

FILE COPY



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

Company No. 333208

The Registrar of Companies for Scotland hereby certifies that

KILFINAN COMMUNITY FOREST COMPANY

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Edinburgh, the 31st October 2007



NSC333208A



C O M P A N I E S H O U S E



Companies House
— for the record —

12

Declaration on application for registration

Please complete in typescript,
or in bold black capitals

CHFP000

Company Name in full

[Empty box]

KILFINAN COMMUNITY FOREST COMPANY

I,
of

MICHAELA SHARON HUNTER

† Please delete as appropriate

do solemnly and sincerely declare that I am a † [~~Solicitor engaged in the formation of the company~~] person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

Michaela S Hunter

Declared at

DUNOON

Day Month Year

On

2	3	10	20	07
---	---	----	----	----

● Please print name

before me ●

SHEENA MARGARET PATERSON WALKER

Signed

Sheena M Walker

Date

23/10/2007

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query

132 CATHCART STREET
GREENOCK
PAIS 1BQ Tel 01475 921251
DX number GR4 GREENOCK DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

SCT 31/10/2007 15
COMPANIES HOUSE



Companies House
for the record

Please complete in typescript,
or in bold black capitals.

CHFP000

30(5)(a)

Declaration on application for registration of a company
exempt from the requirement to use the word "limited" or
"cyfyngedig"

[Redacted box]

Company Name in full

KILFINAN COMMUNITY FOREST COMPANY

I,

MICHAELA HUNTER

of

DUNBEAG, TIGHNABRUACH, ARGYLL

~~a (Solicitor engaged in the formation of the company)~~ person named as
director or secretary of the company in the statement delivered under
section 10 of the Companies Act 1985 do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

† Please delete as appropriate

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Michaela S Hunter

Declared at

DUNNOON

Day Month Year

on

23 10 2007

• Please print name

before me

SHARON MARGARET PATERSON WALKER

Signed

Sharon Walker

Date

23/10/07

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query

FRANKSON & DISELDOFF
132 CATHCART STREET, GREENOCK
Tel 01369 702071
DX number 624 DX exchange GREENOCK

When you have completed and signed the form please send it to the
Registrar of Companies at
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh

WEDNESDAY

COMPANIES HOUSE



PROVED
SINCE 30
SINC 0338
jc

10

Please complete in typescript,
or in bold black capitals

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

[Empty box]

Company Name in full

KELFINAN COMMUNITY FOREST COMPANY

Proposed Registered Office

(PO Box numbers only, are not acceptable)

DUNBEAG

[Empty box]

Post town

TIGHNABRUACH

County / Region

ARGYLL

Postcode

PA21 2DU

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address

Agent's Name

[Empty box]

Address

[Empty box]

[Empty box]

Post town

[Empty box]

County / Region

[Empty box]

Postcode

[Empty box]

Number of continuation sheets attached

11

You do not have to give any contact information in the box opposite but if

MICHAELA HUNTER
DUNBEAG, TIGHNABRUACH, ARGYLL, PA21 2DU
Tel 01700 811809
DX number DX exchange

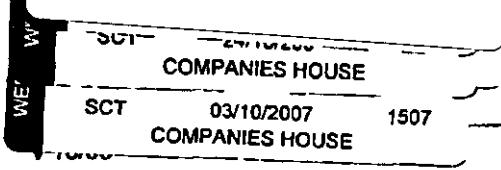
When you have completed and signed the form please send it to the Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh
or LP 4 Edinburgh 2



Company Secretary (see notes 1-5)

Company name KILFINAN COMMUNITY FOREST COMPANY

NAME *Style / Title MISS *Honours etc BSc (Hons)

* Voluntary details

Forename(s) MICHAELA SHARON

Surname HUNTER

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† DUNDEE, TIGHNABRUACH

Post town ~~DUNDEE~~ TIGHNABRUACH

County / Region ARGYLL **Postcode** PA21 2DU

Country SCOTLAND

I consent to act as secretary of the company named on page 1

Consent signature Michaela Hunter **Date** 8/9/07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title MR *Honours etc

Forename(s) PETER JOHN

Surname BLACK

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address in the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† ACHNANA, BALLEMORE ESTATE

Post town OTTER FERRY

Post town TIGHNABRUACH

County / Region ARGYLL **Postcode** PA21 2DH

Country SCOTLAND

Date of birth Day Month Year 23 04 1972 **Nationality** SCOTTISH

Business occupation FARMER

Other directorships

I consent to act as director of the company named on page 1

Consent signature Peter Black **Date** 8/9/07

Company Secretary (see notes 1 5)

Company name

NAME *Style / Title *Honours etc

* Voluntary details Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address in the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

Post town

County / Region Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature Date

Directors (see notes 1 5)

Please list directors in alphabetical order

NAME *Style / Title *Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address in the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

