



**FILE COPY**

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

Company Number **573283**

The Registrar of Companies for Scotland hereby certifies that

**KILGALLIOCH COMMUNITY BENEFIT COMPANY  
LTD.**

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

Given at Companies House on **9th August 2017**



**\*NSC573283J\***



Companies House



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

IN01

Application to register a company



Companies House

122003/40

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. To do  
this, please use form LL IN01. Do not  
use this form if any individ  
with significant control is  
or has applied for protecti  
having their details disclo  
public register. Contact en  
companieshouse.gov.uk to  
separate form.

For further information, please  
refer to our guidance at  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)



SCT 03/08/2017 #327  
COMPANIES HOUSE

**Part 1 Company details**

<b>A1</b>	<b>Company name</b>  Check if a company name is available by using our name availability search: <a href="http://www.companieshouse.gov.uk/info">www.companieshouse.gov.uk/info</a>  Please show the proposed company name below.  Proposed company name in full • <b>Kilgallioch Community Benefit Company Ltd.</b>  For official use <b>S C S 7 3 2 8 3</b>	<b>→ Filling in this form</b> Please complete in typescript or in bold black capitals.  All fields are mandatory unless specified or indicated by *  ● <b>Duplicate names</b> Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information on this is available in our guidance at: <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>
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<b>A2</b>	<b>Company name restrictions •</b>  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.  <input type="checkbox"/> 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.	● <b>Company name restrictions</b> A list of sensitive or restricted words or expressions that require consent can be found in our guidance at: <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>
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<b>A3</b>	<b>Exemption from name ending with 'Limited' or 'Cyfyngedig' •</b>  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.  <input type="checkbox"/> 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.	● <b>Name ending exemption</b> Only private companies that are limited by guarantee and meet other specific requirements or private companies that are charities are eligible to apply for this. For more details, please go to our website: <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a>
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# IN01

## Application to register a company

**A4**

### Company type●

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

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

#### ● Company type

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

**A5**

### Principal business activity

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

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

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

Principal activity description

Other amusement and recreation activities not  
elsewhere classified

#### ● Principal business activity

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

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

**A6**

### Situation of registered office ●

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

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

#### ● Registered office

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

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

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

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## Application to register a company

A7

## Registered office address ●

	Please give the registered office address of your company.
Building name/number	Foundation Scotland, The Kiosk
Street	Gatehouse of Fleet
Post town	Castle Douglas
County/Region	Dumfries and Galloway
Postcode	D G 7 2 H P

## ● Registered office address

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

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

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

A8

## Articles of association ●

	Please choose one option only and tick one box only.
Option 1	<p>I wish to adopt one of the following model articles in its entirety. Please tick only <b>one</b> box.</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Public company</p>
Option 2	<p>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 <b>one</b> box.</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Public company</p>
Option 3	<p><input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.</p>

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

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

A9

## Restricted company articles ●

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

☐

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

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-C4.

Title*	Mr
Full forename(s)	Derek
Surname	Sloan
Former name(s) ②	

① **Corporate appointments**  
For corporate secretary appointments, please complete section C1-C4 instead of section B.

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

② **Former name(s)**  
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

**B2****Secretary's service address ③**

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

③ **Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

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

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Application to register a company

**Corporate secretary****C1 Corporate secretary appointments**

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

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

**Additional appointments**

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

**Registered or principal address**

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

**C2 Location of the registry of the corporate body or firm**

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

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

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

Where the company/firm is registered

Registration number

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

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

**C4 Non-EEA companies**

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

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered

Registration number

**Non-EEA**

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

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-E4.

Title*	Mr
Full forename(s)	Gavin, Neale
Surname	McQuistin
Former name(s) ②	
Country/State of residence ③	Scotland
Nationality	British
Month/year of birth ④	<div> <div>0</div> <div>5</div> </div> <div> <div>1</div> <div>9</div> <div>6</div> <div>0</div> </div>
Business occupation (if any) ⑤	Farmer

**① Appointments**

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

**② Former name(s)**

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

**③ Country/State of residence**

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

**④ Month and year of birth**

Please provide month and year only.

