



**FILE COPY**

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

Company Number **509904**

The Registrar of Companies for Scotland hereby certifies that

**MURRAY LIBRARY**

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 **2nd July 2015**



**\*NSC509904I\***



**Companies House**

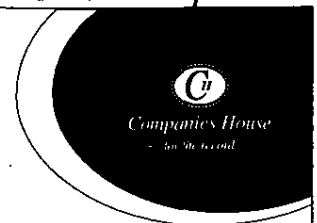


**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**

IN01

Application to register a company

027865/40



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 register  
a limited liability partnership.  
If you are registering this, please use form LL

THURSDAY



\*S4AAYW2\*  
SCT 25/06/2015 #45  
COMPANIES HOUSE

**Part 1 Company details**

→ **Filling in this form**  
Please complete in typescript or in  
bold black capitals.  
  
All fields are mandatory unless  
specified or indicated by \*

**A1 Company details**

Please show the proposed company name below.

Proposed company  
name in full • **Murray Library**

For official use **SC509904**

• **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 is available at:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A2 Company name restrictions •**

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

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

• **Company name restrictions**  
A list of sensitive or restricted words  
or expressions that require consent  
can be found in guidance available  
on our website:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' •**

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

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

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

**A4 Company type •**

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

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

• **Company type**  
If you are unsure of your company's  
type, please go to our website:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

# IN01

## Application to register a company

**A5**

### Situation of registered office ①

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

#### ① 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 ②

Please give the registered office address of your company.

Building name/number 58

Street East Forth Street

Cellardyke

Post town Anstruther

County/Region Fife

Postcode K Y 1 0 3 A R

#### ② 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 ③

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.

③ For details of which company type can adopt which model articles, please go to our website: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A8**

### Restricted company articles ④

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

☐

#### ④ Restricted company articles

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: [www.companieshouse.gov.uk](http://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 ①**

Please use this section to list all the secretary appointments taken on formation.  
For a corporate secretary, complete Sections C1-C5.

Title*	Mrs.
Full forename(s)	Lorna Fraser
Surname	Jones
Former name(s) ②	MacNiven

**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 ①**

Building name/number	58
Street	East Forth Street Cellardyke
Post town	Anstruther
County/Region	Fife
Postcode	K Y 1 0 3 A R
Country	Scotland

**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 secretaries as the company's registered office.

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

**B3****Signature ①**

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

Signature	Signature X <i>Lorna Jones</i> X
-----------	-------------------------------------

**① 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 ①

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

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

#### ① Additional appointments

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

#### Registered or principal address

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

**C2**

### Location of the registry of the corporate body or firm

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

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

**C3**

### EEA companies ②

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

#### ② EEA

A full list of countries of the EEA can be found in our guidance: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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

**C4**

### Non-EEA companies

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

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

#### 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.

**C5**

### Signature ⑤

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

Signature

Signature

X

X

#### ⑤ Signature

The person named above consents to act as corporate secretary 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)	James
Surname	Braid
Former name(s) ②	
Country/State of residence ③	Scotland
Nationality	British
Date of birth	d <sup>2</sup> d <sup>0</sup> m <sup>0</sup> m <sup>6</sup> y <sup>1</sup> y <sup>9</sup> y <sup>4</sup> y <sup>1</sup>
Business occupation (if any) ④	Retired

## 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	3A Harbourlea
Street	East Green
Post town	Anstruther
County/Region	Fife
Postcode	K Y 1 0 3 A P
Country	Scotland

## 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	Signature X  X
-----------	--

## ⑥ 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)	Charles Alasdair
Surname	Busby
Former name(s) ②	
Country/State of residence ③	Scotland
Nationality	British
Date of birth	d 1 8 m 0 4 y 1 9 y 6 y 0
Business occupation (if any) ④	Business Adviser

## 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	8
Street	Queen's Gardens
Post town	Anstruther
County/Region	Fife
Postcode	K Y 1 0 3 B U
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	Signature X Alasdair Busby X
-----------	---------------------------------

## ⑥ Signature

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

# IN01 – continuation page

## Application to register a company

### Director

<b>D1</b>	<b>Director appointments <sup>①</sup></b>	
	Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5.	
Title*	Mr.	
Full forename(s)	Gerald	
Surname	Cooper	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	Scotland	
Nationality	British	
Date of birth	<div> <div>d2</div> <div>d1</div> <div>m1</div> <div>m2</div> <div>y1</div> <div>y9</div> <div>y4</div> <div>y7</div> </div>	
Business occupation (if any) <sup>④</sup>	Retired	

**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.

<b>D2</b>	<b>Director's service address <sup>⑤</sup></b>	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	24	
Street	Fairhaven Crescent	
Post town	Cellardyke	
County/Region	Fife	
Postcode	<div> <div>K</div> <div>Y</div> <div>1</div> <div>0</div> <div>3</div> <div>F</div> <div>E</div> </div>	
Country	Scotland	

**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.

<b>D3</b>	<b>Signature <sup>⑥</sup></b>	
	I consent to act as director of the proposed company named in Section A1.	
Signature	<div> <div>Signature</div> <div>X G Cooper X</div> </div>	

**⑥ Signature**  
The person named above consents to act as director of the proposed company.



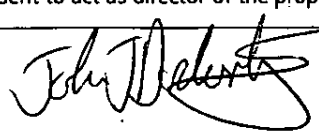
# IN01 – continuation page

## Application to register a company

### Director

<b>D1</b>	<b>Director appointments <sup>①</sup></b>		<p><b>① Appointments</b> 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.</p> <p><b>② Former name(s)</b> 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.</p> <p><b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section D4.</p> <p><b>④ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.</p>
	Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5.		
Title*	Mr.		
Full forename(s)	John James McIntosh		
Surname	Docherty		
Former name(s) <sup>②</sup>			
Country/State of residence <sup>③</sup>	Scotland		
Nationality	British		
Date of birth	d 0 8    m 1 1    y 1 9 5 8		
Business occupation (if any) <sup>④</sup>	Retired		

<b>D2</b>	<b>Director's service address <sup>⑤</sup></b>		<p><b>⑤ Service address</b> This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>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.</p> <p>If you provide your residential address here it will appear on the public record.</p>
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	c/o Member Services, Fife Council		
Street	Fife House		
Post town	Glenrothes		
County/Region	Fife		
Postcode			
Country	Scotland		

<b>D3</b>	<b>Signature <sup>⑥</sup></b>		<p><b>⑥ Signature</b> The person named above consents to act as director of the proposed company.</p>
	I consent to act as director of the proposed company named in Section A1.		
Signature	Signature X  X		

