



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **497287**

The Registrar of Companies for Scotland hereby certifies that

NEW LUCE COMMUNITY 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 **9th February 2015**



NSC497287S



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

IN01

Application to register a company



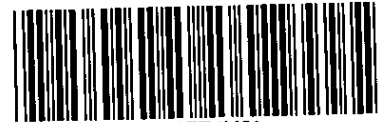
Companies House

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 for**
You cannot use this form to
a limited liability partnership
this, please use form LL IN0

TUESDAY



S40FT4M8

SCT 03/02/2015 #429

COMPANIES HOUSE

SCT 21/01/2015 #191

COMPANIES HOUSE

Part 1 Company details

A1

Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option:

www.companieshouse.gov.uk/info

Please show the proposed company name below.

Proposed company
name in full ①

NEW LUCE COMMUNITY TRUST

For official use

SC497287

→ **Filling in this form**

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

① **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 booklet GP1 at:
www.companieshouse.gov.uk

A2

Company name restrictions ①

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.

① **Company name restrictions**

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at:
www.companieshouse.gov.uk

A3

Exemption from name ending with 'Limited' or 'Cyfyngedig' ①

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.

① **Name ending exemption**

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

A4

Company type ①

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

① **Company type**

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

IN01

Application to register a company

A5

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.

A6

Registered office address

Please give the registered office address of your company.

Building name/number **MACHARS INITIATIVE CENTRE**
 Street **SOUTH MAIN STREET**
WIGTOWN
 Post town **NEWTON STEWART**
 County/Region **DUMFRIES & GALLOWAY**
 Postcode **DA8 9EH**

Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5.

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.

A7

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.companieshouse.gov.uk

A8

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.companieshouse.gov.uk

IN01

Application to register a company

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-C5.

Title*	MR
Full forename(s)	JAK
Surname	KANE
Former name(s) ①	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

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

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address**

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

③ Service address

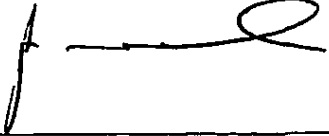
This is the address that will appear on the public record. This does not have to be your usual residential address.

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.

B3**Signature**

I consent to act as secretary of the proposed company named in Section A1.

Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div> <div style="flex-grow: 1; text-align: center;">  </div> <div style="margin-left: 20px;">X</div> </div>
-----------	--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

④ Signature

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

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		<p>Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.</p> <p>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.</p>
Building name/number		
Street		
Post town		
County/Region		
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="width: 10%;"> </div> <div style="width: 10%;"> </div> <div style="width: 10%;"> </div> <div style="width: 10%;"> </div> <div style="width: 10%;"> </div> <div style="width: 10%;"> </div> <div style="width: 10%;"> </div> <div style="width: 10%;"> </div> </div>	
Country		
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.	<p>EEA A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk</p> <p>This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).</p>
Where the company/firm is registered		
Registration number		
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.	<p>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.</p>
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered		
Registration number		
C5	Signature	
	I consent to act as secretary of the proposed company named in Section A1.	
Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;"> <small>Signature</small> <div style="border: 1px solid black; width: 40px; height: 40px; display: flex; align-items: center; justify-content: center; margin-top: 5px;">X</div> </div> <div style="flex-grow: 1; border-bottom: 1px solid black; position: relative;"> <div style="position: absolute; right: -20px; top: -20px; font-size: 2em;">X</div> </div> </div>	<p>Signature The person named above consents to act as corporate secretary of the proposed company.</p>

IN01

Application to register a company

Director**D1****Director appointments [ⓐ]**Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E5.

Title*	MRS
Full forename(s)	MARIE JANE
Surname	FERGUSON
Former name(s) [ⓑ]	
Country/State of residence [Ⓒ]	SCOTLAND
Nationality	SCOTTISH
Date of birth	^d 1 ^d 8 ^m 0 ^m 2 ^y 1 ^y 9 ^y 5 ^y 3
Business occupation (if any) [Ⓓ]	FARMER

ⓐ 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 which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

Ⓒ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

Ⓓ 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.

D3**Signature [ⓐ]**

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X Marie J Ferguson X
-----------	-----------------------------------

ⓐ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E5.

Title*	MR
Full forename(s)	NIGEL ANDREW DALRYMPLE
Surname	FORSTER
Former name(s)②	
Country/State of residence ③	SCOTLAND
Nationality	BRITISH
Date of birth	'2'4 '0'5 '1'9'5'4
Business occupation (if any) ④	FARMER

① 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.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4

④ 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 ⑤

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	

⑤ 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.

D3

Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">X</div> <div style="flex-grow: 1;">  </div> <div style="margin-left: 10px;">X</div> </div>
-----------	------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01 – continuation page

Application to register a company

Director

D1	Director appointments ^①	
	Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5.	
Title*	MRS	
Full forename(s)	EILEEN AGNES HUNTER	
Surname	MCCLELLAND	
Former name(s) ^②		
Country/State of residence ^③	SCOTLAND	
Nationality	SCOTTISH	
Date of birth	15 02 1949	
Business occupation (if any) ^④	FARMER	
		① 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. ② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes. ③ Country/State of residence This is in respect of your usual residential address as stated in Section D4. ④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.



D2	Director's service address ^①	
	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 OFFICE	
Street		
Post town		
County/Region		
Postcode		
Country		
		① 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.

D3	Signature ^①	
	I consent to act as director of the proposed company named in Section A1.	
Signature	<div>Signature</div> <div>X Eileen A H McClelland X</div>	
		① Signature The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Corporate director

E1	Corporate director appointments ①		<p>① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.</p> <p>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.</p>
	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	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Country			
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 ②		<p>② EEA A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk</p> <p>③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).</p>
	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 ③			
Registration number			
E4	Non-EEA companies		<p>④ 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.</p>
	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 ④			
If applicable, the registration number			
E5	Signature ⑤		
	I consent to act as director of the proposed company named in Section A1 .		
Signature	Signature 		<p>⑤ Signature The person named above consents to act as corporate director of the proposed company.</p> 

IN01

Application to register a company

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 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling.