**⑤ 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 ⑥**

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

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

**⑥ Service address**

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

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

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

# IN01

## Application to register a company

### Director

<b>D1</b>	<b>Director appointments</b> ①												
Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.													
Title*	Mr												
Full forename(s)	Derek												
Surname	Sloan												
Former name(s) ②													
Country/State of residence ③	Scotland												
Nationality	British												
Month/year of birth ④	<table><tr><td>m</td><td>m</td><td>y</td><td>y</td></tr><tr><td>1</td><td>2</td><td>1</td><td>9</td></tr><tr><td></td><td></td><td>6</td><td>6</td></tr></table>	m	m	y	y	1	2	1	9			6	6
m	m	y	y										
1	2	1	9										
		6	6										
Business occupation (if any) ⑤													

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 (including maiden or married names) which have been used for business purposes in the last 20 years.

③ **Country/State of residence**  
This is in respect of your usual residential address as stated in section D4.

④ **Month and year of birth**  
Please provide month and year only.

⑤ **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.

<b>D2</b>	<b>Director's service address</b> ①
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

① **Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

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

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



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Application to register a company

**Corporate director**

<b>E1</b>	<b>Corporate director appointments ①</b>	
	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		

**① Additional appointments**  
If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.

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

<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 ②</b>
	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 ②	
Registration number	

**② EEA**  
A full list of countries of the EEA can be found in our guidance:  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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

<b>E4</b>	<b>Non-EEA companies</b>
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ④	
If applicable, the registration number	

**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.

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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-E4.

Title*	Mr
Full forename(s)	Andrew, George
Surname	Sinclair
Former name(s) ②	
Country/State of residence ③	Scotland
Nationality	British
Month/year of birth ④	<div> <div> <div>1</div> <div>0</div> </div> <div> <div>1</div> <div>9</div> <div>5</div> <div>5</div> </div> </div>
Business occupation (if any) ⑤	

**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 (including maiden or married names) which have been used for business purposes in the last 20 years.

**③ Country/State of residence**

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

**④ Month and year of birth**

Please provide month and year only.

**⑤ 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 ①**

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

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

**① Service address**

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

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

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

## 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-E4.	
Title*	Mr
Full forename(s)	John
Surname	Paterson
Former name(s) ②	
Country/State of residence ③	Scotland
Nationality	British
Month/year of birth ④	<div> <div> <div>X</div> <div>X</div> </div> <div> <div>m</div> <div>0</div> </div> <div> <div>m</div> <div>2</div> </div> <div> <div>y</div> <div>1</div> </div> <div> <div>y</div> <div>9</div> </div> <div> <div>y</div> <div>3</div> </div> <div> <div>y</div> <div>4</div> </div> </div>
Business occupation (if any) ⑤	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 (including maiden or married names) which have been used for business purposes in the last 20 years.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in section D4.

**④ Month and year of birth**  
Please provide month and year only.

**⑤ 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 ⑥	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

**⑥ 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.

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**Part 4****Statement of guarantee**

Is your company limited by guarantee?

→ **Yes** Complete the sections below.→ **No** Go to **Part 5** People with significant control (PSC).**G1****Subscribers**

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

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

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

**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.

**④ Class of members**

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

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary.

**Subscriber's details**

Forename(s) ①

Gavin, Neale

Surname ①

McQuistin

Address ②

The Kiosk, Gatehouse of Fleet, Castle Douglas

Dumfries and Galloway

Postcode

D G 7 2 H P

Amount guaranteed ③

£1

Class of member  
(if applicable) ④**Subscriber's details**

Forename(s) ①

Derek

Surname ①

Sloan

Address ②

The Kiosk, Gatehouse of Fleet, Castle Douglas

Dumfries and Galloway

Postcode

D G 7 2 H P

Amount guaranteed ③

£1

Class of member  
(if applicable) ④

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Application to register a company

## Subscriber's details

Forename(s) ①	John
Surname ①	Paterson
Address ②	Foundation Scotland, The Kiosk, Gatehouse of Fleet, Castle Douglas, Dumfries and Galloway
Postcode	D G 7 2 H P
Amount guaranteed ③	£1
Class of member (if applicable) ④	

## Subscriber's details

Forename(s) ①	Andrew, George
Surname ①	Sinclair
Address ②	Foundation Scotland, The Kiosk, Gatehouse of Fleet, Castle Douglas, Dumfries and Galloway
Postcode	D G 7 2 H P
Amount guaranteed ③	£1
Class of member (if applicable) ④	

## Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

## Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	£1
Class of member (if applicable) ④	

## 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.

## ④ Class of members

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

## Continuation pages

Please use a 'Subscribers' continuation page if necessary.