# IN01 – continuation page

Application to register a company

## Director

**D1**

### Director appointments <sup>①</sup>

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)	Lorna Fraser																
Surname	Jones																
Former name(s) <sup>②</sup>																	
Country/State of residence <sup>③</sup>	Scotland																
Nationality	British																
Date of birth	<table><tr><td>d</td><td>1</td><td>d</td><td>3</td><td>m</td><td>0</td><td>m</td><td>9</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>5</td><td>y</td><td>0</td></tr></table>	d	1	d	3	m	0	m	9	y	1	y	9	y	5	y	0
d	1	d	3	m	0	m	9	y	1	y	9	y	5	y	0		
Business occupation (if any) <sup>④</sup>	Retired																

#### 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 <sup>⑤</sup>

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

Building name/number	58								
Street	East Forth Street								
Post town	Cellardyke								
County/Region	Fife								
Postcode	<table><tr><td>K</td><td>Y</td><td>1</td><td>0</td><td></td><td>3</td><td>A</td><td>R</td></tr></table>	K	Y	1	0		3	A	R
K	Y	1	0		3	A	R		
Country	Scotland								

#### 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 <sup>⑥</sup>

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

Signature	<table><tr><td>Signature</td><td><table><tr><td>X</td><td>Lorna Jones.</td><td>X</td></tr></table></td></tr></table>	Signature	<table><tr><td>X</td><td>Lorna Jones.</td><td>X</td></tr></table>	X	Lorna Jones.	X
Signature	<table><tr><td>X</td><td>Lorna Jones.</td><td>X</td></tr></table>	X	Lorna Jones.	X		
X	Lorna Jones.	X				

#### ⑥ Signature

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

# IN01 – continuation page

## Application to register a company

### Director

<b>D1</b>	<b>Director appointments <sup>①</sup></b>	
	Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5.	
Title*	Councillor	
Full forename(s)	Donald Forbes	
Surname	MacGregor	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	Scotland	
Nationality	British	
Date of birth	<div>d 2 d 3 m 0 m 7 y 1 y 9 y 3 y 9</div>	
Business occupation (if any) <sup>④</sup>	Councillor	

**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.

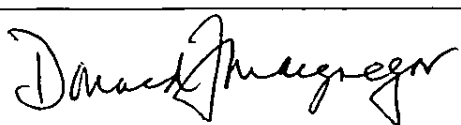
**④ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>D2</b>	<b>Director's service address <sup>⑤</sup></b>	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	15	
Street	Kinkell Terrace	
Post town	St. Andrews	
County/Region	Fife	
Postcode	K Y 1 6 8 D S	
Country	Scotland	

**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.

<b>D3</b>	<b>Signature <sup>⑥</sup></b>	
	I consent to act as director of the proposed company named in Section A1.	
Signature	<div>Signature X  X</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 <sup>①</sup>

Please use this section to list all the directors of the company.  
For a corporate director, complete Sections E1-E5.

Title*	Councillor
Full forename(s)	Janet Elizabeth
Surname	Riches
Former name(s) <sup>②</sup>	
Country/State of residence <sup>③</sup>	Scotland
Nationality	British
Date of birth	d 2 d 7 m 0 m 9 y 1 y 9 y 4 y 6
Business occupation (if any) <sup>④</sup>	Councillor

#### 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 <sup>⑤</sup>

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

Building name/number	Seafeld
Street	Bankwell Road
Post town	Anstruther
County/Region	Fife
Postcode	K Y 1 0 3 D A
Country	Scotland

#### 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 <sup>⑥</sup>

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

Signature	Signature X <i>Janet Elizabeth Riches</i> X
-----------	--

#### 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*	Mr.																
Full forename(s)	Carl Michael																
Surname	van der Lee																
Former name(s) ②																	
Country/State of residence ③	Scotland																
Nationality	Australian/Dutch																
Date of birth	<table><tr><td>d</td><td>0</td><td>d</td><td>9</td><td>m</td><td>0</td><td>m</td><td>5</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>6</td><td>y</td><td>3</td></tr></table>	d	0	d	9	m	0	m	5	y	1	y	9	y	6	y	3
d	0	d	9	m	0	m	5	y	1	y	9	y	6	y	3		
Business occupation (if any) ④	Supply Chain Principal																

**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 ⑤**

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

Building name/number	61								
Street	Pittenweem Road								
Post town	Anstruther								
County/Region	Fife								
Postcode	<table><tr><td>K</td><td>Y</td><td>1</td><td>0</td><td></td><td>3</td><td>D</td><td>T</td></tr></table>	K	Y	1	0		3	D	T
K	Y	1	0		3	D	T		
Country	Scotland								

**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	<table><tr><td>Signature</td><td><table><tr><td>X</td><td>Wamder L.</td><td>X</td></tr></table></td></tr></table>	Signature	<table><tr><td>X</td><td>Wamder L.</td><td>X</td></tr></table>	X	Wamder L.	X
Signature	<table><tr><td>X</td><td>Wamder L.</td><td>X</td></tr></table>	X	Wamder L.	X		
X	Wamder L.	X				



**⑥ Signature**

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

IN01

Application to register a company

**Corporate director**

<b>E1</b>	<b>Corporate director appointments</b> ①		<b>① Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.  <b>Registered or principal address</b> 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.
	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			
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>		
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete <b>Section E3 only</b> → No Complete <b>Section E4 only</b>		
<b>E3</b>	<b>EEA companies</b> ②		<b>② EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
	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 ①			
Registration number			
<b>E4</b>	<b>Non-EEA companies</b>		<b>④ Non-EEA</b> 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.
	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 ②			
If applicable, the registration number			
<b>E5</b>	<b>Signature</b> ⑤		<b>⑤ Signature</b> The person named above consents to act as corporate director of the proposed company.
	I consent to act as director of the proposed company named in <b>Section A1</b> .		
Signature	Signature  		

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
				£
				£
				£
				£
<b>Totals</b>				£

**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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
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 ④

④ 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.

③ Total number of issued shares in this class.

#### Continuation Pages

Please use a Statement of Capital continuation  
page if necessary.

