

FILE COPY



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

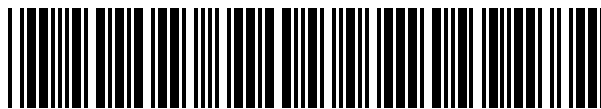
Company Number **761758**

The Registrar of Companies for Scotland, hereby certifies that

FOSSOWAY COMMUNITY DEVELOPMENT LIMITED

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, Edinburgh, on **10th March 2023**



NSC761758P



Companies House



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



Companies House

IN01(ef)

Application to register a company



Received for filing in Electronic Format on the: **09/03/2023**

XBYYWVVE

Company Name in full: **FOSSOWAY COMMUNITY DEVELOPMENT LIMITED**

Company Type: **Private company limited by guarantee**

Situation of Registered Office: **Scotland**

Proposed Registered Office Address: **MOOREND WAULKMILL ROAD
CROOK OF DEVON
KINROSS
SCOTLAND KY13 0UZ**

Sic Codes: **93290
96090**

Persons with Significant Control (PSC)

Statement of no PSC

The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company

Statement of Guarantee

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:

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

Name: **MICHAEL BARNACLE**

Address **MOOREND WAULKMILL ROAD
CROOK OF DEVON
KINROSS
SCOTLAND
KY13 0UZ**

Amount Guaranteed **1**

Name: **MARION ANNESS**

Address **2 GATESIDE COTTAGE SOLSGIRTH
DOLLAR
SCOTLAND
FK14 7NB**

Amount Guaranteed **1**

Name: **BENJAMIN THORNBER**

Address **MERRYHILLS RUMBLING BRIDGE
KINROSS
SCOTLAND
KY13 0PX**

Amount Guaranteed **1**

Statement of Compliance

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

Name: **MICHAEL BARNACLE**

Authenticated **YES**

Name: **MARION ANNESS**

Authenticated **YES**

Name: **BENJAMIN THORNER**

Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of FOSSOWAY COMMUNITY DEVELOPMENT LIMITED

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
MICHAEL BARNACLE	Authenticated Electronically
MARION ANNESS	Authenticated Electronically
BENJAMIN THORNBUR	Authenticated Electronically

Dated: 09/03/2023

ARTICLES OF ASSOCIATION

THE COMPANIES ACT 2006

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

**ARTICLES of ASSOCIATION of
FOSSOWAY COMMUNITY
DEVELOPMENT LIMITED**

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

THE COMPANIES ACT 2006

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

**ARTICLES of ASSOCIATION of
FOSSOWAY COMMUNITY DEVELOPMENT LIMITED**

CONTENTS		
GENERAL	constitution of the company, defined terms, objects, powers, restrictions on use of assets, limit on liability, general structure	articles 1-15
MEMBERS	categories, qualifications, application, minimum number, re-registration, arrangements involving the company's website, register, withdrawal, expulsion, termination/transfer	articles 16-48
GENERAL MEETINGS (meetings of members)	general, notice, special/ordinary resolutions, procedure	articles 49-94
DIRECTORS	categories, maximum/minimum number, eligibility, election/retiral/re-election (Member Directors), appointment/re-appointment (Co-opted Directors), termination of office, register, office bearers, powers, conflicts of interest involving directors (or those connected with directors) – general, conflicts of interest relating to transactions/arrangements with the company, conflict of interest situations, remuneration and expenses	articles 95-132
DIRECTORS' MEETINGS	procedure, conduct of directors	articles 133-156
ADMINISTRATION	committees, operation of bank accounts, secretary, minutes, accounting records and annual accounts, notices	articles 157-173
MISCELLANEOUS	winding-up, indemnity	articles 174-180

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) "board" means the directors;
- (b) "charity" means a body which is either a Scottish charity, or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
- (c) "charitable purpose" means a charitable purpose under section 7 of the Scottish Charities Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
- (d) "community body" means a community body within the meaning of section 34 of the Land Reform (Scotland) Act 2003 (as amended by section 37 of the Community Empowerment (Scotland) Act 2015) which is also regarded as a community body for the purposes of section 49(2)(h) of the Land Reform (Scotland) Act 2016;
- (e) "community transfer body" means a community transfer body within the meaning of section 77 of the Community Empowerment (Scotland) Act 2015 (as read with section 19 of the Community Empowerment (Scotland) Act 2015);