Post town

County / Region Postcode

Country

Day Month Year Nationality

Date of birth

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature Date

Company Secretary (see notes 1 5)

Company name **KILFINAN COMMUNITY FOREST COMPANY**

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

Post town

County / Region Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature Date

Directors (see notes 1 5)

Please list directors in alphabetical order

NAME *Style / Title *Honours etc

Forename(s) **Robert ~~Blair~~ Jonathan**

Surname **Blair**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

Post town **Augusta**

County / Region **Argyll** Postcode **PA21 2SD**

Country

Day Month Year

Date of birth **30 09 1968** Nationality **BRITISH**

Business occupation **Gardener**

Other directorships

I consent to act as director of the company named on page 1

Consent signature Date **8 8 .07**

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address **

** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address **

** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

MR *Honours etc

Forename(s) BRIAN JOSEPH ~~LEECH~~

Surname LEECH

Previous forename(s) NONE

Previous surname(s) NONE

Address **

Post town

County / Region

Postcode PA 21 2AH

Country

Day Month Year 09 04 1936

Nationality BRITISH

Business occupation RETIRED LOCAL GOVT. OFFICER.

Other directorships

I consent to act as director of the company named on page 1

Consent signature Brian Leech Date 8th Aug 2007

Company Secretary (see notes 1 5)

Company name

KILFINAN COMMUNITY FOREST COMPANY

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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Address ††

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1 5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

Company Secretary (see notes 1-5)

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Company name **KILFINAN COMMUNITY FOREST COMPANY**

NAME *Style / Title _____ *Honours etc _____

Forename(s) _____

Surname _____

Previous forename(s) _____

Previous surname(s) _____

Address †† _____

Post town _____

County / Region _____ Postcode _____

Country _____

I consent to act as secretary of the company named on page 1

Consent signature _____ Date _____

Directors (see notes 1-5)

Please list directors in alphabetical order

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME *Style / Title **Mrs** *Honours etc _____

Forename(s) **VANESSA EDITH**

Surname **BARLOW**

Previous forename(s) _____

Previous surname(s) _____

Address †† **28 BALLINMORE EST**

OTTER FERRY

Post town **TIGHABRUAICH**

County / Region **ARGYLL** Postcode **PA21 2DH**

Country _____

Date of birth Day Month Year **14 05 1970** Nationality **BRITISH**

Business occupation **RETIRED**

Other directorships _____

I consent to act as director of the company named on page 1

Consent signature **Barlow** Date **21st Aug / 2007**

Company Secretary (see notes 1 5)

Company name

KILFINAN COMMUNITY FOREST COMPANY

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1 5)

Please list directors in alphabetical order

NAME *Style / Title

MR.

*Honours etc

Forename(s)

IAN

Surname

HOLT.

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

28, BALMORRE ESTATE,

OTTER FERRY

Post town

TIGHNABRUACH.

County / Region

ARGYLL

Postcode

PA21 2DH

Country

SCOTLAND.

Day Month Year

Date of birth

29 01 1968

Nationality

BRITISH

Business occupation

VOCATIONAL TRAINING INSTRUCTOR.

Other directorships

I consent to act as director of the company named on page 1

Consent signature

I. Holt.

Date

21/08/07.

Company Secretary (see notes 1-6)

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Company name **KILFINAN COMMUNITY FOREST COMPANY**

NAME *Style / Title _____ *Honours etc _____

Forename(s) _____

Surname _____

Previous forename(s) _____

Previous surname(s) _____

Address †† _____

Post town _____

County / Region _____ Postcode _____

Country _____

I consent to act as secretary of the company named on page 1

Consent signature _____ Date _____

Directors (see notes 1-5)

Please list directors in alphabetical order

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME *Style / Title **MR** *Honours etc _____

Forename(s) **STUART**

Surname **JACK**

Previous forename(s) _____

Previous surname(s) _____

Address †† **2 BERRYBURN**

Post town **KAMES**

County / Region **ARGYLL** Postcode **PA212BQ**

Country _____

Day Month Year

Date of birth **03 07 1969** Nationality **SCOTTISH**

Business occupation **MACHINE ENGINEER**

Other directorships _____

I consent to act as director of the company named on page 1

Consent signature **[Signature]** Date **21/08/09**

Company Secretary (see notes 1 5)

Company name

KELFINAN COMMUNITY FOREST COMPANY

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1 5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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Address ††

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

Ms

KRISTIN LEICHT

COSY COTTAGE ADDRESS
TIGHNA BRUAICH

ARGYLL Postcode PA21 2BG

UK

30 | 12 | 1970 Nationality GERMAN

CONSULTANT

08.08.2007

Company Secretary (see notes 1-5)

Company name

KILFINAN COMMUNITY FOREST COMPANY

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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Address **

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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Address **

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

Company Secretary (see notes 1-5)

Company name

KILFINAN COMMUNITY FOREST COMPANY

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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Address ††