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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

**1 Prescribed particulars of rights attached to shares**

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder 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><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. 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.</li> </ul> <p>A separate table must be used for each class of share.</p> <p><b>Continuation pages</b></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	James
Surname ①	Braid
Address ②	3A Harbourlea, East Green Anstruther, Fife
Postcode	K Y 1 0 3 A P
Amount guaranteed ③	£1

**Subscriber's details**

Forename(s) ①	Charles Alasdiar
Surname ①	Busby
Address ②	8 Queen's Gardens Anstruther, Fife
Postcode	K Y 1 0 3 B U
Amount guaranteed ③	£1

**Subscriber's details**

Forename(s) ①	Gerald
Surname ①	Cooper
Address ②	24 Fairhaven Crescent, Cellardyke, Anstruther, Fife
Postcode	K Y 1 0 3 F E
Amount guaranteed ③	£1

# IN01

## Application to register a company

### Subscriber's details

Forename(s) ①	John James McIntosh
Surname ①	Docherty
Address ②	3 Pitcairn Drive, Balmullo St. Andrews
Postcode	K Y 1 6 0 D Z
Amount guaranteed ③	£1

### Subscriber's details

Forename(s) ①	Lorna Fraser
Surname ①	Jones
Address ②	58 East Forth Street Cellardyke, Fife
Postcode	K Y 1 0 3 A R
Amount guaranteed ③	£1

### Subscriber's details

Forename(s) ①	Donald Forbes
Surname ①	MacGregor
Address ②	15 Kinkell Terrace St. Andrews
Postcode	K Y 1 6 8 D S
Amount guaranteed ③	£1

### Subscriber's details

Forename(s) ①	Janet Elizabeth
Surname ①	Riches
Address ②	Seafield, Bankwell Road Anstruther, Fife
Postcode	K Y 1 0 3 D A
Amount guaranteed ③	£1

### Subscriber's details

Forename(s) ①	Carl Michael
Surname ①	van der Lee
Address ②	61 Pittenweem Road Anstruther, Fife
Postcode	K Y 1 0 3 D T
Amount guaranteed ③	£1

#### 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.

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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 ①**

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.

① **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 <i>JTB and</i> X
Subscriber's signature	Signature X <i>Alarado Bay</i> X
Subscriber's signature	Signature X <i>G COOPER</i> X
Subscriber's signature	Signature X <i>John Docherty</i> X
Subscriber's signature	Signature X <i>Lorna Jones</i> X
Subscriber's signature	Signature X <i>Mark McGregor</i> X
Subscriber's signature	Signature X <i>Chiraketh Richey</i> X
Subscriber's signature	Signature X <i>Wamond</i> X

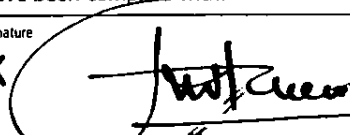
IN01

Application to register a company

Subscriber's signature	Signature X	X	<b>Continuation pages</b> 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	J. & H. Mitchell W.S.
Building name/number	51
Street	Atholl Road
Post town	Pitlochry
County/Region	Perthshire
Postcode	P H 1 6 5 B U
Country	Scotland
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

Company name J. & H. Mitchell W.S.

Address 51 Atholl Road

Post town Pitlochry

County/Region Perthshire

Postcode P H 1 6 5 B U

Country Scotland

DX 552040 Pitlochry

Telephone 01796 472606

## **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 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 of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House.'

## **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,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS.  
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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)**

COMPANY NOT HAVING A SHARE CAPITAL

---

Memorandum of Association of Murray Library

---

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

Authentication by each Subscriber

---

James Braid

J. Braid. 16/06/15

Charles Alasdair Busby

Alasdair Busby 16/6/15

Gerald Cooper

G Cooper 16/6/15

John James McIntosh Docherty

John J Docherty

Lorna Fraser Jones

Lorna Jones.

Donald Forbes MacGregor

Donald Macgregor 16/6/15

Janet Elizabeth Riches

Janet Elizabeth Riches

Carl Michael van der Lee

Wamden

Date: 16/6/2015



*Company number: SC*

THE COMPANIES ACT 2006

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

**ARTICLES of ASSOCIATION**

**of**

***Murray Library***

(established in 1908)

Incorporated on 2015

*Scottish Charity Number SC001142*

J. & H. Mitchell, W.S.  
Pitlochry and Aberfeldy

**ARTICLES of ASSOCIATION**  
**of**  
***Murray Library***

**Table of Contents**

<b>Article</b>	<b>Heading</b>
1	Name and Registered Office
2	Definitions
3	Charitable Purposes and Powers
4	General Structure of Murray Library
5	Membership
6	General Meetings
7	The Board of Trustees
8	Trustees
9	Chairman and Vice-Chairman
10	Constraints on Payments/Benefits to Trustees
11	Conflicts of Interest
12	Board Meetings
13	Company Secretary, Minute Secretary & Principal Officer
14	Honorary Patrons
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17	Indemnity
18	Alteration to Articles of Association
19	Limit of Liability
20	Dissolution

Schedule 1 Powers

Schedule 2 Form of Proxy

THE COMPANIES ACT 2006

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

**ARTICLES of ASSOCIATION**

**of**

**Murray Library**

**1 NAME AND REGISTERED OFFICE**

- 1.1 The name of the company is "Murray Library" ("Murray Library").
- 1.2 The Registered Office of Murray Library is situated in Scotland.

**2 DEFINITIONS**

- 2.1 The definitions and meanings specified in this Article shall apply throughout these Articles of Association and the two Schedules hereto, as follows:

<b>WORDS</b>	<b>MEANINGS</b>
AGM	– the Annual General Meeting.
Anniversary Date	– where no AGM is held, the date at which elections are held in respect of each of the Chairman and Vice-Chairman (see Article 9), the approval of the annual accounts and the appointment of the Independent Financial Examiner (see Article 15.6), such Anniversary Date being the date of the Board meeting nearest to 30 June in each year unless the Board otherwise agrees (but not retrospectively, except in essential circumstances) to a different date.
Annual Public Meeting	– as described in Article 6.1.
Articles	– these Articles of Association, and any ancillary regulations thereunder, in force from time to time.
Board	– the Board of Trustees.
Board of Trustees	– the Board of Directors of Murray Library.
Charitable Purposes	– as described in Article 3 on the basis that these fall within section 7 of the Charities Act and are also regarded as charitable in relation to the application of the Taxes Acts.

Charities Act	– the Charities and Trustee Investment (Scotland) Act 2005 and every statutory modification and re-enactment thereof for the time being in force.
charity	– a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts.
Companies Act	– the Companies Act 2006 as amended and every statutory modification and re-enactment thereof for the time being in force.
EGM	– an Extraordinary General Meeting, and any General Meeting which is not an AGM.
in writing	– written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible and non-transitory (albeit electronically-based) form.
members	– all members of Murray Library.
month	– calendar month.
property	– any property, assets or rights, heritable or moveable, wherever situated in the world.
Subscribers	– those persons and/or organisations who have subscribed these Articles.
Trust	– Murray Library.
Trustee(s)	– Director(s) for the time being of Murray Library.

2.2 These Articles supersede any model Articles contained within the Companies Act or any regulations pertaining thereto.

2.3 Words importing the singular number only shall include the plural number, and *vice versa*.

2.4 Words importing the masculine gender only shall include the feminine gender.

2.5 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.