"community" means the area described in Clause 4;
- (f) "Companies Act" means the Companies Act 2006;
- (g) "crofting community body" means a crofting community body within the meaning of section 71 of the Land Reform (Scotland) Act 2003 (as amended by section 62 of the Community Empowerment (Scotland) Act 2015);
- (h) "OSCR" means the Office of the Scottish Charity Regulator;
- (i) "Part 3A community body" means a Part 3A community body with the meaning of section 97D of the Land Reform (Scotland) Act 2003 (as inserted by section 74 of the Community Empowerment (Scotland) Act 2015);

- (j) "Part 5 community body" means a Part 5 community body within the meaning of section 49 of the Land Reform (Scotland) Act 2016;
 - (k) "property" means any property or other asset (which may include rights or interests in land and intellectual property);
 - (l) "Scottish Charities Act" means the Charities and Trustee Investment (Scotland) Act 2005;
 - (m) "Scottish charity" means a "Scottish charity" within the meaning of section 13 of the Scottish Charities Act;
 - (n) "subsidiary" has the meaning given in section 1159 of the Companies Act;
 - (o) "sustainable development" means development which meets the needs of the present without compromising the ability of future generations to meet their own needs.
- 3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Objects

- 4 The company has been formed to benefit principally the community of Fossoway covering the communities of Crook of Devon, Powmill, Blairingone and Carnbo ("the Community") with the following objects:
- (1) The advancement of community development (including the advancement of rural regeneration) principally within the Community;
 - (2) The advancement of citizenship or community development;
 - (3) The advancement of the arts, heritage, culture or science;
 - (4) The provision and/or organisation of recreational facilities for the benefit of the community;
 - (5) The advancement of environmental protection or improvement in and for the community.
- But only to the extent that the above purposes are consistent with furthering the achievement of sustainable development.
- 5 The company's objects are restricted to those set out in article 4 (but subject to article 6).
- 6 The company may (subject to article 65) 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 The company has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 8 In particular, (but without limiting the range of powers available under the Scottish Charities Act) the company has power:
 - (a) To register any interest in land and to exercise any right to buy under Part 2 of the Land Reform (Scotland) Act 2003.
 - (b) To exercise any right to buy under Part 3A of the Land Reform (Scotland) Act 2003.
 - (c) To exercise any right to buy under Part 5 of the Land Reform (Scotland) Act 2016.
 - (d) To make any participation request under Part 3 of the Community Empowerment (Scotland) Act 2015, and to take any appropriate steps following upon the making of any such request.
 - (e) To make any asset transfer request under Part 5 of the Community Empowerment (Scotland) Act 2015, and to take any appropriate steps following upon the making of any such request.

Restrictions on use of the company's assets

- 9 The income and property of the company shall be applied solely towards promoting the company's objects (as set out in article 4); and in particular (but without limiting the generality of that provision) any surplus funds or assets of the company must be applied for the benefit of the Community.
- 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 No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
- 12 No benefit (whether in money or in kind) shall be given by the company to any director except:
 - (a) repayment of out-of-pocket expenses; or
 - (b) reasonable payment in return for particular services (outwith the ordinary duties of a director) actually rendered to the company.

- 13 Notwithstanding the provisions of articles 11 and 12, the company may make any payment to any individual who is a member or director of the company, where that payment is made in direct furtherance of the objects of the company.

Liability of members

- 14 Each member undertakes that if the company is wound up while they are a member (or within one year after they cease to be a member), they 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 they cease 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 - comprising (i) Ordinary Members (who have the right to participate in the annual general meeting (and any other general meeting) and have important powers under the articles of association and the Companies Act; in particular, the Ordinary Members elect people to serve as directors and take decisions in relation to changes to the articles themselves), (ii) the Associate Members and (iii) the Junior Members; and
 - (b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

MEMBERS

Categories of Members

- 16 For the purposes of these articles:-
- (a) "Ordinary Member" means a member who fulfils the qualifications set out in article 19; "Ordinary Membership" shall be interpreted accordingly;