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Application to register a company

## Part 5

### People with significant control (PSC)

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

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

H1

#### Statement of initial significant control <sup>①</sup>

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

**① Statement of initial significant control**  
If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J

Please use the PSC continuation pages if necessary

H2

#### Statement of no PSC

*(Please tick the statement below if appropriate )*

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

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Application to register a company

## Individual PSC

H3

## Individual's details

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

Title\*

Full forename(s)

Surname

Country/State of residence<sup>①</sup>

Nationality

Month/year of birth<sup>②</sup><sup>①</sup> Country/State of residence

This is in respect of the usual residential address as stated in section H6.

<sup>②</sup> Month and year of birth

Please provide month and year only.

H4

Individual's service address<sup>①</sup>

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

Building name/number

Street

Post town

County/Region

Postcode

Country

<sup>①</sup> Service address

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

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

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Application to register a company

## Part 6

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

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

K1

### Election to keep secretaries' register information on the public register <sup>①</sup>

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

<sup>①</sup> only applies if the proposed company will have a secretary.

K2

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

**IMPORTANT:**

If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record <sup>②</sup>

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

<sup>②</sup> If the subscribers don't make this election, only the month and year of birth will be available on the public record.

K3

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

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

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

K4

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

**IMPORTANT:**

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

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

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

K5

### Election to keep PSC register information on the public register

**IMPORTANT:**

If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record <sup>③</sup>

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

☐ No objection was received by the subscribers from any eligible person <sup>④</sup> within the notice period before making the election.

<sup>③</sup> If the subscribers don't make this election, only the month and year of birth will be available on the public record.

**<sup>④</sup> Eligible person**

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



# IN01

## Application to register a company

J6

### Nature of control by a trust over which the ORP has significant control <sup>①</sup>

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

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

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

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

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

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

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

<sup>①</sup> Tick each that apply.

IN01

Application to register a company

**Part 7**      **Consent to act****L1****Consent statement**

Please tick the box to confirm consent.

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

**Part 8**      **Statement about individual PSC particulars****M1****Particulars of an individual PSC <sup>①</sup>**

Please tick the box to confirm.

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

<sup>①</sup> Only tick this if you have completed details of one or more individual PSCs in sections H3-H9

**Part 9**      **Statement of compliance**

This section must be completed by all companies.

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

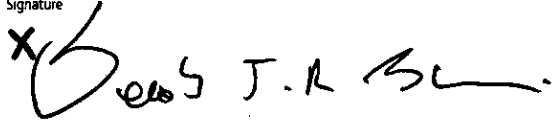


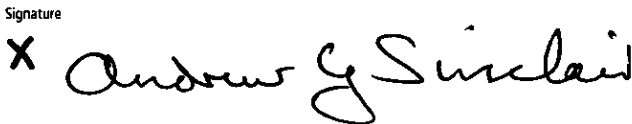
- **No** Go to **Section N1** (Statement of compliance delivered by the subscribers).
- **Yes** Go to **Section N2** (Statement of compliance delivered by an agent).

**N1****Statement of compliance delivered by the subscribers <sup>②</sup>**

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.

<sup>②</sup> **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  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X

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

IN01

Application to register a company

N2

**Statement of compliance delivered by an agent**

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

Agent's name	Cara Gillespie, Foundation Scotland
Building name/number	The Kiosk
Street	Gatehouse of Fleet
Post town	Castle Douglas
County/Region	Dumfries and Galloway
Postcode	D G 7 2 H P
Country	Scotland
Agent's signature	<div><div>Signature</div><div>X</div></div> <div>X</div>

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	Cara Gillespie
Company name	Foundation Scotland
Address	The Kiosk
	Gatehouse of Fleet
Post town	Castle Douglas
County/Region	Dumfries and Galloway
Postcode	D G 7 2 H P
Country	Scotland
DX	
Telephone	01557 814927

**Certificate**

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

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

**Checklist**

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following:**

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

**Important information**

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

**How to pay**

**A fee is payable on this form.**

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**Where to send**

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

**For companies registered in England and Wales:**

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**For companies registered in Scotland:**

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

**For companies registered in Northern Ireland:**

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

**Section 243 or 790ZF exemption**

If you are applying for, or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:

The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE.