2.6 The two Schedules to these Articles are deemed to form an integral part of these Articles.

### **3 CHARITABLE PURPOSES and POWERS**

3.1 The Charitable Purposes of Murray Library ("the Charitable Purposes") are that the Trustees shall hold the buildings known as "Murray Library" in Anstruther, Fife for the purpose of maintaining of the buildings themselves, and thereby preserving their

heritage, and of using them principally to create a regular annual rental income from commercial or other lettings therein and partly to provide community spaces therein for educational and recreational purposes, with the net annual income of the Trust, after payment of its annual and other expenses and the setting aside a reasonable annual sum as the Trustees hereunder in their sole discretion shall seem proper in a Buildings Maintenance Fund, being allocated by the Trustees to give as grants within and for the benefit of organisations and individuals in the community of the Royal Burgh of Kilrenny and Anstruther in Fife for the purposes of advancing education (which may include education about the arts, culture, heritage and/or science) and recreation, as they in their sole discretion shall think fit.

- 3.2 Murray Library shall have powers, but only in furtherance of its Charitable Purposes, as expressed in Schedule 1 annexed to these Articles.

#### **4 GENERAL STRUCTURE OF MURRAY LIBRARY**

The structure of Murray Library comprises:

- 4.1 **Trustees** - who hold regular meetings between each AGM, set the strategy and policy of Murray Library, generally control and supervise the activities of Murray Library 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 Murray Library; and
- 4.2 **Members** - who are the Trustees for the time being, in their capacity as members of Murray Library, who in that capacity have the right to attend the AGM (and any General Meeting) and have important powers under these Articles and the Companies Act, particularly in taking decisions in relation to any changes to these Articles and in resolving to pass any other Special Resolutions.

#### **5 MEMBERSHIP**

##### **5.1 Members**

The first members of Murray Library shall be the Subscribers. The members of Murray Library shall be the current Trustees, on the basis that a new Trustee shall automatically become a member on becoming a Trustee and shall automatically cease to be one on ceasing to be a Trustee for whatever reason.

##### **5.2 Employees**

Employees of Murray Library shall not be eligible to become members or Trustees. A person who becomes an employee of Murray Library after admission to membership shall automatically cease to be a member (and a Trustee).

##### **5.3 Subscription**

Members shall not be required to pay any membership subscription.

##### **5.4 Cessation of Membership**

- 5.4.1 Any member may no longer serve as such if he or she ceases to be a Trustee in terms of Article 8.2.
- 5.4.2 Membership is neither transferable nor assignable to any other individual or organisation.

##### **5.5 Register of Members**

- 5.5.1 The Board shall maintain a Register of Members.

- 5.5.2 The Register of Members is open to all members of Murray Library.
- 5.5.3 The Register of Members is open to non-members of Murray Library, provided that the applicant provides:
- (a) the applicant's name and address;
  - (b) the purpose for which the information is to be used; and
  - (c) whether the information will be disclosed to any other person and, if so, the name and address of that other person and the purpose for which the information is to be used by that other person.

Murray Library must within 5 working days either supply the information, subject to the data protection rights of its members, or apply to the Court for an order that the application is not for a proper purpose (and intimate this to the applicant). Where the information is provided, Murray Library may charge a fee for providing the information.

## **6 GENERAL MEETINGS**

### **6.1 Convening an Annual Public Meeting**

- 6.1.1 The Board may convene an Annual Public Meeting which the Trustees will attend, and which, as well as any specific invitees, will be open to the general public to attend.
- 6.1.2 The purpose of the Meeting is to enable the Board to explain to attendees what it has achieved since the last Meeting, what its plans are for the period until the next Meeting, and beyond, and what its aspirations are for the medium-term.
- 6.1.3 Comments and suggestions will, where appropriate, be encouraged from attendees at the Meeting, but no resolution shall be made and no vote taken at any such Meeting, and the Board shall not be bound by any comments or suggestions or by their responses thereto within the Meeting.

### **6.2 Convening an AGM**

- 6.2.1 The Board may convene one General Meeting as an Annual General Meeting in each year, at such time as it may determine, although the first AGM need not be held in the first year provided that, if it is to be held, it be held within 18 months after the date of incorporation of Murray Library.
- 6.2.2 Thereafter, if an AGM is to be held, not more than 15 months shall elapse between the holding of one AGM and the next.
- 6.2.3 The AGM does not need to be held exclusively in one place, provided that, where two or more members are not in the same place as each other, they are all able to communicate together and vote thereat.
- 6.2.4 Where no AGM is held, the Board will ensure that all relevant decisions are taken by the Trustees as members at the Anniversary Date (see Article 2.1).

### **6.3 AGM Agenda**

The business of any AGM shall include:

- 6.3.1 the report by the Chairman on the activities of Murray Library;
- 6.3.2 the report of the independent financial examiner;
- 6.3.3 receiving the annual accounts of Murray Library; and
- 6.3.4 the appointment of the independent financial examiner.

### **6.4 Convening an EGM**

- 6.4.1 The Board, or any three or more Trustees, may convene an EGM whenever it, he or she thinks fit.
- 6.4.2 Any such meeting convened in terms of this Article shall not be an AGM.

## **6.5 Notice of General Meetings**

- 6.5.1 14 clear days' notice at the least shall be given of every AGM and EGM.
- 6.5.2 The notice shall specify the place, the day and the hour of meeting and, in the case of special business, the specific nature of that business.
- 6.5.3 The notice shall be sent, in the manner specified in Article 16, to all members and to such persons or organisations as are under these Articles or under the Companies Act entitled to receive such notices.
- 6.5.5 With the consent of not less than 90% of the members having the right to attend and vote thereat, a General Meeting may be convened by such shorter notice as they may think fit in the circumstances.
- 6.5.6 The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any members, persons or organisations entitled to receive notice thereof shall not invalidate any resolution passed at or proceedings of any AGM or EGM.

## **6.6 Chairman of General Meetings**

The Chairman of Murray Library, whom failing the Vice-Chairman of Murray Library (if any), shall act as chairman of each General Meeting. If neither the Chairman nor the Vice-Chairman is present and 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 Trustees present shall elect from among themselves the Trustee who will act as chairman of that meeting.

## **6.7 Quorum at General Meetings**

- 6.7.1 The quorum for a General Meeting shall be 40% of the members, present in person or by proxy in terms of Article 6.9. No business shall be dealt with at any General Meeting, other than the appointment of the chairman of the meeting in terms of Article 6.6, unless a quorum is present.
- 6.7.2 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 and place as may be fixed by the chairman of the meeting.