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MS. *Honours etc

Forename(s)

ANNE ELIZABETH GENTLEMAN

Surname

STEWART

Previous forename(s)

Previous surname(s)

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Address ††

Post town

County / Region

Postcode

Country

8 CHARLES TERRACE

KAMES

TIGHWABRUACH

ARQUHILL BURIE

PA21 2AA

SCOTLAND

Day Month Year

Date of birth

21 10 1947

Nationality

SCOTTISH

Business occupation

RETIRED

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Anne E. Stewart

Date

7th August 2007

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

Post town

County / Region Postcode

Country

Date of birth Day Month Year Nationality

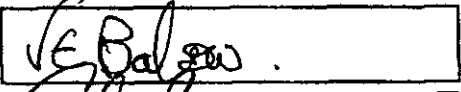
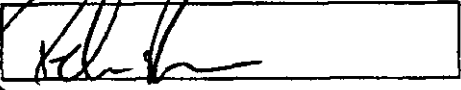
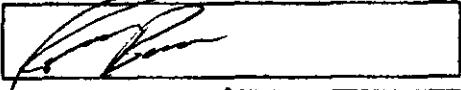
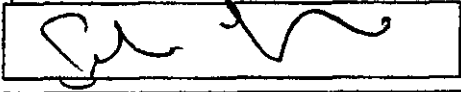
Business occupation

Other directorships

I consent to act as director of the company named on page 1

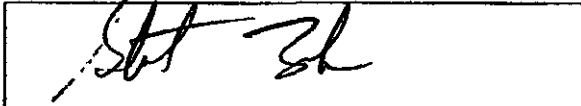
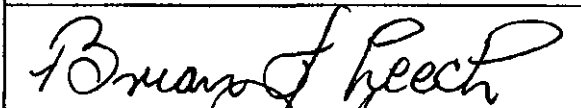

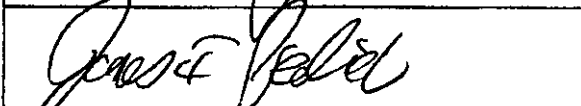
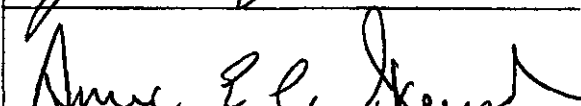
Consent signature Date

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e. those who signed as members on the memorandum of association).

Signed		Date	22/9/07
Signed		Date	22/9/07
Signed	DAVID BLAU	Date	23/09/07
Signed		Date	22/9/07
Signed		Date	20-9-07
Signed	A Holtz	Date	22-9-07
Signed	Michaela S Hinder	Date	23/9/07

BACK
 BACK
 BACK
 BACK
 FULTON
 BLT
 Hinder

Kilfinan Community Forest Company

Signed		Date	22/09/07
Signed		Date	22/09/07
Signed		Date	22.09.07
Signed		Date	22/09/07
Signed		Date	22.09.07

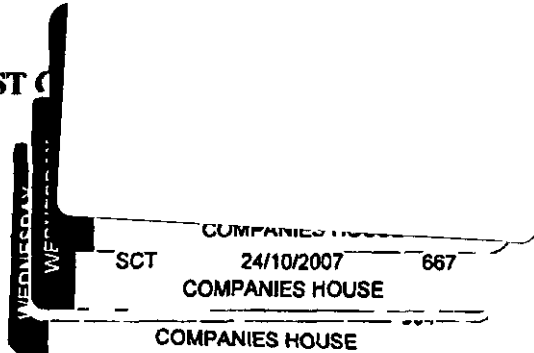
CC
FEB
EDINBURGH

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

MEMORANDUM OF ASSOCIATION

of

KILFINAN COMMUNITY FOREST C



1. The name of the Company is "KILFINAN COMMUNITY FOREST COMPANY LIMITED"
2. The registered office of the Company will be situated in Scotland
3. The Company is established to benefit the community of Kilfinan (as defined by the postcode unit PA21 and hereon in as "the Community") with the following Objects which are:
 - 3.1 To manage community land and associated assets for the benefit of the Community and the public in general as an important part of the protection and sustainable development of Scotland's natural environment, where "sustainable development" means development which meets the needs of the present without compromising the ability of future generations to meet their own needs.
 - 3.2 To promote, for the public benefit, rural regeneration, following principles of sustainable development (where 'sustainable development' means development which meets the needs of the present without compromising the ability of future generations to meet their own needs), in areas of social and economic deprivation within the Community by all or any of the following means
 - 3.2.1 the provision of financial assistance, technical assistance, or business advice or consultancy in order to provide training and employment opportunities for unemployed people in cases of financial or other charitable need through help
 - (i) in setting up their own business, or
 - (ii) to existing businesses;
 - 3.2.2 the creation of training and employment opportunities by the provision of workspace, buildings and/or land for use on favourable terms,