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies.

Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares	
Total aggregate nominal value ③	

③ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example: £100 + €100 + \$10 etc.

① Including both the nominal value and any share premium.

② Number of shares issued multiplied by nominal value of each share.

Continuation Pages
Please use a Statement of Capital continuation
page if necessary.

③ Total number of issued shares in this class.

IN01

Application to register a company

F4

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 Sections F1 and F2.

Class of share

Prescribed particulars
①

● Prescribed particulars of rights attached to shares

The particulars are:

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

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.

IN01

Application to register a company

Class of share		
Prescribed particulars ①		<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none">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); andd. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share.</p> <p>Continuation pages</p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.</p>

IN01

Application to register a company

F5

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) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

→ Yes Complete the sections below.

→ No Go to Part 5 (Statement of compliance).

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.

1 Name

Please use capital letters.

2 Address

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

3 Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) ①	MARIE JANE
Surname ①	FERGUSON
Address ②	MACHARS INITIATIVE CENTRE, SOUTH MAIN STREET WIGTOWN, NEWTON STEWART
Postcode	DA8 9EH
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	NIGEL ANDREW DALRYMPLE
Surname ①	FORSTER
Address ②	MACHARS INITIATIVE CENTRE, SOUTH MAIN STREET WIGTOWN, NEWTON STEWART
Postcode	DA8 9EH
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	EILEEN AGNES HUNTER
Surname ①	M'CLELLAND
Address ②	MACHARS INITIATIVE CENTRE, SOUTH MAIN STREET WIGTOWN, NEWTON STEWART
Postcode	DA8 9EH
Amount guaranteed ③	£1

IN01

Application to register a company

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

① Name

Please use capital letters.

② Address

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

③ Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

IN01

Application to register a company

Part 5

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 H1 (Statement of compliance delivered by the subscribers).
- Yes Go to Section H2 (Statement of compliance delivered by an agent).

H1

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.

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

Subscriber's signature	Signature X Marie J. Fergason	X
Subscriber's signature	Signature X Nigel Forster	X
Subscriber's signature	Signature X Eileen Ayl McCrelland	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

IN01

Application to register a company

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

H2	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	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
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	JAK KANE
Company name	MACHARS ACTION
Address	26 SOUTH MAIN STREET WIGTOWN
Post town	NEWTON STEWART
County/Region	DUMFRIES & GALLOWAY
Postcode	DA8 9EH
Country	SCOTLAND
DX	
Telephone	01988 402633

**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 A6).
☐ At the agents address (Given in Section H2).

**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 and Business Names (Miscellaneous Provisions) Regulations 2008, 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.

**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.companieshouse.gov.uk

**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 exemption

If you are applying for, or have been granted a section 243 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.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

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

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION of
NEW LUCE COMMUNITY TRUST

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL
MEMORANDUM of ASSOCIATION
of
NEW LUCE COMMUNITY 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
MARIE JANE FERGUSON	<i>Marie J Ferguson</i>
NIGEL ANDREW DALRYMPLE FORSTER	<i>Nigel Forster</i>
EILEEN AGNES HUNTER McCLELLAND	<i>Eileen A H McClelland</i>

Dated: *28/01/2015*

THE COMPANIES ACT 2006

*Company limited by guarantee
and not having a share capital*

**ARTICLES of ASSOCIATION
of**

**New Luce
Community Trust**

THE COMPANIES ACT 2006

Company limited by guarantee and not having a share capital

ARTICLES of ASSOCIATION

of

New Luce Community Trust

	NAME
1	The name of the company is "New Luce Community Trust" (" the Company ").
	REGISTERED OFFICE
2	The Registered Office of the Company is situated in Scotland.
3.1	<p>In these Articles of Association, the following definitions apply throughout:</p> <p>"Act" means the Companies Act 2006 and every statutory modification and re-enactment thereof for the time being in force.</p> <p>"AGM" means an Annual General Meeting.</p> <p>"Article(s)" means any Article or these Articles of Association.</p> <p>"Board" means the Board of Directors.</p> <p>"Charities Act" means the Charities and Trustee Investment (Scotland) Act 2005 and every statutory modification or re-enactment thereof for the time being in force.</p> <p>"charity" means a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts.</p> <p>"Clear days" means a period excluding the day when notice is given and the day of the meeting.</p> <p>"Community" means the community area described in Article 4.</p> <p>"Director(s)" means the director(s) for the time being of the Company.</p> <p>"EGM" means an Extraordinary General Meeting.</p> <p>"Land Reform Act" means the Land Reform (Scotland) Act 2003 and every statutory modification or re-enactment thereof for the time being in force.</p> <p>"Organisation" means any unincorporated association, society, federation, partnership, corporate body, agency, undertaking, local authority, union, co-operative, trust or other organisation (not being an individual person).</p> <p>"Property" means any property, assets or rights, heritable or moveable, wherever situated in the world.</p> <p>"Subscribers" means those persons who have subscribed the Memorandum of Association.</p>
3.2	Words importing the singular number only shall include the plural number, and <i>vice versa</i> ; and words importing the masculine gender only shall include the feminine gender.
3.3	These Articles supersede any model Articles contained within the Companies Act or any regulations pertaining thereto. Subject as aforesaid, any words or expressions defined in the Companies Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.
3.4	The two Schedules to these Articles are deemed to form an integral part of these Articles.