## **6.8 Voting at General Meetings – General Provisions**

- 6.8.1 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.
- 6.8.2 Each Trustee as a member of Murray Library is able to attend and speak at any General Meeting and shall have one vote, to be exercised in person or by proxy in terms of Article 6.9.
- 6.8.3 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.
- 6.8.4 The chairman of the meeting may permit any other person or persons to attend a General Meeting who otherwise has no right to do so, as an observer or observers. In that event, it shall be at the discretion of the chairman of the meeting whether any such observer may be invited to speak thereat.
- 6.8.5 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.



## **6.9 Voting at General Meetings – Proxy Voting**

Whilst personal attendance at a General Meeting is encouraged, a Trustee as member shall be entitled to complete one form of proxy in order to appoint a proxy to attend a General Meeting on his or her behalf (but never a Board meeting), in respect of which the following apply:

- 6.9.1 a proxy need not be a member;
- 6.8.2 a proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the appointing member to speak at the meeting and to vote thereat;
- 6.9.3 the form appointing the Proxy, which may specify how the proxy is to vote (or to abstain from voting) on one or more resolutions, shall be in the general terms (to be varied as required to fit the circumstances) of the form shown in the Schedule 2 annexed to these Articles;
- 6.9.4 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 with Murray Library not less than 48 hours before the time of the start of the meeting or adjourned meeting at which the person named in the form proposes to vote, and in default the instrument of proxy shall not be treated as valid;
- 6.9.5 no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, unless it expressly states to the contrary, in which event it shall be treated as valid until rescinded by the granter in writing to Murray Library;
- 6.9.6 a vote given in accordance with the terms of a form of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received by Murray Library before the commencement of the meeting or adjourned meeting at which the proxy is used (not having been deliberately withheld);
- 6.9.7 appointment of a proxy may be revoked by the granter by written notice received by Murray Library not less than 24 hours before the time of the start of the General Meeting (or adjourned meeting) to which it relates; and
- 6.9.8 any reference in these Articles to voting being "in person" shall include voting by proxy.

## **6.10 Voting at General Meetings – Special Resolutions**

- 6.10.1 At any General Meeting a resolution put to the vote of the meeting shall be voted upon by a simple majority of the 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 members present and voting thereon (no account therefore being taken of members who abstain from voting or who are absent from the meeting), namely:
  - (a) to alter the name of Murray Library; or
  - (b) to amend the Charitable Purposes; or
  - (c) to amend these Articles; or
  - (d) to wind up Murray Library in terms of Article 20; or
  - (e) all other Special Resolutions.
- 6.10.2 An ordinary resolution to be proposed at a General Meeting may be amended if:
  - (a) written notice of the proposed amendment is received by Murray Library from a member entitled to vote thereat not less than 48 hours

- before the time appointed for the holding of the meeting or adjourned meeting; and
  - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 6.10.3 A Special Resolution to be proposed at a General Meeting may be amended if:
- (a) the chairman of the meeting proposes the amendment at the General Meeting at which the Special Resolution is to be proposed; and
  - (b) the amendment does not go beyond what is necessary to correct a grammatical, interpretative or other non-substantive error in the Special Resolution.
- 6.10.4 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

#### **6.11 Voting – Written Resolutions**

- 6.11.1 Ordinary and Special Resolutions may be passed in writing, rather than at a General Meeting, provided that the terms of this Article are followed.
- 6.11.2 An ordinary resolution in writing signed by or on behalf of a simple majority of all the members shall be as valid and effective as if the same had been passed at a General Meeting of Murray Library duly convened and held, provided that the terms of this Article are followed.
- 6.11.3 A Special Resolution in writing signed by or on behalf of not less than 75% of all the members shall be as valid and effective as if the same had been passed at a General Meeting of Murray Library duly convened and held, provided that the terms of this Article are followed.
- 6.11.4 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.
- 6.11.5 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 members on the Circulation Date (that is, the date on which copies of the written resolution are sent to the members).
- 6.11.6 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).
- 6.11.7 Where such a written resolution is proposed by members, the following shall apply:
- (a) the resolution must be requested by not less than 5% of the 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. 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 Murray Library to issue with the written resolution to all the members;
  - (e) within 21 days, Murray Library must circulate the resolution and any accompanying statement with the express statements referred to in sub-clause (f) hereof; and
  - (f) Murray Library may charge a reasonable fee to the requesting members to cover its costs of circulation of the members' request.
- 6.11.8 Any such written resolution may consist of several documents in the same form, each signed by or on behalf of one or more members.
- 6.11.9 Once a member has signed and returned a written resolution in agreement thereto, his or her agreement is irrevocable.

## **7 THE BOARD OF TRUSTEES**

- 7.1 The strategy and affairs of Murray Library shall be directed and managed by a Board of Trustees elected in terms of Article 8. The Board may exercise all such powers of Murray Library, and do on behalf of Murray Library all acts as may be exercised and done by Murray Library, other than those required to be exercised or done by the members in General Meeting, and subject always to these Articles and to the provisions of the Companies Act.

### **7.2 Delegation**

- 7.2.1 The Board may delegate any of its powers to any sub-committee or persons or person, by such means, to such an extent and on such terms and conditions as it thinks fit, and may at any time revoke such delegation, in whole or in part, or alter such terms and conditions. If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any sub-committee or persons or person to whom they are delegated.
- 7.2.2 Any sub-committee so formed or persons or person to whom delegation of powers is made in terms of Article 7.2.1 shall, in the exercise of the powers so delegated, conform to any remit and regulations imposed on it by the Board.
- 7.2.3 In the case of delegation to any one or more sub-committees, each shall consist of not less than one Trustee and such other person or persons as the Board thinks fit or which it delegates to the committee to appoint. 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, without prejudice to that generality including Articles 12.4.5 and 12.6) and so far as the same shall not be amended or superseded by any specific regulations made by the Board for all or any sub-committees. A sub-committee may invite or allow any person to attend and speak, but not to vote, at any of its meetings. Such sub-committee shall regularly and promptly circulate, or ensure the regular and prompt circulation of, the minutes of its meetings to all Trustees.
- 7.2.4 Unless expressly part of such delegation, no decision of any such sub-committee, persons or person shall bind the Board.

### **7.3 Number of Trustees**

- 7.3.1 The number of Trustees shall be not fewer than five (5) and not more than twelve (12).

- 7.3.2 The Board may act notwithstanding any vacancy in it, but where the number of Trustees falls below the minimum number specified in this Article, it may only do so for the purpose of appointing sufficient Trustees to match or exceed that minimum.