**Further information**

For further information, please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**

**THE COMPANIES ACT 2006**

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

**MEMORANDUM of ASSOCIATION of  
Kilgallioch Community Benefit Company  
Ltd.**


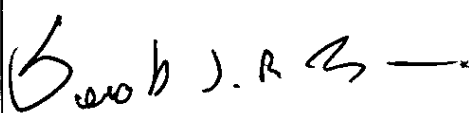


**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE**  
**CAPITAL**

**MEMORANDUM of ASSOCIATION**

of

**Kilgallioch Community Benefit Company Ltd.**

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

Name of each subscriber	Signature of each subscriber
Neale McQuistin	
Derek Sloan	
John Paterson	
Andrew Sinclair	

Dated 30<sup>th</sup> July 2017

**THE COMPANIES ACT 2006**

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

**ARTICLES of ASSOCIATION of  
Kilgallioch Community Benefit Company  
Ltd.**

**THE COMPANIES ACT 2006**

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

**ARTICLES of ASSOCIATION**

**Of**

**Kilgallioch Community Benefit Company Ltd.**

<b>CONTENTS</b>		
<b>GENERAL</b>	constitution of the company, defined terms, objects, powers, restrictions on use of assets, limit on liability, general structure	articles 1-15
<b>MEMBERS</b>	qualifications, number and composition, nomination, application, subscription, register, withdrawal, expulsion, termination/transfer	articles 16-31
<b>GENERAL MEETINGS (meetings of members)</b>	general, notice, special/ordinary resolutions, procedure	articles 32-57
<b>DIRECTORS</b>	eligibility, maximum number and composition, election/retiral/re-election, appointment by nomination, termination of office, register, office bearers, powers, personal interests	articles 58-84
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## **Constitution of company**

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

## **Defined terms**

2. In these articles of association, unless the context requires otherwise:
  - (a) “Act” means the Companies Act 2006;
  - (b) “area of benefit” means the communities listed in article 4, which are made up of the primary communities (defined in paragraph (j)) and the wider area communities (defined in paragraph (m));
  - (c) “charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
  - (d) “charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
  - (e) “community benefit agreement” means the agreement entered into by the company and Scottish Power Renewables (UK) Limited which governs the receipt, administration and distribution of community benefit sums by the company in relation to the Kilgallioch Windfarm;
  - (f) “community benefit sums” are defined in the community benefit agreement and are the sums paid to the company by Scottish Power Renewables (UK) Limited under the community benefit agreement;
  - (g) “community benefits” are defined in the community benefit agreement and include improvements in relation to community facilities, skills and employment, community and local events, sports and recreation, the environment, education and heritage;
  - (h) “Community Council” “community” and “communities” have the meaning of those areas defined by Community Council boundaries, as determined by Dumfries and Galloway Council and South Ayrshire Council respectively, or any successor local authority, under its Schemes for the Establishment of Community Councils;
  - (i) “electronic form” has the meaning given in section 1168 of the Act;

- (j) "primary communities" means the communities of Barrhill, New Luce, Old Luce and Kirkcowan, each being a "primary community";
  - (k) "Primary Community Councils" means the Community Councils of Barrhill, New Luce, Old Luce and Kirkcowan, each being a "Primary Community Council";
  - (l) "property" means any property, heritable or moveable, real or personal, wherever situated; and
  - (m) "wider area communities" means those communities in the area of benefit but excluding the primary communities. The wider area communities are Cairnryan, Castle Kennedy, Cree Valley, Garlieston, Isle of Whithorn, Kirkcolm, Kirkmabreck, Kirkmaiden, Leswalt, Lochans, Ochtrelure and Belmont, Port William, Portpatrick, Royal Burgh of Wigtown and District, Sorbie, Stoneykirk, Stranraer, The Royal Burgh of Whithorn and District, in Dumfries and Galloway; and Ballantrae, Barr, Colmonell and Lendalfoot, Dailly, Girvan and District, Pinwherry and Pinmore, in South Ayrshire, each being a "wider area community".
3. Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