3 2 3 the provision of housing for those who are in conditions of need and the improvement of housing in the public sector or in charitable ownership provided that such power shall not extend to relieving any local authorities or other bodies of a statutory duty to provide or improve housing;

3 2 4 the maintenance, improvement or provision of public amenities;

3 2 5 the preservation of buildings or sites of historic or architectural importance,

3.2 6 the provision or assistance in the provision of recreational facilities for those who, by reasons of their youth, age, infirmity or disablement, poverty or social and economic circumstances, have need of such facilities and for the public at large;

3.2.7 the protection or conservation of the environment; and

3 3 To advance the education of the Community about its environment, culture and/or history, and

3 4 Such other purposes ancillary thereto as may be necessary or desirable for the furtherance of the foregoing objects

4 In furtherance of the above Objects but not further or otherwise the Company shall have the following powers:

a) to assist financially or otherwise any body, trust, association or organisation (whether incorporated or not) which has purposes consistent with the above Objects and which are charitable by the law of Scotland

b) to take and accept any gift of money, property or other assets (including instalments of money to be paid under deed or covenant and money transferred to the Company by way of loan) upon or for any special trusts institutions or purposes (provided that the same shall be connected with the objects for whose benefit the Company is established) including trusts institutions and purposes either specified or to be specified by some person other than the Company or in default of any trust institution or purpose being specified to be selected by the Company at its discretion from a class or classes of trusts institutions or purposes specified by some such other person or persons and in either case with or without such person being named as the donor;

c) to invest in its own name or in the name of nominees moneys of such Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

- d) to delegate upon such terms and with such remuneration as the Company shall think fit to professional investment managers ("the Managers") the exercise of the power contained in the foregoing sub-clause (c) provided always that:
- (i) the Managers shall be persons who are authorised to carry out regulated activities under the provisions of the Financial Services and Markets Acts 2000 or any statutory modification or re-enactment of the same;
 - (ii) the Company shall authorise the Managers to exercise such delegated power as aforesaid only within clear investment policy guidelines laid down from time to time by the Company and the Company shall use its best endeavours to ensure that those guidelines are observed,
 - (iii) the Managers shall be under a duty to report promptly to the Company and exercise of the power delegated as aforesaid and to report all transactions at least within 14 days and to report on performance of any investments managed by them at least every 3 months,
 - (iv) the Company shall at all times be free forthwith to review alter or determine such delegation and the terms thereof,
 - (v) the Company shall review such delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Company to undertake such review within the said period of 12 months shall not invalidate the delegation;
- e) to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any company or undertaking established with the intention of directly benefiting the Company provided always that appropriate professional advice shall have been sought before making such subscription or acquisition,
- f) to make any donations in cash or assets or to establish or support or aid in the establishment or support or maintenance of or to constitute or lend money (with or without security) to or for any purpose, but in any such case in furtherance of the Objects;
- g) to undertake and execute trusts and to act as trustees of any trusts which have objects altogether or mainly similar to those of the Company,
- h) to amalgamate with any companies, institutions, societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Company and prohibit payment of any dividend or profit to and the distribution of any of their assets amongst the members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association,

- i) to appoint a President, Vice President(s) and Patrons and such other honorary officers for such period and subject to such privileges and conditions as may be thought fit,
- j) to pay any sum of income or capital intended to be applied for the purposes set out herein to the Treasurer or other proper official of any body trust association or organisation (whether incorporated or not) whose objects are for the time being consistent with the objects set out herein.
- k) to make and alter such rules and regulations as may be requisite for the efficient management, development and administration of the Company,
- l) to borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit subject to such consents as may be required by law;
- m) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company,
- n) to raise funds, organize appeals and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- o) to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges anywhere in the world, and to construct, maintain and alter buildings or erections, to sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Company subject to such consents as may be required by law; and to execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of the said property;
- p) to register an interest in land and to exercise the right to buy under the Land Reform (Scotland) Act 2003 including any statutory amendment or re enactment thereof for the time being in force ("**the Land Reform Act**"),
- q) to employ or engage, and to pay upon such reasonable and proper terms as may be thought fit, such persons or person (not being directors of the Company) whether on a full-time or part time basis and whether as employee or consultant to supervise, organize, carry on the work of and advise the Company, as maybe necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of the pensions and superannuation of staff and dependants,
- r) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects,

- s) to co-operate with charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar purposes and to exchange information and advice with them;
- t) to promote and organise co operation between statutory bodies and other organisations within the area of benefit and its immediate neighbourhood;
- u) to procure and provide information relevant to the furtherance of the Objects,
- v) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation, registration and administration of the Company,
- w) to effect insurance of all kinds (which may include indemnity insurance in respect of Directors and employees)
- x) to do all such other lawful things as are necessary for the achievement of the Objects.