## **8 TRUSTEES**

### **8.1 Composition of the Board**

- 8.1.1 At and from the incorporation of Murray Library, the Board shall comprise the following:
- 8.1.1.1 up to three (3) Councillors who represent Local Authority Wards relative to Kilrenny and Anstruther shall be appointed by Fife Council (or its successors);
  - 8.1.1.2 up to one (1) individual proposed by Anstruther Primary School (or its successors) for appointment in terms of Article 8.1.2;
  - 8.1.1.3 up to one (1) individual proposed by Waid Academy (or its successors) for appointment in terms of Article 8.1.2;
  - 8.1.1.4 up to one (1) individual proposed by the Royal Burgh of Kilrenny, Anstruther and Cellardyke Community Council (or its successors) for appointment in terms of Article 8.1.2;
  - 8.1.1.5 up to three (3) individuals from and resident in the community of Kilrenny and Anstruther who respond to local advertisement, and are appointed, after assessment and agreement, by the Board, each to serve for a period of three years (renewable); and
  - 8.1.1.6 up to three (3) individuals co-opted by the Board for co-option in terms of Article 8.1.3 because of any specific skills identified as being required for the good governance of the Trust, who will remain in office until the next AGM or Anniversary Date after the date of his or her co-option, at which time the co-opted Trustee can be re-co-opted by the existing Trustees or shall demit office.
- 8.1.2 Each of the proposals made in terms of Articles 8.1.1.2 to 8.1.1.4 inclusive are subject to the following terms:
- 8.1.2.1 each shall be subject to assessment thereof and decision thereon being made as swiftly as possible by the Board and by the North-East Fife Area Committee of Fife Council (or its successors);
  - 8.1.2.2 no refusal of any proposal may be made by reason of gender, sexuality, race, religion or politics;
  - 8.1.2.3 if the Board approves a proposal but the North-East Fife Area Committee of Fife Council (or its successors) refuses the same proposal, that proposal is treated as refused;
  - 8.1.2.4 where a refusal of any proposal is made by the North-East Fife Area Committee of Fife Council (or its successors), it must provide its reason or reasons for its refusal to the Board;
  - 8.1.2.5 where a refusal of any proposal is made by the Board it does not require to give any reason therefor to the proposing body (but must be bound by the terms of Article 8.1.2.2);
  - 8.1.2.6 where there has been no response to the Board from the North-East Fife Area Committee of Fife Council (or its successors) within one month of

any application to the North-East Fife Area Committee of Fife Council (or its successors), the Board made proceed as if approval had been given to the proposal in question by the North-East Fife Area Committee of Fife Council (or its successors);

8.1.2.7 the Board must respond to the proposing body (as listed in Articles 8.1.1.2 to 8.1.1.4 inclusive) with the decision as to its proposal as swiftly as possible; and

8.1.2.8 where there has been a refusal of any proposal, the Board must encourage the relative proposing body to provide an alternative proposal, but in the meantime the Board may invoke the terms of Article 8.1.3.

8.1.3 In the event that no acceptable proposal is made under Articles 8.1.1.2, 8.1.1.3 and/or 8.1.1.4 within three months after a written request therefor from or on behalf of the Board, the Board may itself appoint a suitable individual in terms of Article 8.1.3, on such terms as it may agree from time to time, until an acceptable proposal is made under the relevant Article 8.1.1.2, 8.1.1.3 or 8.1.1.4.

## **8.2 Retiral and Deemed Retiral of Trustees**

Any Trustee must cease to be a Trustee in any one or more of the following events:

8.2.1 if he or she is prohibited from being a member, as an employee, in terms of Article 5.2; or

8.2.2 if he or she holds any office of profit or is employed by Murray Library (except where the provisions of Article 10.4 shall apply); or

8.2.3 if he or she is prohibited from being a charity trustee by virtue of section 69(2) of the Charities Act; or

8.2.4 if, 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, such Trustee being entitled to be heard prior to the Board taking a decision; or

8.2.5 if he or she has a significant conflict of interest which the Board considers has and is likely to continue to undermine his or her ability to act impartially as a Trustee; or

8.2.6 if he or she becomes incapable for medical reasons of fulfilling the duties of his or her office 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

8.2.7 if he or she is absent (without permission) from more than three consecutive meetings of the Board, and the Board resolves to remove him or her from office; or

8.2.8 if by notice in writing to the Registered Office he or she resigns his or her office as a Trustee;

8.2.9 he or she dies.

## **9 CHAIRMAN AND VICE-CHAIRMAN**

The Board shall meet as soon as practicable immediately after each AGM (if there is one, or otherwise at the Anniversary Date) to appoint both a Chairman and, if desired, a Vice-Chairman of Murray Library from the Board.

## **10 CONSTRAINTS ON PAYMENTS/BENEFITS TO TRUSTEES**

- 10.1 The income and property of Murray Library shall be applied solely towards promoting the Charitable Purposes.
- 10.2 No part of the income or property of Murray Library shall be paid or transferred (directly or indirectly) to the Trustees of Murray Library, whether by way of dividend, bonus or otherwise, except where such Trustees are in receipt of income or property of Murray Library as a beneficiary of Murray Library in terms of the Charitable Purposes.
- 10.3 No Trustee shall be appointed as a paid employee of Murray Library.
- 10.4 No benefit (whether in money or in kind) shall be given by Murray Library to any Trustee except the possibility of:
  - 10.4.1 repayment of out-of-pocket expenses to Trustees (subject to prior agreement by the Board); or
  - 10.4.2 reasonable remuneration to a Trustees in return for specific services actually rendered to Murray Library (not being of a management nature normally carried out by a director of a company); or
  - 10.4.3 payment of interest at a rate not exceeding the commercial rate on money lent to Murray Library by any Trustee; or
  - 10.4.4 payment of rent at a rate not exceeding the open market rent for property let to Murray Library by any Trustee; or
  - 10.4.5 the purchase of property from any Trustee provided that such purchase is at or below market value or the sale of property to any Trustee provided that such sale is at or above market value; or
  - 10.4.6 payment to one or more Trustees by way of any indemnity where appropriate.

## **11 CONFLICTS OF INTERESTS**

- 11.1 Any Trustee and/or employee who has a personal interest (as defined in Article 11.2) in any prospective or actual contract or other arrangement with Murray Library must declare that interest either generally to the Board or specifically at any relevant meeting of Murray Library. Where such an interest arises, the provisions within Article 11.3 shall apply.
- 11.2 A personal interest includes the following interests:
  - 11.2.1 those of the Trustee or employee in question;
  - 11.2.2 those of his or her partner or close relative;
  - 11.2.3 those of any business associate;
  - 11.2.4 those of any firm of which he or she is a partner or employee;
  - 11.2.5 those of any limited company of which he or she is a director, employee or shareholder of more than 5% of the equity; and
  - 11.2.6 those of any person or organisation responsible for his or her appointment as a Trustee.
- 11.3.1 Whenever a Trustee finds that there is a personal interest, as defined in Article 11.2, he or she has a duty to declare this to the Board meeting in question. In that event, in order to avoid a material conflict of interest arising, the Trustee in question cannot partake in discussions or decisions relating to such matter.
- 11.3.2 It shall be for the chairman of the meeting in question (or if it be the chairman of the meeting who is potentially or actually conflicted, it shall be for the other Trustees

present) to determine whether the Trustee in question should at the least be required to be absent during that particular element of the meeting. In terms of Article 12.1, where a Trustee leaves, or is required to leave, the meeting in question, he or she no longer forms part of the quorum thereat.