	PURPOSES
4	The Company has been formed to benefit the community of New Luce as defined by the postcode units DG8 0AH, DG8 0AJ, DG8 0AL, DG8 0AN, DG8 0AP, DG8 0AQ, DG8 0AT, DG8 0AU, DG8 0AW, DG8 0AX, DG8 0AY, DG8 0AZ, DG8 0BA, DG8 0LP, DG8 0LS, DG8 0LT, DG8 0LU, DG8 0LX, DG8 0LY, DG8 0LZ, DG8 0NA, DG8 0NB, DG8 0PA, DG8 0PB ("the Community"), with the Purposes listed in the sub-clauses hereto ("the Purposes"), to be exercised following the principles of sustainable development (where sustainable development means development which meets the needs of the present without compromising the ability of future generations to meet their own needs), namely:
4.1	To manage community land and associated assets for the benefit of the Community and the public in general.
4.2	To provide, or assist in providing, recreational facilities, and/or organising recreational activities, which will be available to members of the Community and public at large with the object of improving the conditions of life of the Community.
4.3	To advance community development, including urban or rural regeneration within the Community.
4.4	To advance the education of the Community about its environment, culture, heritage and/or history.
4.5	To advance environmental protection or improvement including preservation, sustainable development and conservation of the natural environment, the maintenance, improvement or provision of environmental amenities for the Community and/or the preservation of buildings or sites of architectural, historic or other importance to the Community;
4.6	To promote, establish, operate and/or support other similar schemes and projects which are in furtherance of charitable purposes for the benefit of the Community
	POWERS
5	The Company shall have powers, but only in furtherance of its Purposes, as expressed in Schedule 1 annexed to these Articles.
	GENERAL STRUCTURE OF THE COMPANY
6	The structure of the Company comprises:
6.1	Members - comprising Ordinary Members (who have the right to attend the AGM and any EGM and have important powers under these Articles and the Act, who elect people to serve as Directors and take decisions in relation to any changes to these Articles); and
6.2	Directors - who hold regular meetings between each AGM, set the strategy and policy of the Company, generally control and supervise the activities of the Company and, in particular, are responsible for monitoring its financial position and, where there are no employees or managers appointed, are responsible also for the day-to-day management of the Company.
	MEMBERSHIP
7	The members of the Company shall consist of the Subscribers (being those Ordinary Members who sign the original Memorandum of Association) and such other persons and organisations as are admitted to membership in terms of these Articles.

8	Membership of the Company is open to:
8.1	<p>Ordinary Members: those individuals aged 18 and over who:</p> <p>(a) are ordinarily resident in the Community; and</p> <p>(b) are entitled to vote at a local government election in a polling district that includes the Community or part of it; and</p> <p>(c) who support the Purposes;</p> <p>declaring that, if an Ordinary Member ceases to comply with any of these criteria, he or she will be obliged to inform the Company and will thereafter be reclassified as an Associate Member, and that if the Company becomes aware of this itself it will so reclassify the member and notify him or her accordingly.</p>
9	The following conditions apply to membership:
9.1	the Company shall have not fewer than 20 members at any time; and
9.2	the majority of the members of the Company shall consist of Ordinary Members; and
9.3	in the event that the number of members falls below 20 or that the majority of members of the Company does not consist of Ordinary Members, the Board may not conduct any business other than to ensure the admission of sufficient Ordinary Members to achieve the minimum number and/or maintain the majority.
10	The Board shall promptly consider applications for membership, made in such written form as it shall prescribe from time to time, determining if the terms of Article 8 apply and into which category of membership each applicant shall belong, and immediately thereafter shall approve any valid application provided the applicant is not excluded by virtue of Article 9 or has previously been a member of the Company and continues to be excluded from membership by virtue of Article 15.
11	The Board shall maintain a Register of Members, setting out the name and postal address of each member, the relative category of membership and the date of the member's appointment and cessation.
	MEMBERSHIP SUBSCRIPTIONS
12	The Ordinary Members may at any or each AGM fix the annual subscriptions (and, if relevant, different rates thereof for different categories).
13	Members shall be required to pay the appropriate annual membership subscription, where fixed. Only those members who have paid their current subscription, where fixed, are entitled to take part in and vote at any General Meeting.
14	An individual who, or organisation which, ceases to be a member (for whatever reason) shall not be entitled to any refund of membership subscription.
	CESSATION OF MEMBERSHIP
15	A member shall cease to be a member if:
15.1	he, she or it sends written notice of resignation to the Company; or
15.2	being an individual, he or she becomes insolvent or apparently insolvent or makes any arrangement with his or her creditors; or
15.3	being an organisation, it goes into receivership, goes into liquidation, dissolves or otherwise ceases to exist (the right of membership not being assignable); or
15.4	the annual subscription due remains outstanding for more than six calendar months (and provided that the member in question has been given at least one written reminder) and if the Board chooses to expel that member from membership; or