5. The income and property of the Company shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company, and no director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company provided that nothing in this Memorandum of Association shall prevent any payment in good faith by the Company:

- (1) of the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession, or by any partner firm of company of his or hers, when instructed by the Company to act in a professional capacity on its behalf (provided that at no time shall a majority of the directors benefit under this provision and provided that a director shall withdraw from any meeting at which his or her appointment or remuneration, or that of any such partner firm or company referred to above, is under discussion),
- (2) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a director;
- (3) of interest on money lent by any member of the Company or director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the directors;
- (4) of fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a member holding not more than 1/100th part of the issued capital of that company;
- (5) of reasonable and proper rent for premises demised or let by any member of the Company or a director;
- (6) to any director of reasonable out of pocket expenses,

(7) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Company provided that such insurance shall not extend to indemnification against liability for wilful or criminal wrongdoing or default;

6. The liability of the members is limited.

7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Company's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

8. 8.1 The winding up of the Company may take place only on the decision of not less than 75% of its Ordinary Members who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose

8.2 If, on the winding up of the Company, any property remains, after satisfaction of all its debts and liabilities, such property (including any land acquired by it in terms of the Land Reform Act) shall be given or transferred to any one or more recognised charities that are "community bodies" in terms of Section 34 of the Land Reform Act

(a) having the same or a similar object(s) to the Objects,



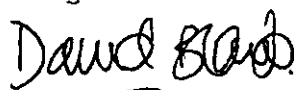

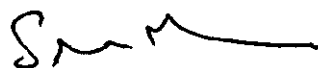

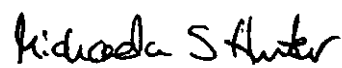
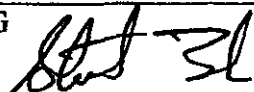
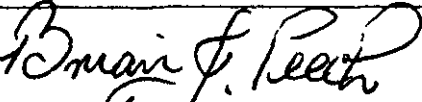
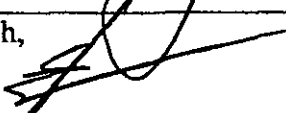

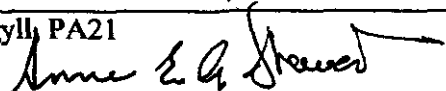
(b) as determined by not less than 75% of the Ordinary Members of the Company present and voting at an General Meeting called specifically (but not necessarily exclusively) for the purpose, and

(c) as approved thereafter by the Scottish Ministers

8.3 If no community body is determined by the Ordinary Members and approved by Scottish Ministers in terms of Clause 8.2, such property referred to in Clause 8.2 shall be given or transferred to the Scottish Ministers or to any one or more charitable community bodies as the Scottish Ministers may direct in terms of Section 34 of the Land Reform Act

X

Names, Addresses and Signatures of Subscribers

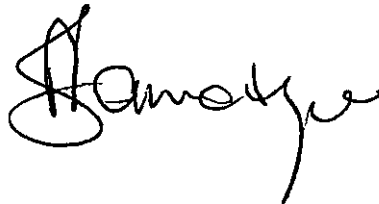
Name	Address	Signature
Vanessa Edith Barlow	28 Ballimore Estate, Otter Ferry, Argyll	
Peter Black	Achnaha, Ballimore Estate, Otter Ferry, Argyll, PA21 2DY	
David Blair	Dunbeag, Tighnabruaich, PA21 2DU	
Robert Blair	Augusta, Bobby's Brae, Tighnabruaich, PA21 2BD	
Stuart Fulton	Seaview, Kames, Argyll, PA21 2AG	
Ian Holt	28 Ballimore Estate, Otter Ferry, Argyll	
Michaela Hunter	Dunbeag, Tighnabruaich, PA21 2DU	
Stuart Jack	2 Berryburn, Kames, Argyll, PA21 2BG	
Brian Leech	Corra Farm House, Ardlamont, Tighnabruaich, Argyll, PA21 2AH	
Kristin Leicht	Cosy Cottage, Ardess, Tighnabruaich, PA21 2BG	
James Perlich	8 Kyles of Bute Lodges, Tighnabruaich, PA21 2AB	
Annie Stewart	8 Charles Terrace, Kames, Argyll, PA21 2AA	

Dated: 17/10/07

Witness to all the above signatures:

Name PETER BANNATYNE

Signature



Address THE WILFREE

KAMES PA21 2AB

Occupation: RETIRED.