- 11.3.3 The Board may at any time resolve, but without taking a specific vote on the matter, to authorise any Trustee to continue acting where a real or potential conflict of interest exists in relation to a personal interest of that Trustee, but where it considers that the interests of Murray Library have not been nor are likely to be prejudiced as a result. The Trustee in question cannot be considered as part of the quorum for that part of any Board meeting giving consideration to this authorisation.
- 11.3.4 The Board may resolve at any time to require all Trustees and employees to deliver a Notice of Relevant Interests to the Registered Office (or elsewhere as it may determine), as they arise and at least annually. In that event, the Board shall determine from time to time what additional interests to those listed in Article 11.2, if any, shall be relevant interests and shall ensure that a Register of Notices of Relevant Interests is maintained.
- 11.3.5 If existing, the Register of Interests shall be open for inspection by both the Board and members of Murray Library and, with the express prior written approval of the Trustee or employee concerned, by members of the public.

## **12 BOARD MEETINGS**

### **12.1 Quorum**

- 12.1.1 The quorum for Board meetings shall be not less than 40% of all the Trustees. No business shall be dealt with at a Board meeting unless a quorum is present.
- 12.1.2 A Trustee 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.

### **12.2 Convening Board Meetings**

- 12.2.1 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.
- 12.2.2 Not less than 7 clear days' notice in writing shall be given of any meeting of the Board, unless all Trustees agree unanimously in writing to dispense with such notice on any specific occasion.
- 12.2.3 A Trustee may and, on the request of a Trustee, the Company Secretary shall, at any time, summon a meeting of the Board by notice served upon all Trustees, to take place at a reasonably convenient time and date.

### **12.3 Chairman of Board Meeting**

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 shall be 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 Trustees may appoint one of the Trustees to be chairman of the Board meeting, which failing the meeting shall be adjourned until a time when the Chairman or Vice-Chairman will be available.

### **12.4 Voting at Board Meetings**

- 12.4.1 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 Trustee present (including for

the avoidance of doubt Trustees co-opted in terms of Article 8.1.1.6) having one vote.

12.4.2 All decisions of the Board shall be by a simple majority at any meeting which is quorate at the time the decision is taken, except for those decisions listed in Article 12.4.3.

12.4.3 Resolutions relating to the following matters shall require a special decision of not less than 75% of the Trustees present and voting thereon, namely:

- (a) to purchase or sell any heritable property, wherever situated; or
- (b) to form, acquire or dispose of any subsidiary; or
- (c) to grant any guarantee or indemnity to any party, other than any wholly-owned subsidiary of Murray Library; or
- (d) to create or issue or allow to come into being any mortgage, security, or charge upon any part or parts of the property or assets of Murray Library; or
- (e) to acquire or dispose, whether by Murray Library or by any of its subsidiaries, of any shares of any other company or the participation or cessation of participation by Murray Library or by any of its subsidiaries in any formal trust or joint venture.

12.4.4 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.

12.4.5 A resolution in writing (whether one single document signed by all or a sufficient majority of the Trustees 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 Trustees 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.

## 12.5 Observers

The Board may invite or allow any person to attend and speak, but not to vote, at any meeting of the Board.

## 12.6 Minutes

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. The minutes shall be retained for at least 10 years.

## 12.7 Validation

12.7.1 All acts *bona fide* done by any Board meeting, or of any sub-committee, or by any person acting as a Trustee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Trustee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Trustee.

12.7.2 No alteration of these 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.



**12.8 Ancillary Regulations**

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 themselves, members, employees, stakeholders and/or others.

**13 COMPANY SECRETARY, MINUTE SECRETARY, TREASURER & PRINCIPAL OFFICER**

**13.1 Company Secretary**

The Board may 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, subject to the terms of any prevailing contract.

**13.2 Minute Secretary**

The Board may appoint a Minute Secretary, for the purposes of Article 12.6, for such term and upon such conditions as it may think fit. The Minute Secretary may be removed by the Board at any time, subject to the terms of any prevailing contract. The Board may award an annual salary, honorarium or other appropriate fee to the Minute Secretary at its discretion, but can only do so if the Minute Secretary is not a Trustee.

**13.3 Treasurer**

The Board may appoint a Treasurer for such term and upon such conditions as it may think fit. The Treasurer may be removed by the Board at any time, subject to the terms of any prevailing contract. The Board may award an annual salary, honorarium or other appropriate fee to the Treasurer at its discretion, but can only do so if the Treasurer is not a Trustee. Whilst in post, the Treasurer may be required to attend (but shall have no vote at) Board meetings during his or her tenure as Treasurer, except any part or parts thereof dealing with his or her employment or remuneration, or any other matter which the Board wish to keep confidential to itself.

**13.4 Principal Officer**

The Board may appoint a Principal Officer of Murray Library on such terms (including a decision on the most appropriate job title) and conditions as it may think fit, who shall attend Board and Sub-Committee meetings as appropriate or required, but who shall not be a Trustee and, for the avoidance of doubt, will have no vote thereat.

**14 HONORARY PATRON(S)**

**14.1** The Board may agree to the appointment of one or more Honorary Patrons of Murray Library, to be appointed either for a fixed period of three years (until the third AGM or Anniversary Date after his or her appointment), at which time such appointment is renewable for a further three year period, should the Board so wish, and so on until such appointment be terminated by it.

**14.2** The Honorary Patron or Patrons are entitled to attend any Annual Public Meeting, and to receive notice of all General Meetings and to attend and contribute to discussion but not vote thereat.

## **15 FINANCES AND ACCOUNTS**

### **15.1 Bank Accounts**

The banking account or accounts of Murray Library shall be kept in such bank or building society and/or banks or building societies as the Board shall from time to time determine.

### **15.2 Cheques etc.**

All cheques and other negotiable instruments, and all receipts for monies paid to Murray Library, 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.

### **15.3 The Board shall ensure that all funds and assets of Murray Library are applied towards achieving the Charitable Purposes.**

### **15.4 Accounting Records**

The Board shall cause accounting records to be kept in accordance with the requirements of the Companies Act and other relevant regulations.