### **Objects**

4. The company's objects are to provide community benefits in the area of benefit, i.e. the communities of:
- Cairnryan, Castle Kennedy, Cree Valley, Garlieston, Isle of Whithorn, Kirkcolm, Kirkcowan, Kirkmabreck, Kirkmaiden, Leswalt, Lochans, New Luce, Ochtrelure and Belmont, Old Luce, Port William, Portpatrick, Royal Burgh of Wigtown and District, Sorbie, Stoneykirk, Stranraer, The Royal Burgh of Whithorn and District, in Dumfries and Galloway; and the communities of Ballantrae, Barr, Barrhill, Colmonell and Lendalfoot, Dailly, Girvan and District, Pinwherry and Pinmore, in South Ayrshire
- by receiving, administering and distributing the community benefit sums provided by ScottishPower Renewables (UK) Limited in relation to the Kilgallioch Wind Farm in accordance with the community benefit agreement and as outlined in article 9.
5. The company's objects are restricted to those set out in article 4 (but subject to article 6).
6. The company may add to, remove or alter the statement of the company's objects in article 4; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

### **Powers**

7. Subject to article 8, the company may carry out any activity and do all such lawful things as may further the company's objects listed in article 4. In particular it shall have the following powers:
  - (a) To distribute the community benefit sums in accordance with the community benefit agreement; and
  - (b) To engage such consultants, advisers or other third parties as are considered appropriate from time to time.
8. Notwithstanding article 7 the company shall comply with its obligations under the community benefit agreement. In particular the company shall not advance loans or provide credit.

### **Restrictions on use of the company's assets**

9. The income and property of the company shall be applied solely towards the company's objects. In particular, the community benefit sums shall be distributed as follows:
  - (a) Barrhill- 15%
  - (b) New Luce- 15%
  - (c) Old Luce- 15%
  - (d) Kirkcowan- 15%
  - (e) Area of benefit- 40%
10. No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
11. The company shall have no paid employees.
12. For the avoidance of doubt, no director of the company shall be appointed as a paid employee of the company and no director shall hold any office under the company for which a salary or fee is payable.
13. No benefit (whether in money or in kind) shall be given by the company to any director except:
  - (a) repayment of out-of-pocket expenses; or
  - (b) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

### **Liability of members**

14. Each member undertakes that if the company is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:
- (a) payment of the company's debts and liabilities contracted before he/she ceases to be a member;
  - (b) payment of the costs, charges and expenses of winding up; and
  - (c) adjustment of the rights of the contributories among themselves.

### **General structure**

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

### **Qualifications for membership**

16. The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 21 to 25.
17. Membership shall be open to individuals over the age of 16 who are resident in the area of benefit.

### **Number and composition of the membership**

18. The maximum number of members shall be 44.
19. The maximum number of members nominated by each Primary Community Council (in accordance with articles 21 to 24) shall be 10.
20. As far as possible the number of members residing in each primary community shall be equal.

### **Nomination for membership**

21. As far as possible new members shall be admitted to the company through nomination by the Primary Community Councils. For the avoidance of doubt, nominations may be made for new members residing anywhere within the area of benefit.
22. Written notification of nomination for membership, in whatever form as may be reasonably required by the company, shall be submitted to the company by the Primary Community Councils.
23. Provided the individual nominated is qualified for membership and willing to become a member, the Directors shall not refuse admission to membership unless there are reasonable grounds to do so. For the avoidance of doubt, compliance with articles 18 to 20 would be reasonable grounds for refusal.
24. In the event that a nomination for membership is refused, the directors shall provide a written explanation to the relevant Primary Community Council.

### **Application for membership**

25. Subject to clauses 17 to 24, the directors may admit any individual to membership on completion of a written application in whatever form as may be reasonably required by the company. Directors shall not refuse admission to membership unless there are reasonable grounds to do so.