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

ARTICLES OF ASSOCIATION

-of

KILFINAN COMMUNITY FOREST COMPANY

Interpretation

- 1 In these Articles and in the Memorandum of Association of the Company, if not inconsistent with the subject or context, the words appearing below shall bear the meanings respectively set opposite to them:

WORDS

MEANINGS

“the Act”	the Companies Act 1985 including any statutory modification or re enactment thereof for the time being in force,
“the Articles”	these Articles of Association of the Company;
“clear days”	in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is given or on which it is to take effect;
“the Company”	the above named Company;
“the Directors”	the directors for the time being of the Company (and “director” has a corresponding meaning),
“executed”	includes any mode of execution,
“the Memorandum”	the Memorandum of Association of the Company,

- “Objects”** the objects for which the Company is established as set out in the Memorandum,
- “office”** the registered office of the Company;
- “the seal”** the common seal of the Company if it has one;
- “secretary”** the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary,
- “the United Kingdom”** Great Britain and Northern Ireland,
- “the Community”** defined by the area postcode unit PA21
- 1.2 words importing the plural number shall include the singular number and vice versa.
- 1.3 words importing the masculine gender only shall include the feminine gender or no gender
- 1.4 subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.
- 1.5 Words importing persons shall include corporations

2. MEMBERSHIP

2.1 Membership of the Company is open to

Ordinary Members: those individuals aged 18 and over who

- (a) are ordinarily resident in the Community, and
- (b) are entitled to vote at a local government election in a polling district that includes the Community or part of it, and
- (c) who support the Objects

declaring that, if an Ordinary Member ceases to comply with these criteria, he or she will be reclassified as an Associate Member and be notified of this by the Company.

Associate Members: those individuals who are not ordinarily resident in the Community who and those organisations wherever located which support the Objects Associate Members are neither eligible to stand for election to the Board nor to vote at any General Meeting

Junior Members: those individuals who are aged between 12 and 17 who support the Objects Junior Members are neither eligible to stand for election to the Board nor to vote at any General Meeting.

2 2 The following conditions apply to membership

There shall be no fewer than 20 members at any time, and

there will be more Ordinary Members than other members,

and, in the event that the number of members falls below 20 or the Associate Members outnumber the Ordinary Members, the Board may not conduct any business other than to ensure the admission of sufficient Ordinary Members to achieve the minimum number and/or maintain the majority

2 3 The Board shall promptly consider applications for membership, made in such written form as it shall prescribe from time to time, determining that the terms of Articles 2 1 and 2 2 apply and into which category of membership each applicant shall belong

2 4 The Board shall maintain a Register of Members, setting out the name and postal address of each member, the relative category of membership and the date of the member's appointment

3. MEMBERSHIP SUBSCRIPTIONS

3.1 The Ordinary Members may at any or each AGM fix the annual subscriptions (and, if relevant, different rates thereof for different categories)

3 2 Members shall be required to pay the appropriate annual membership subscription, where fixed Only those members who have paid their current subscription, where fixed, are entitled to take part in and vote at any General Meeting

3 3 An individual who, or organisation which, ceases to be a member (for whatever reason) shall not be entitled to any refund of membership subscription

4. CESSATION OF MEMBERSHIP

A member shall cease to be a member if

4 1 he, she or it sends written notice of resignation to the Company, or

4 2 being an individual, he or she becomes insolvent or apparently insolvent or makes any arrangement with his or her creditors, or

4 3 being an organisation, it goes into receivership, goes into liquidation, dissolves or otherwise ceases to exist (the right of membership not being assignable), or

- 4 4 the annual subscription due remains outstanding for more than six calendar months (and provided that the member in question has been given at least one written reminder) and if the Board chooses to expel that member from membership, or
- 4 5 if a resolution that a member be expelled is passed by a majority of at least 75% of the members present and voting at a General Meeting, of which not less than 21 days' previous notice specifying the intention to propose such resolution and the grounds on which it is proposed shall have been sent to all Directors, all members and the Company Secretary and also to the member whose removal is in question, such member being entitled to be heard at that meeting, or
- 4 6 if, being an individual, he or she dies (the right of membership not being assignable)

5. GENERAL MEETINGS (Meetings of Members)

- 5 1 The Board shall convene an AGM in each year, at such time as it may determine, although the first AGM need not be held in the first year provided that it be held within 18 months after the date of incorporation of the Company. Thereafter, not more than 15 months shall elapse between one AGM and the holding of the next
- 5 2 The business of each AGM shall include
 - 5 2 1 the report by the Chairman on the activities of the Company,
 - 5 2 2 the election of Directors,
 - 5 2 3 the fixing of annual subscriptions,
 - 5 2 4 the report of the independent financial examiner,
 - 5.2.5 approval of the accounts of the Company, and
 - 5 2.6 the appointment of the independent financial examiner
- 5.3 The provisions with regard to EGMs are as follows
 - 5 3 1 all General Meetings, other than AGMs, shall be called Extraordinary General Meetings,
 - 5 3 2 the Board may convene an EGM whenever it thinks fit, and
 - 5 3 3 the Board must convene an EGM within 28 days of a valid requisition. To be valid, such requisition must be signed by not less than 10% of the Ordinary Members, must clearly state the objects of the meeting and must be delivered to the Registered Office. The requisition may consist of several documents in like form each signed by one or more requisitionists
- 5 4 Subject to the terms of Article 19, the provisions regarding notice of a General Meeting are as follows

- 5.4.1 21 clear days' notice at the least shall be given of every General Meeting to each member, Director, the Company Secretary and the independent financial examiner;
- 5.4.2 the notice shall specify the place, the day and the hour of the General Meeting, the general nature of any business and the full text of any Special Resolutions in terms of Article 8.3,
- 5.4.3 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 General Meeting.