15.5	a resolution that a member be expelled is passed by a majority of at least 75% of the members present and voting at a General Meeting, of which not less than 21 days' previous notice specifying the intention to propose such resolution and the grounds on which it is proposed shall have been sent to all Directors, all members and the Company Secretary and also to the member whose removal is in question, such member being entitled to be heard at that meeting; or
15.6	being an individual, he or she dies (the right of membership not being assignable).
GENERAL MEETINGS (Meetings of Members)	
16	The Board shall convene an AGM in each year, at such time as it may determine, although the first AGM need not be held in the first year provided that it be held within 18 months after the date of incorporation of the Company. Thereafter, not more than 15 months shall elapse between one AGM and the holding of the next.
17	The business of each AGM shall include:
17.1	the report by the Chairman on the activities of the Company;
17.2	the election of Directors;
17.3	fixing of annual subscriptions;
17.4	the report of the auditor (if applicable);
17.5	approval of the accounts of the Company; and
17.6	the appointment of the auditor (if applicable).
18	The provisions with regard to EGMs are as follows:
18.1	all General Meetings, other than AGMs, shall be called Extraordinary General Meetings;
18.2	the Board may convene an EGM whenever it thinks fit; and
18.3	the Board must convene an EGM within 28 days of a valid requisition. To be valid, such requisition must be signed by not less than 25% of the Ordinary Members, must clearly state the purposes of the meeting and must be delivered to the Registered Office. The requisition may consist of several documents in like form each signed by one or more requisitionists.
19	Subject to the terms of Articles 66, 67 and 68, the provisions regarding notice of a General Meeting are as follows:
19.1	21 clear days' notice at the least shall be given of every General Meeting to each member, Director, the Company Secretary and the auditor;
19.2	the notice shall specify the place, the day and the hour of the General Meeting, the general nature of any business and the full text of any Special Resolutions proposed in terms of Article 25;
19.3	the accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any member, person or organisation entitled to receive notice thereof shall not invalidate any resolution passed at or proceedings of any General Meeting.
CHAIRMAN OF GENERAL MEETINGS	
20	The Chairman of the Company, whom failing the Vice-Chairman of the Company (if any), shall act as chairman of each General Meeting. If neither the Chairman nor the Vice-Chairman is present or willing to act as chairman of the meeting within 15 minutes after the time at which the General Meeting in question was due to commence, the Directors present shall elect from among themselves one of the Elected Directors who will act as chairman of that meeting.

	QUORUM AT GENERAL MEETINGS
21	The quorum for a General Meeting shall be the greater of (a) 10 Ordinary Members or (b) 10% of the Ordinary Members, in either event being present in person or by proxy. No business shall be dealt with at any General Meeting unless a quorum is present.
22	If a quorum is not present within 15 minutes after the time at which the General Meeting was due to commence - or if, during a General Meeting, a quorum ceases to be present - the General Meeting shall stand adjourned to such time, date and place as may be fixed by the chairman of the meeting.
	VOTING AT GENERAL MEETINGS
23	The chairman of the meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote.
24	The provisions regarding voting are as follows:
24.1	each Ordinary Member shall have one vote, to be exercised in person or by proxy, by a show of hands (unless a secret ballot is demanded by the chairman of the meeting, or by at least two Ordinary Members present at the meeting and entitled to vote, which may be demanded only before any show of hands takes place and shall be taken immediately at the same meeting, shall be conducted in such a manner as the chairman of the meeting may direct and the result of which shall be declared at the same meeting at which the ballot was demanded and, in that event, the chairman of the meeting shall appoint and instruct tellers, who may cast their own personal votes if Ordinary Members);
24.2	whilst actual attendance by Ordinary Members is to be encouraged at General Meetings, any Ordinary Member shall be entitled to complete one form of proxy to appoint a proxy to attend a General Meeting on his or her behalf, in respect of which the following apply:
24.2.1	a proxy need not be a member;
24.2.2	a proxy appointed to attend and vote at any meeting instead of an Ordinary Member shall have the same right as the Ordinary Member who appointed him or her to speak at the meeting and to vote thereat; and
24.2.3	the form appointing the Proxy shall be in terms of Schedule 2 annexed to these Articles;
24.2.4	the form appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, shall be lodged at the Registered Office not less than 48 hours before the time of the meeting at which the proxy is to be used; and
24.2.5	no form of proxy shall be valid more than 12 months from the date it was granted; and
24.3	in the event of an equal number of votes for and against any resolution, the chairman of the meeting shall have a casting vote as well as any deliberative vote.
25	At any General Meeting a resolution put to the vote of the meeting shall be voted upon by a simple majority of the Ordinary Members who are present and voting thereon, except for decisions relating to any of the following Special Resolutions, which shall require to be decided upon by not less than 75% of the Ordinary Members present and voting thereon (no account therefore being taken of members who abstain from voting or who are absent from the meeting), namely:
25.1	to alter the name of the Company; or
25.2	to amend the Purposes; or
25.3	to amend these Articles (subject to Article 72); or

Articles of Association – New Luce Community Trust

25.4	to wind up of the Company in terms of Article 71.1 to 71.4; or
25.5	to purchase or sell or to grant a lease over any heritable property owned by or leased to the Company or any of its subsidiaries and to purchase or take the tenant's part in any lease or sub-lease of heritable property wherever situated; or
25.6	to form, acquire or dispose of any subsidiary; or
25.7	to create, issue or allow to come into being any mortgage, security, charge or other encumbrance upon any part or parts of the property or assets of the Company or to obtain any advance or credit in any form other than normal trade credit, or to create or issue by any subsidiary of any debenture or loan stock; or
25.8	all other Special Resolutions.
26	Ordinary and Special Resolutions may be passed in writing, rather than at a General Meeting, provided that the terms of this Article are followed.
26.1	An ordinary resolution in writing signed by or on behalf of a simple majority of all the Ordinary Members shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held, provided that the terms of this Article are followed.
26.2	A Special Resolution in writing signed by or on behalf of not less than 75% of all the Ordinary Members shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held, provided that the terms of this Article are followed.
26.3	Written resolutions may not be used either for the removal of a Trustee prior to the expiration of his or her term of office, or for the removal of an independent financial examiner prior to the expiration of his or her term of office.
26.4	Any written resolution must be issued in hard copy (by hand or by post) or in electronic form (by fax or e-mail), or by means of a website at the same time, to all Ordinary Members on the Circulation Date (that is, the date on which copies of the written resolution are sent to the Ordinary Members).
26.5	Where such a written resolution is proposed by the Board, it must include the following express statements: (a) an explanation to the eligible members how to signify their agreement to the resolution; (b) how it can be sent back by them, and whether in hard copy (by hand or by post) and/or in electronic form (by fax or by e-mail); (c) clarification that a failure to reply will be deemed to be a vote against the resolution in question; and (d) the date by which the resolution must be passed if it is not to lapse (that is, the date which is 28 days after the Circulation Date).

