in every year or less frequently if a longer accounting period is provided for by the Act. An external examiner shall be appointed for this task by the Board.
- 115 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 the directors or as authorised by ordinary resolution of the company.

Notices

- 116 Any notice to be given in pursuance of these articles shall be given either in writing or by way of an electronic communication.
- 117 The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member as its registered address or by leaving it at that address, in case of a member who has notified the company of an address to be used for the purpose of electronic communications, the company may give any notice to that member by way of an electronic communication
- 118 A member may give any notice to the company either by sending it by post in a pre-paid envelope addressed to the member at its registered address or by leaving it at that address, in the case of a member who has notified the member of an address, (to be used for the purpose of electronic communications) by way of an electronic communication
- 119 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.
- 120 Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is

sent, for the purpose of proving that any electronic communication was 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.

MISCELLANEOUS

Winding-up

- 121 If the company is wound up, the liquidator shall give effect to the provisions of clause 10 of the memorandum of association

Indemnity

- 122 Every director or other officer or auditor of the company shall be indemnified) out of the assets of the company (to the extent permitted by sections 310 of the 1985 Act so long as it is in force, and sections 232, 234, 235, 532 and 533 of the 2006 Act) against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office including, without prejudice to that generality, (but only to the extent permitted by those sections of the 2006 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* in connection with any application in which relief is granted to him/her by the court from liability for negligence, default or breach of duty or breach of trust in relation to the affairs of the company.
- 123 For the avoidance of doubt, the company shall be entitled to purchase and maintain for any director insurance against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232 (2) of the 2006 Act (negligence etc, of a director)

Interpretations

- 124 In these articles,
 "the 1985 Act" means the Companies Act 1985
 "the 2006 Act" means the Companies Act 2006, and any other reference in these articles to a statutory provision of the 2006 Act shall be taken to include any statutory modification or re enactment of that provision which is in force at the time
- 125 Reference in these articles to the singular shall be deemed to include the plural

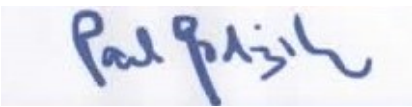
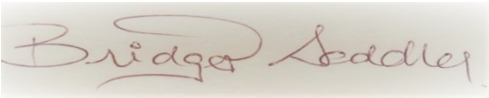

**COMPANY UNITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL**

ARTICLES of ASSOCIATION

of

**KILLIN AND ARDEONAIG COMMUNITY DEVELOPMENT
TRUST LIMITED**

The signatures to this article of association are signing on behalf of the company under the Companies Act 2006 and are members of the company.

Name and Position of Director	Signature of each Director
Paul Godzik, Chairperson	
Bridget Saddler, Vice Chairperson	
Mark Beaumont, Treasurer	

Dated: 25th September 2021

Amended on 07/09/2021 using the model prepared by Burness Paul LLP (Solicitors) for Development Trusts Association Scotland as a guide for updates.

Original was signed on 01/10/2007 Helen Sinclair, Fiona C Kennedy, Donald Allan and Witnessed by Colln Roxburgh