### **Membership subscription**

26. No membership subscription shall be payable.

### **Register of members**

27. The directors shall maintain a register of members, setting out:
  - (a) the full name and address of each member;
  - (b) the date on which he/she was admitted to membership;
  - (c) whether the member was admitted by nomination (in accordance with articles 21 to 24) or by application (in accordance with article 25);
  - (d) where the member was admitted by nomination in accordance with articles 21 to 24, the name of the nominating Primary Community Council; and
  - (e) the date on which any person ceased to be a member.

### **Withdrawal from membership**

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

### **Expulsion from membership**

29. Any person may be expelled from membership by special resolution (see article 42), providing the following procedures have been observed:
- (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
  - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

### **Termination/transfer**

30. Membership shall cease on death.
31. A member may not transfer his/her membership to any other person.

### **General meetings (meetings of members)**

32. The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.
33. Not more than 15 months shall elapse between one annual general meeting and the next.
34. The business of each annual general meeting shall include:
- (a) a report by the chair on the activities of the company
  - (b) consideration of the annual accounts of the company
  - (c) the election/re-election of directors, as referred to in articles 63 and 65.
35. Subject to articles 32, 33 and 36, the directors may convene a general meeting at any time.
36. The directors must convene a general meeting if there is a valid requisition by the members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

### **Notice of general meetings**

37. At least 14 clear days' notice must be given of a general meeting.
38. The reference to "clear days" in article 37 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
39. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 42) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
40. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
41. Notice of every general meeting shall be given
  - (a) in hard copy form
  - (b) in writing or (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
  - (c) (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.

### **Special resolutions and ordinary resolutions**

42. For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 37 to 41; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the total number of votes cast in relation to the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
43. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
  - (a) to alter its name
  - (b) to alter any provision of these articles or adopt new articles of association.
44. For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at a general

meeting, providing proper notice of the meeting has been given in accordance with articles 37 to 41.

#### **Procedure at general meetings**

45. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 15 individuals entitled to vote (each being a member or a proxy for a member).
46. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
47. The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
48. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
49. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
50. Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
  - (a) shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her; or
  - (b) shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require)providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
51. An instrument of proxy which does not conform with the provisions of article 50, or which is not lodged or sent in accordance with such provisions, shall be invalid.
52. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
53. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the company.



54. A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
55. If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall not be entitled to a casting vote.
56. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as members or proxies for members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
57. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

### **Eligibility**

58. A person shall not be eligible for election/appointment as a director unless he/she is a member of the company.
59. Any member who is willing to act as a director, and is permitted by law to do so, may (subject to the articles 60 to 62) be elected / appointed to be a director

### **Maximum number of directors and composition of the Board**

60. The maximum number of directors shall be 12.
61. The maximum number of directors who reside in each of the primary communities shall be 2. For the avoidance of doubt, this maximum of 2 directors per primary community includes any directors appointed in accordance with article 66.
62. The maximum number of directors who reside in the wider area communities shall be 4.

### **Election, retiral, re-election**

63. At each annual general meeting, the members may (subject to articles 59 to 63) elect any member (providing he/she is willing to act) to be a director.

64. The directors may at any time appoint any member (providing he/she is willing to act) to be a director (subject to articles 60 to 62).
65. At each annual general meeting, all of the directors elected or appointed under articles 63 and 64 shall retire from office - but shall then be eligible for re-election.

#### **Appointment of directors nominated by the Primary Community Councils**

66. Each of the Primary Community Councils shall be entitled to nominate one member who is also a current Community Councillor to serve as a director. The directors shall, at the directors' meeting which follows receipt of any such nomination appoint the director with immediate effect (subject to articles 60 to 62).
67. A director appointed under article 66 shall not be required to retire from office at any annual general meeting.

#### **Termination of office**

68. A director shall automatically vacate office if:
  - (a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director;
  - (b) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;
  - (c) he/she ceases to be a member of the company;
  - (d) in the case of a director appointed under article 66, the director ceases to be a Community Councillor or if the Primary Community Council withdraws its nomination by written notice to the company to that effect;
  - (e) he/she resigns office by notice to the company;
  - (f) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office;
  - (g) he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have committed a material breach of the code of conduct for directors in force from time to time (as referred to in article 97); or
  - (h) he/she is removed from office by ordinary resolution by the members (special notice having been given) in pursuance of section 168 of the Act.