26.6	Where such a written resolution is proposed by members, the following shall apply: (a) the resolution must be requested by not less than 20% of the Ordinary Members ("the members' request"); (b) the members' request may be made in hard copy (by hand or by post) or in electronic form (by fax or by e-mail); (c) the members' request must identify the resolution to be put to members and the Board can reject this if it is, in its opinion, either frivolous, vexatious, defamatory of any person or would be ineffective (whether by reason of inconsistency with any enactment or these Articles or otherwise); (d) the members' request can include an accompanying statement (not exceeding 1,000 words) which they can require the Company to issue with the written resolution to all Ordinary Members; (e) within 21 days, the Company must circulate the resolution and any accompanying statement with the express statements referred to in Article 26.5 hereof; and (f) the Company may charge a reasonable fee to the requesting members to cover its costs of circulation of the members' request.
26.7	Any such written resolution may consist of several documents in the same form, each signed by or on behalf of one or more Ordinary Members.
26.8	Once an Ordinary Member has signed and returned a written resolution in agreement thereto, his or her agreement is irrevocable.
27	The chairman of the General Meeting may, with the consent of a majority of the Ordinary Members present and voting thereat, adjourn the General Meeting to such time, date and place as he or she may determine.
APPOINTMENT OF DIRECTORS	
28	The affairs, property and funds of the Company shall be directed and managed by a Board of Directors. The Board may exercise all such powers of the Company, and may on behalf of the Company do all acts as may be exercised and done by the Company, other than those required to be exercised or done by the Ordinary Members in a General Meeting, and subject always to these Articles and to the provisions of the Act.
29	The number of Directors shall be not less than three. Unless otherwise determined by special resolution at a General Meeting (but not retrospectively) the number of Directors shall not be more than eight.
Interim Board	
30	Upon incorporation of the Company, the following applies with regard to the Interim Board of Directors:
30.1	The Subscribers (all of whom must be Ordinary Members), and any one or more individual persons whom they choose to co-opt as Co-opted Directors in terms of Article 35, shall comprise the Interim Board.
30.2	The Interim Board shall remain in office until the first General Meeting of the Company, to be held as soon as practicable after incorporation, at which time each Director on the Interim Board shall retire, but shall if each wishes remain eligible for election thereat (without the period of office between the date of incorporation and the first General Meeting counting as a term of office for the purposes of Article 33.4).
31	Employees of the Company may not be nominated as or become Directors.
Composition of the Board of Directors	
32	From and after the first General Meeting of the Company, the Board shall comprise the following individual persons (a majority of whom shall always be Elected Directors), namely:
32.1	up to six individual persons elected as Directors by the Ordinary Members in terms of Article 33 ("the Elected Directors"), who must themselves be Ordinary Members; and

32.2	up to two individual persons appointed by New Luce Community Council in terms of Article 34 ("the Appointed Directors"); and
32.3	who shall meet as often as necessary to despatch all business of the Company as specified in the Articles and particularly with reference to the restrictions in the quorum for Board meetings specified in Articles 43 and 44.
	Elected Directors
33	At the first General Meeting held in terms of Articles 30.2 and 32, the Ordinary Members shall elect up to six Elected Directors, in respect of which the following shall apply:
33.1	provided that the first General Meeting in terms of Article 30.2 is held before the first AGM, there shall be no change in or election of Directors at the first AGM (except to the extent of filling any vacancies in the Board left over after the first General Meeting or caused by any retirements since);
33.2	at the second and each subsequent AGM, one-third of the Elected Directors (or the nearest number upwards) shall retire from office;
33.3	a retiring Elected Director shall retain office until the close or adjournment of the meeting;
33.4	a retiring Director shall be eligible for re-election after one term of office, but no Director can serve more than two consecutive terms of office, without at least one year out of office before being eligible again;
33.5	if no other Director has or Directors have decided or agreed to retire, the Elected Directors to retire at each AGM shall be those who have been longest in office since their last election but, as between persons who were elected or last re-elected Directors on the same day, the one or ones to retire shall (unless they otherwise agree amongst themselves) be determined by lot;
33.6	nomination of any Elected Director, who shall himself or herself be (or be eligible to become) an Ordinary Member, shall be in writing by not less than any two Ordinary Members delivered to the Registered Office not less than 7 days prior to the date of the AGM in question and wherein the nominee shall confirm his or her willingness to act as an Elected Director if elected; and
33.7	election of any Elected Director shall be by vote of the Ordinary Members, each Ordinary Member having one vote for each vacancy in the Elected Directors on the Board.
	Appointed Directors
34	Subject to Article 32, up to two individuals may be appointed by New Luce Community Council, or its successors, in respect of which the following shall apply:
34.1	on receipt of the Notice for each AGM of the Company, including the first General Meeting held after incorporation, the said New Luce Community Council (or its successors) shall intimate the Director being appointed by it at the AGM, by written notice delivered to the Registered Office not less than 2 days before the start of the meeting, failing which any Director previously appointed by it shall remain in office; and
34.2	New Luce Community Council (or its successors) may appoint or remove its appointed Director at any time, by written notice to that effect delivered to the Registered Office not less than 2 days before the meeting at which the change is to take effect.
	Co-opted Directors
35	The Board may from time to time fill any casual vacancy arising as a result of the retirement (or deemed retirement for any reason) of any Elected Director from or after the date of such retirement or deemed retirement until the next AGM.
36	The Board shall ensure that a Register of Directors is maintained, which sets out the full details of each Director as required for all registration purposes, including the date and type of appointment and the date of retirement.