### **15.5 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 shall think fit and shall always be open to the inspection of the Trustees.**

### **15.6 Independent Financial Examiner**

Once at least in every year, or as otherwise provided for by the Companies Act, the accounts of Murray Library shall be examined by an independent financial examiner, who shall be appointed by the Board annually at the AGM if there is one, or otherwise on the Anniversary Date.

### **15.7 Accounts**

At or before each AGM, or otherwise after the Accounts have been approved by the Board, it 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 Murray Library). The accounts shall be accompanied by proper reports of the Board and the independent financial examiner. As an alternative, the Accounts may be available for inspection on the website of Murray Library (with all members, Trustees, the Company Secretary and the independent financial examiner being made aware that they are so available for inspection there).

## **16 NOTICES**

### **16.1 A notice may be served by Murray Library 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.**

### **16.2 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 dispatched.**

### **16.3 A member present at any meeting of Murray Library shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.**

- 16.4 The business of Murray Library and all its correspondence with and notification to or from members may be conducted equally validly and effectively if transmitted by fax or 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 Murray Library where Murray Library 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.

## **17 INDEMNITY**

Subject to the terms of the Companies Act and without prejudice to any other indemnity, the Trustees, or member of any sub-committee, the Company Secretary, Treasurer and all employees of Murray Library shall be indemnified out of the funds of Murray Library 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 Murray Library 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.

## **18 ALTERATION TO ARTICLES OF ASSOCIATION**

Subject to the terms of Article 6.10, no alteration in these Articles may at any time be made unless by the decision of not less than 75% of the members present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose.

## **19 LIMIT OF LIABILITY**

- 19.1 The liability of the members is limited.

- 19.2 Every member of Murray Library undertakes to contribute such amount as may be required (not exceeding £1) to the property of Murray Library 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.

## **20 DISSOLUTION**

- 20.1 The winding-up of Murray Library may take place only on the decision of not less than 75% of its members who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose.
- 20.2 If, on the winding-up of Murray Library, any property remains, after satisfaction of all its debts and liabilities, such property shall be given or transferred to any one or more charities having the same or a similar object to the Charitable Purposes.
- 20.3 The charity or charities to which the property is to be transferred in terms of Article 20.2 shall be determined on the decision of not less than 75% of the members of Murray Library who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose or, failing that, by a decision of not less than

50% of the Board or, failing that, as determined by an arbiter to be chosen amicably by the Board or, failing such amicable choice, as determined by the Sheriff of Tayside, Central and Fife at Kirkcaldy (or any successor thereto), whose decision shall be final and binding upon Murray Library.

- 20.4 If Murray Library is a charity at the time that its winding-up is decided upon in terms of this Article, the prior consent of the Office of the Scottish Charity Regulator (or any successor thereto) must be obtained in terms of Section 16 of the Charities Act.

### *Annexation*

**Schedule 1** Powers

**Schedule 2** Form of Proxy

## **Schedule 1**

### **Powers available to Murray Library**

Further to Article 3.2, Murray Library shall have the following powers (but only in furtherance of the Charitable Purposes) and declaring that the order in which these Powers are listed or the terms of the sub-headings above are of no significance in terms of their respective priority which shall be deemed to be equal, namely:

- 1 Specific**
  - 1.1 to develop initiatives, projects and programmes;
  - 1.2 to encourage the use, including community use of its premises;
- 2 General**
  - 2.1 to encourage and develop a spirit of voluntary or other commitment by 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 Murray Library to achieve the Charitable Purposes;
  - 2.2 to provide advice, consultancy, training, tuition, expertise and assistance;
  - 2.3 to promote and carry out research, surveys and investigations
  - 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;
- 3 Property**
  - 3.1 to purchase, take on lease, hire, or otherwise acquire any suitable property to construct, convert, improve, develop, 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 its property;
  - 3.2 to sell, let, hire, license, give in exchange and otherwise dispose of all or any part of its property;
  - 3.3 to establish and administer a building fund or funds or guarantee fund or funds or endowment fund or funds;
- 4 Employment**
  - 4.1 to employ, contract with, train and pay such staff (whether employed or self-employed or external contractors) as are considered appropriate for the proper conduct of the activities of Murray Library;
- 5 Funding and Financial**
  - 5.1 to take such steps as may be deemed appropriate for the purpose of raising funds for the activities of Murray Library;
  - 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 Charitable Purposes and to give security in support of any such borrowings by Murray Library and/or in support of any obligations undertaken by Murray Library;
  - 5.4 to set aside funds not immediately required as a reserve or for specific purposes;
  - 5.5 to open, operate and manage bank and other accounts and to invest any funds which are not immediately required for the activities of Murray Library in such investments as may be considered appropriate and to dispose of, and vary, such investments;
  - 5.6 to make grants or loans of money and to give guarantees;

- 5.7 to employ as a professional investment manager any person who is entitled to carry on investment business under the supervision of the Financial Conduct Authority (or its successors) and to delegate to any such manager the exercise of all or any of its powers of investment on such terms and at such reasonable remuneration as the Board of Trustees thinks fit, and to enable investments to be held for Murray Library in nominee names, but subject always to the provisions of the Charities Act;
- 6 Development**
- 6.1 to establish, manage and/or support any other charity, and to make donations for any charitable purpose falling within the Charitable 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 Murray Library and to enter into any arrangement for co-operation, mutual assistance, or sharing profit with any charity;
- 6.4 to enter into contracts to provide services to or on behalf of others;
- 7 Insurance and Protection**
- 7.1 to effect insurance of all kinds (which may include indemnity insurance in respect of Trustees and employees);
- 7.2 to oppose, or object to, any application or proceedings which may prejudice the interests of Murray Library;
- 8 Ancillary**
- 8.1 to pay the costs of forming Murray Library and its subsequent development;
- 8.2 to carry out the Charitable Purposes in any part of the world as principal, agent, contractor, trustee or in any other capacity; and
- 8.3 to do anything which may be incidental or conducive to the Charitable Purposes so long as these are charitable.

## Schedule 2

### Form of Proxy

Further to Article 6.8.3, the Form of Proxy shall be in the following general terms (to be varied as required to fit the circumstances):

**Name of Charity**  
**("Murray Library")**

I .....,  
of.....,  
being a member of Murray Library hereby appoint the chairman of the  
General Meeting/or\*.....,  
of .....  
as my proxy to vote for me on my behalf at the General Meeting of Murray  
Library to be held on..... and at any adjournment thereof.

This form to be used in favour of/against the resolution(s)\*

*\* to be deleted if not required, or amended if it is required*

*Signature of member appointing proxy.....*

*dated.....*

To be valid, this Form of Proxy, once signed and dated, must be lodged at  
least 48 hours before the start of the General Meeting referred to above