6. CHAIRMAN OF GENERAL MEETINGS

The Chairman of the Company, whom failing the Vice Chairman of the Company (if any), shall act as chairman of each General Meeting. If neither the Chairman nor the Vice-Chairman is present or willing to act as chairman of the meeting within 30 minutes after the time at which the General Meeting in question was due to commence, the Directors present shall elect from among themselves one of the Elected Directors who will act as chairman of that meeting

7. QUORUM AT GENERAL MEETINGS

- 7.1 The quorum for a General Meeting shall be 10% of the Ordinary Members, present in person. No business shall be dealt with at any General Meeting unless a quorum is present
- 7.2 If a quorum is not present within 30 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

8. VOTING AT GENERAL MEETINGS

- 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
- 8.2 The provisions regarding voting are as follows
 - 8.2.1 each Ordinary Member shall have one vote, to be exercised in person by a show of hands (unless a secret ballot is demanded by the chairman of the meeting, or by at least two Ordinary Members present at the meeting and entitled to vote, which may be demanded only before any show of hands takes place and shall be taken immediately at the same meeting, shall be conducted in such a manner as the chairman of the meeting may direct and the result of which shall be declared at the same meeting at which the ballot was demanded and, in that event, the chairman of the meeting shall appoint and instruct tellers, who may cast their own personal votes if Ordinary Members),

- 8 2 2 Associate and Junior Members shall have no vote,
- 8 2 3 voting cannot be by proxy;
- 8 2 4 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
- 8 3 At any General Meeting a resolution put to the vote of the meeting shall be voted upon by a simple majority of the Ordinary Members who are present and voting thereon, except for decisions relating to any of the following Special Resolutions, which shall require to be decided upon by not less than 75% of the Ordinary Members present and voting thereon (no account therefore being taken of members who abstain from voting or who are absent from the meeting), namely
- 8 3 1 to alter the name of the Company, or
- 8 3 2 to amend the Objects, or
- 8 3 3 to amend these Articles (subject to Article 21), or
- 8 3 4 to wind up of the Company in terms of Clause 8 of the Memorandum of Association, or
- 8.3.5 to form, acquire or dispose of any subsidiary, or
- 8 3 6 to create or issue or allow to come into being any mortgage, security, charge or other encumbrance upon any part or parts of the property or assets of the Company or to obtain any advance or credit in any form other than normal trade credit, or to create or issue by any subsidiary of any debenture or loan stock, or
- 8 3 7 all other Special Resolutions
- 8 4 A resolution in writing signed by or on behalf of all or a sufficient majority of the Ordinary Members (as specified in terms of Article 8 3) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held Such resolution may consist of several documents in the same form, each signed by or on behalf of one or more Ordinary Members
- 8.5 The chairman of the General Meeting may, with the consent of a majority of the Ordinary Members present and voting thereat, adjourn the General Meeting to such time and place as he or she may determine.

9. APPOINTMENT OF DIRECTORS

- 9 1 The affairs, property and funds of the Company shall be directed and managed by a Board of Directors The Board may exercise all such powers of the Company, and may on behalf of the Company do all acts as may be exercised and done by the Company, other than those required to be exercised or done by the Ordinary Members in a General Meeting, and subject always to these Articles and to the provisions of the Act

- 9.2 The number of Directors shall be not less than five Unless otherwise determined by special resolution at a General Meeting (but not retrospectively) the number of Directors shall not be more than 12

9.3 Interim Board

Upon incorporation of the Company, the following applies with regard to the Interim Board of Directors

- 9.3.1 The Subscribers (all of whom must be Ordinary Members), and any one or more individual persons whom they choose to co-opt as Co-opted Directors in terms of Article 9.4.2, shall comprise the Interim Board
- 9.3.2 The Interim Board shall remain in office until the first General Meeting of the Company, to be held as soon as practicable after incorporation, at which time each Director on the Interim Board shall retire, but may remain eligible for election thereat (without the period of office between the date of incorporation and the first General Meeting counting as a term of office for the purposes of Article 9.5).
- 9.3.3 Employees of the Company may not be nominated as or become Directors

9.4 Composition of the Board of Directors

From and after the first General Meeting of the Company, the Board shall comprise