	RETIRAL OF DIRECTORS
37	A Director shall retire or be deemed to retire if:
37.1	being an Elected Director, he or she ceases to be an Ordinary Member in terms of either Articles 8.1 or 15;
37.2	he or she becomes prohibited from being either (i) a charity trustee by virtue of section 69(2) of the Charities Act or (ii) a director of a limited company by reason of any order made under the Company Directors Disqualification Act 1986, and every statutory modification and re-enactment thereof for the time being in force; or
37.3	in terms of section 66(5) of the Charities Act, he or she is considered by the Board to have been in serious or persistent breach of either or both of the duties listed in sections 66(1) and 66(2) of the Charities Act; or
37.4	he or she is employed by or holds any office of profit under the Company (except where the provisions of Article 39.4.2 apply); or
37.5	he or she becomes incapable for medical reasons of fulfilling the duties of a Director and such incapacity, as certified (if necessary) by two medical practitioners, is expected to continue for a period of more than six months from the date or later date of such certification; or
37.6	he or she is absent (without permission of the Board) from more than three consecutive meetings of the Board, and the Board resolves to remove him or her from office; or
37.7	by written notice to the Registered Office, he or she resigns as a Director.
	CHAIRMAN AND VICE-CHAIRMAN
38	The Board shall meet as soon as practicable immediately after each AGM to appoint a Chairman, and if desired a Vice-Chairman, from the Directors (both of whom must be Ordinary Members).
	CONSTRAINTS ON PAYMENTS/BENEFITS TO MEMBERS AND TRUSTEES
39.1	The income and property of the Company shall be applied solely towards promoting the Purposes and do not belong to the members. Any surplus income or assets of the Company are to be applied for the benefit of the Community.
39.2	No part of the income or property of the Company shall be paid or transferred (directly or indirectly) to the members of the Company, or to any other individual, whether by way of dividend, bonus or otherwise, except in the circumstances provided for in Article 39.4.
39.3	No Director shall be appointed as a paid employee of the Company.
39.4	No benefit (whether in money or in kind) shall be given by the Company to any member or Director except the possibility of:
39.4.1	repayment of out-of-pocket expenses to Directors (subject to prior agreement by the Board of Directors); or
39.4.2	reasonable remuneration to any member or Director in return for specific services actually rendered to the Company (not being of a management nature normally carried out by a director of a company); or
39.4.3	payment of interest at a rate not exceeding the commercial rate on money lent to the Company by any member or Director; or
39.4.4	payment of rent at a rate not exceeding the open market rent for property let to the Company by any member or Director; or
39.4.5	the purchase of property from any member or Director provided that such purchase is at or below market value or the sale of property to any member or Director provided that such sale is at or above market value; or

39.4.6	payment by way of any indemnity, where appropriate; and in any such event the terms of Articles 40 to 42 shall specifically apply.
	PERSONAL INTERESTS
40	Any Director and/or employee who has a personal interest in any prospective or actual contract or other arrangement with the Company must declare that interest either generally to the Board or specifically to any relevant meeting of the Company. A personal interest includes not only the interest of the Director or employee in question, but also his or her partner, close relative or business associate, or any firm of which he is a partner or employee, or any limited company of which he is a director, employee or shareholder of more than 5% of the equity.
41	Additionally, the Board may resolve at any time to require all Directors and employees to deliver a Notice of Relevant Interests to the Registered Office, as they arise and at least annually. In that event, the Board shall determine from time to time what interests shall be relevant interests and shall ensure that a Register of Notices of Relevant Interests is maintained, which shall be open for inspection by both the Board and members of the Company and, with the express prior written approval of the Director or employee concerned, by members of the public.
42	Whenever a Director finds that there is a personal interest, as defined in Article 40, he or she has a duty to declare this to the Board meeting in question. It will be up to the chairman of the meeting in question to determine:
42.1	whether the potential or real conflict simply be noted in the Minutes of any relevant meeting, or
42.2	whether the Director in question, whilst being permitted to remain in the meeting in question, must not partake in discussions or decisions relating to such matter, or
42.3	whether the Director in question should be required to be absent during that particular element of the meeting and, in terms of Article 43, where a Director leaves, or is required to leave, the meeting he or she no longer forms part of the quorum thereat.
	QUORUM AT BOARD MEETINGS
43	The quorum for Board meetings shall be not less than 50% of all the Directors, provided that the Elected Directors are always in the majority at any Board meeting. No business shall be dealt with at a Board meeting unless such a quorum is present.
44	A Director shall not be counted in the quorum at a meeting (or at least the relevant part thereof) in relation to a resolution on which, whether because of personal interest or otherwise, he or she is not entitled to vote.
	MEETINGS OF THE BOARD OF DIRECTORS
45	Meetings of the Board may take place in person or by telephone conference call, video conference call or by any other collective electronic means approved from time to time by the Board.
46	Not less than 14 clear days' notice in writing shall be given of any meeting of the Board at which a decision in relation to any of the matters referred to in Article 25 is to be made, which notice shall be accompanied by an agenda and any papers relevant to the matter to be decided. All other Board meetings shall require not less than 7 days' prior notice, unless all Directors agree unanimously in writing to dispense with such notice on any specific occasion.