69. A resolution under paragraph (g) of article 68 shall be valid only if:
- (a) the director who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for his/her removal is to be proposed;
  - (b) the director concerned is given the opportunity to address the meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote; and
  - (c) at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

#### **Register of directors**

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

#### **Office bearers**

71. The directors shall appoint from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.
72. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-appointment in accordance with article 71.
73. A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

#### **Powers of directors**

74. Subject to the provisions of the Act, and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.
75. A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

#### **Personal interests**

76. A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred (in terms of article 92) from voting on the question of whether or not the company should enter into that arrangement.

77. Subject to article 78, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director or any limited liability partnership of which he/she is a member or any Scottish charitable incorporated organisation of which he/she is a charity trustee or any registered society or unincorporated association of which he/she is a management committee member (or any other party who/which is deemed to be connected with him/her for the purposes of the Act) , has a personal interest in that arrangement.
78. A director need not declare a personal interest if it cannot reasonably be regarded as likely to give rise to a conflict of interest with the company or if the other directors are already aware of that personal interest.
79. Provided
- (a) he/she has declared his/her interest
  - (b) he/she has not voted on the question of whether or not the company should enter into the relevant arrangement and
  - (c) the requirements of article 83 are complied with,
- a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a personal interest under article 77) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
80. The directors shall be entitled, for the purposes of section 175 of the Act, to authorise (by way of resolution to that effect) any conflict situation (as defined for the purposes of that section of the Act) that may arise (such that the duty of the director concerned, under that section, to avoid conflicts of interest is not infringed) and to amend or vary any such authorisation; the directors may give such authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances.
81. For the avoidance of doubt, the provisions of section 175 of the Act and article 80 do not apply to a conflict of interest relating to a transaction or arrangement with the company; conflicts of that kind are regulated by the provisions of articles 76 to 79 and articles 92 to 95.
82. No director may serve as an employee (full time or part time) of the company, and no director may be given any remuneration by the company for carrying out his/her duties as a director.
83. Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then
- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable

- (b) the directors must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount); and
  - (c) less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).
- 84. The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

#### **Procedure at directors' meetings**

- 85. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 86. Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- 87. No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be a majority of the directors.
- 88. Directors are considered to be present in a meeting for the purposes of article 87 when they can each communicate with the other directors. It is irrelevant where any director is or how they communicate with each other.
- 89. If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 90. Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 91. The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.
- 92. A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 93. For the purposes of article 92, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited

company of which he/she is a substantial shareholder or director or any limited liability partnership of which he/she is a member or any Scottish charitable incorporated organisation of which he/she is a charity trustee or any registered society or unincorporated association of which he/she is a management committee member has a personal interest in that matter.

94. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
95. The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 92 to 94.

### **Conduct of directors**

96. Each of the directors shall, in exercising his/her functions as a director of the company, act in the interests of the company; and, in particular, must
- (a) seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects.
  - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
  - (c) in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party
    - (i) put the interests of the company before that of the other party, in taking decisions as a director; or
    - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question
97. Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board of directors from time to time.
98. For the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association; and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

### **Delegation to sub-committees**

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

company (or the holder of any other post) such of their powers as they may consider appropriate.

100. Any delegation of powers under article 99 may be made subject to such conditions as the directors may impose and may be revoked or altered.
101. The rules of procedure for any sub-committee shall be as prescribed by the directors.

#### **Operation of bank accounts**

102. The signatures of two out of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the company; at least one out of the two signatures must be the signature of a director.

#### **Secretary**

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

#### **Minutes**

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

#### **Accounting records and annual accounts**

105. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
106. The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
107. No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the company.

#### **Notices**

108. Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member or be sent by post in a pre-paid

envelope addressed to the member at the address last intimated by him/her to the company or (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.

109. Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
110. Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

### **Winding-up**

111. If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall be transferred in accordance with the community benefit agreement or as otherwise agreed between the members of the company and Scottishpower Renewables (UK) Limited at or before the time of dissolution (or, failing such determination, by such court as may have or acquire jurisdiction).
112. To the extent that effect cannot be given to article 111, the relevant property shall be applied for community benefits.

### **Indemnity**

113. Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.
114. The company shall be entitled (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office; and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).