47	A Director may, and on the request of a Director the Company Secretary shall summon a meeting of the Board by notice served upon all Directors, to take place at a reasonably convenient time and date.
48	The Chairman, whom failing the Vice-Chairman (if any), shall be entitled to preside as chairman of all Board meetings at which he or she is present. If at any meeting neither the Chairman nor the Vice-Chairman is present and willing to act as chairman of the meeting within 15 minutes after the time appointed for holding the meeting, the remaining Directors may appoint one of the Elected Directors to be chairman of the Board meeting, which failing the meeting shall be adjourned until a time and date when the Chairman or Vice-Chairman will be available.
49	The chairman of the Board meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote, on a show of hands only, each Director present having one vote. In the event of an equal number of votes for and against any resolution at a Board meeting, the chairman of the meeting shall have a casting vote as well as a deliberative vote.
50	The Board may delegate any of its powers to sub-committees, each consisting of not less than one Director and such other person or persons as it thinks fit or which it delegates to the committee to appoint. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any remit and regulations imposed on it by the Board. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. Such sub-committee shall regularly and promptly circulate, or ensure the regular and prompt circulation of, the minutes of its meetings to all Directors.
51	The Board shall cause minutes to be made of all appointments of officers made by it and of the proceedings of all General Meetings and of all Board meetings and of sub-committees, including the names of those present, and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed after approval, either by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
52	No alteration of the Articles and no direction given by Special Resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.
53	A resolution in writing (whether one single document signed by all or a sufficient majority of the Directors, or all or a sufficient majority of the members of any sub-committee), whether in one or several documents in the same form each signed by one or more Directors or members of any relative sub-committee as appropriate, shall be as valid and effectual as if it had been passed at a meeting of the Board or of such sub-committee duly convened and constituted.
54	The Board may act notwithstanding any vacancy in it, but where the number of Directors falls below the minimum number specified in Article 29, it may not conduct any business other than to appoint sufficient Directors to match or exceed that minimum.
55	The Board may invite or allow any person to attend and speak, but not to vote, at any meeting of the Board or of its sub-committees.
56	The Board may from time to time promulgate, review and amend any Ancillary Regulations, Guidelines and/or Policies, subordinate at all times to these Articles, as it deems necessary and appropriate to provide additional explanation, guidance and governance to members.
	COMPANY SECRETARY and MINUTE SECRETARY
57	The Board shall appoint a Company Secretary for such term and upon such conditions as it may think fit. The Company Secretary may be removed by the Board at any time.

58	The Board may appoint a Minute Secretary, for the purposes of Article 51, for such term, at such remuneration (if any), and upon such conditions as it may think fit. The Minute Secretary may be removed by the Board at any time.
	FINANCES
59	The banking account or accounts of the Company shall be kept in such bank or building society and/or banks or building societies as the Board shall from time to time by resolution determine. There should be a minimum of two authorised signatories who are not connected, as per the definition of 'connected' in the Charities and Trustee Investment (Scotland) Act 2005.
60	All cheques and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
61	The Board shall ensure that all funds and assets of the Company are applied towards achieving the Purposes.
	ACCOUNTS
62	The Board shall cause accounting records to be kept in accordance with the requirements of the Act and other relevant regulations.
63	The accounting records shall be maintained by the Treasurer (if there is one) and overseen by the Principal Officer (if there is one), or otherwise by, or as determined by, the Board. Such records shall be kept at such place or places as the Board thinks fit and shall always be open to the inspection of the Directors.
64	The accounts of the Company shall be prepared in full compliance with the provisions contained in both the Act and the Land Reform Act. The Board shall ensure that an audit of the accounts is carried out by an auditor, an audit (within the meaning of the Act) shall not be required in a case where the Company is exempt (under the Act) from the arrangement to have an audit, if and to the extent that proper arrangements for the auditing of the Company's accounts are made in a manner which satisfies the requirements of the Act and section 34(1)(f) of the Land Reform Act, by a company auditor (as defined by the Act). Any such auditor shall be appointed for this task by the Board on the direction of members in General Meeting.
65	At each AGM, the Board shall provide the members with a copy of the accounts for the period since the last preceding accounting reference date (or, in the case of the first account, since the incorporation of the Company). The accounts shall be accompanied by proper reports of the Board and the auditor. Copies of such accounts shall, not less than 21 clear days before the date of the General Meeting at which they fall to be approved, be delivered or sent to all members, Directors, the Company Secretary and the auditor, or otherwise be available for inspection on the website of the Company (with all members, Directors, the Company Secretary and the auditor being made aware that they are so available for inspection there).
	NOTICES
66	A notice may be served by the Company upon any member, either personally or by sending it by post, fax, e-mail or other appropriate electronic means, addressed to such member at his or her or its address as appearing in the Register of Members.

67	Any notice, whether served by post or otherwise, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post or is otherwise despatched.
68	The business of the Company and all its correspondence with and notification to or from members may be conducted equally validly and effectively if transmitted by fax, e-mail or other appropriate electronic means (except where a member specifically requests all such correspondence and notification by post) or otherwise if publicised on the website of the Company (where the Company has advised each member of this and has taken due steps to notify by other reasonable means all other members who state that they do not have access to the Internet).
	INDEMNITY
69	Subject to the terms of the Companies Act and without prejudice to any other indemnity, the Directors, or member of any sub-committee, the Company Secretary, Treasurer and all employees of the Company shall be indemnified out of the funds of the Company against any loss or liability (including the costs of defending successfully any court proceedings) which he, she or they may respectively incur or sustain, in connection with or on behalf of the Company and each of them shall be chargeable only for so much money as he or she may actually receive and they shall not be answerable for the acts, receipts, neglects or defaults of each other, but each of them for his or her own acts, receipts, neglects or defaults only.
	ALTERATION TO THE ARTICLES
70	Any alteration to these Articles may be made only upon the following conditions:
70.1	upon the decision of not less than 75% of the Ordinary Members present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose in terms of Article 25;
70.2	with the written consent of the Office of the Scottish Charity Regulator (and its successors) in terms of section 16 of the Charities Act.
	DISSOLUTION
71.1	The winding-up of the Company may take place only on the decision of not less than 75% of its Ordinary Members who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose.
71.2	If, on the winding-up of the Company, any property remains, after satisfaction of all its debts and liabilities, such property (including any land acquired by it in terms of the Land Reform Act) shall be given or transferred to such other community body or bodies orcrofting community body or bodies as may be: (a) determined by not less than 75% of the Ordinary Members of the Company who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose; and (b) approved thereafter by the Scottish Ministers; under declaration that, if the Company is a charity at or before the time of its winding up, then the community body or bodies orcrofting community body or bodies referred to above must also be a charity or charities.
71.3	If no such community body orcrofting community body is determined by the Ordinary Members and approved by the Scottish Ministers in terms of Article 71.2, such property referred to in Article 71.2 shall, if not charitable, be transferred to the Scottish Ministers or, if charitable, to such charity or charities as the Scottish Ministers may direct.

Articles of Association – New Luce Community Trust

71.4	In Article 71, “community body” and “crofting community body” have the meanings ascribed to them respectively in Sections 34 and 71 of the Land Reform Act and “charity” has the meaning ascribed to it in Section 34(8) of the Land Reform Act.
	LIMIT OF LIABILITY
72.1	The liability of all members of the Company is limited.
72.2	Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the property of the Company if it should be wound up whilst he, she or it is a member or within one year after he, she or it ceases to be a member (for whatever reason), for payment of its debts and liabilities contracted before he, she or it ceases to be a member, and of the costs, charges and expenses of winding up.

Schedule 1 Powers Available to the Company	
1	Further to Article 5, the Company shall have the following powers, but only in furtherance of the Purposes (and wherein reference to " property " means any property, assets or rights, heritable or moveable, wherever situated) and declaring that the order in which these Powers are listed or the terms of the sub-headings are of no significance in terms of their respective priority which shall be deemed to be equal, namely:
	General
2.1	To encourage and develop a spirit of voluntary or other commitment by, or co-operation with, individuals, unincorporated associations, societies, federations, partnerships, corporate bodies, agencies, undertakings, local authorities, unions, co-operatives, trusts and others and any groups or groupings thereof willing to assist the Company to achieve the Purposes.
2.2	To promote and carry out research, surveys and investigations and to promote, develop and manage initiatives, projects and programmes.
2.3	To provide advice, consultancy, training, tuition, expertise and assistance.
2.4	To prepare, organise, promote and implement training courses, exhibitions, lectures, seminars, conferences, events and workshops, to collect, collate, disseminate and exchange information and to prepare, produce, edit, publish, exhibit and distribute articles, pamphlets, books and other publications, tapes, motion and still pictures, music and drama and other materials, all in any medium.
	Property
3.1	To register an interest in land and to exercise the right to buy under Part 2 of the Land Reform (Scotland) Act 2003 including any statutory amendment or re-enactment thereof for the time being in force (" the Land Reform Act ").
3.2	To purchase, take on lease, hire, or otherwise acquire any property suitable for the Company and to construct, convert, improve, develop, conserve, maintain, alter and demolish any buildings or erections whether of a permanent or temporary nature, and manage and operate or arrange for the professional or other appropriate management and operation of the Company's property.
3.3	To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the property of the Company.
3.4	To establish and administer a building fund or funds or guarantee fund or funds or endowment fund or funds.
	Employment
4.1	To employ, contract with, train and pay such staff (whether employed or self-employed) as are considered appropriate for the proper conduct of the activities of the Company.
	Funding and Financial
5.1	To take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the Company.
5.2	To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust.
5.3	To borrow or raise money for the Purposes and to give security in support of any such borrowings by the Company and/or in support of any obligations undertaken by the Company.
5.4	To set aside funds not immediately required as a reserve or for specific purposes.
5.5	To invest any funds which are not immediately required for the activities of the Company in such investments as may be considered appropriate, which may be held in the name of a nominee Company under the instructions of the Board of Directors, and to dispose of, and vary, such investments.

Articles of Association – New Luce Community Trust

5.6	To make grants or loans of money and to give guarantees.
	Development
6.1	To establish, manage and/or support any other charitable organisation, and to make donations for any charitable purpose falling within the Purposes.
6.2	To establish, operate and administer and/or otherwise acquire any separate trading company or association, whether charitable or not.
6.3	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, mutual assistance, or sharing profit with any charitable organisation.
6.4	To enter into contracts to provide services to or on behalf of others.
	Insurance and Protection
7.1	To effect insurance of all kinds (which may include indemnity insurance in respect of Directors and employees).
7.2	To oppose, or object to, any application or proceedings which may prejudice the interests of the Company.
	Ancillary
8.1	To pay the costs of forming the Company and its subsequent development.
8.2	To carry out the Purposes as principal, agent, contractor, trustee or in any other capacity.
8.3	To do anything which may be incidental or conducive to the Purposes so long as these are charitable.

**Schedule 2
Form of Proxy**

The form appointing the Proxy in terms of Article 24.2 shall be in the following terms, adapted as appropriate:

New Luce Community Trust

I

of

being an Ordinary Member of the above Company hereby

appoint

of

and, failing him or her,

of

as my proxy to vote for me on my behalf at the (Annual/Extraordinary) meeting of the Company to be held on..... and at any adjournment thereof.

This form is to be used in favour of/against the resolution.

Signed.....day of

Signature of member appointing proxy

NEW LUCE COMMUNITY TRUST

WE, the subscribers to these Articles of Association, wish to be formed into a Company pursuant to these Articles.

Subscribers

NAME	Date of Birth	Address	Signature
MARIE JANE FERGUSON	18/02/1953	8 MAIN STREET NEW LUCE DG8 0AJ	<i>Marie J Ferguson</i>
NIGEL ANDREW DALRYMPLE FORSTER	24/5/1954	MILTON OF LARG NEW LUCE DG8 0AT	<i>Nigel Forster</i>
EILEEN AGNES HUNTER MCLELLAND	15/02/1949	DRANIGOWER NEW LUCE DG8 0NB	<i>Eileen Hunter McClelland</i>