- 9.4.1 12 individual persons elected as Directors by the Ordinary Members in terms of Article 32 ("the Elected Directors"), who must themselves be Ordinary Members, and
- 9.4.2 up to 3 individual persons co-opted in terms of Article 34 ("the Co-opted Directors"), so as to ensure a spread of skills and experience within the Board
- 9.4.3 any 1 person director appointed pursuant to Article 9.6 ("the Appointed Director")

9.5 Elected Directors

At the first General Meeting held in terms of Articles 9.3.2 and 9.4, the Ordinary Members shall elect up to 12 Elected Directors, in respect of which the following shall apply

- 9.5.1 provided that the first General Meeting in terms of Article 9.3.2 is held before the first AGM, there shall be no change in or election of Directors at the first AGM (except to the extent of filling any vacancies in the Board left over after the first General Meeting or caused by any retirements since),
- 9.5.2 at the second and each subsequent AGM, one third of the Elected Directors (or the nearest number upwards) shall retire from office,

- 9 5 3 a retiring Elected Director shall retain office until the close or adjournment of the meeting,
- 9.5 4 a retiring Director shall be eligible for re-election after one term of office, but, other than as approved by the Company in General Meeting by Ordinary Resolution, no Director can serve more than two consecutive terms of office, without at least one year out of office before being eligible again,
- 9 5 5 if no other Director has or Directors have decided or agreed to retire, the Elected Directors to retire at each AGM shall be those who have been longest in office since their last election but, as between persons who were elected or last re-elected Directors on the same day, the one or ones to retire shall (unless they otherwise agree amongst themselves) be determined by lot,
- 9 5 6 nomination of any Elected Director, who shall himself or herself be (or be eligible to become) an Ordinary Member, shall be in writing by not less than any two Ordinary Members delivered to the Registered Office not less than 7 days prior to the date of the AGM in question and wherein the nominee shall confirm his or her willingness to act as an Elected Director if elected, and
- 9 5 7 election of any Elected Director shall be by vote of the Ordinary Members, each Ordinary Member having one vote for each vacancy in the Elected Directors on the Board

9.6 Appointed Directors

Up to one individual may be coopted from Kilfinan Community Council in respect of which the following shall apply

- 9 6 1 on receipt of the Notice for each AGM of the Company, including the first General Meeting held after incorporation, the said Kilfinan Community Council (or its successors) intimate the Director being appointed by it at the AGM, by written notice delivered to the Registered Office not less than 2 days before the start of the meeting, failing which any Director previously appointed by it shall remain in office, and
- 9 6 2 Kilfinan Community Council (or its successors) may appoint or remove its appointed Director at any time, by written notice to that effect delivered to the Registered Office not less than 2 days before the meeting at which the change is to take effect

9.7 Co-opted Directors

Up to 3 individuals may be co-opted from time to time by the Board of Directors itself, as follows

- 9 7 1 subject to Article 9 7 3, a Co-opted Director shall serve until the next AGM after his or her co option;
- 9 7 2 a Co-opted Director can be re-co-opted at such next AGM,

- 9.7.3 a Co-opted Director can be removed from office at any time by a simple majority of the Board; and
- 9.7.4 for the avoidance of doubt, a Co-opted Director may participate fully in and vote at all Board meetings which he or she attends.
- 9.8 The Board may from time to time fill any casual vacancy arising as a result of the retirement (or deemed retirement for any reason) of any Elected Director from or after the date of such retirement or deemed retirement until the next AGM
- 9.9 The Board shall ensure that a Register of Directors is maintained, which sets out the full details of each Director as required for all registration purposes, including the date and type of appointment and the date of retirement.

10. RETIREMENT OF DIRECTORS

A Director shall retire or be deemed to retire if:

- 10.1 being an Elected Director, he or she ceases to be an Ordinary Member in terms of either Articles 2.1 or 4,
- 10.2 he or she becomes prohibited from being a director of a limited company by reason of any order made under the Company Directors Disqualification Act 1986 and every statutory modification and re-enactment thereof for the time being in force, or
- 10.3 he or she is employed by or holds any office of profit under the Company (except where the provisions of Clause 5 of the Memorandum shall apply), or
- 10.4 he or she becomes incapable for medical reasons of fulfilling the duties of a Director and such incapacity, as certified (if necessary) by two medical practitioners, is expected to continue for a period of more than six months from the date or later date of such certification, or
- 10.5 he or she is absent (without permission of the Board) from more than three consecutive meetings of the Board, and the Board resolves to remove him or her from office, or
- 10.6 by written notice to the Registered Office, he or she resigns as a Director.

11. CHAIRMAN AND VICE CHAIRMAN

The Board shall meet as soon as practicable immediately after each AGM to appoint a Chairman, and if desired a Vice Chairman, from the Directors (both of whom must be Ordinary Members).

12. PERSONAL INTERESTS

- 12.1 Any Director and/or employee who has a personal interest in any prospective or actual contract or other arrangement with the Company must declare that interest either generally to the Board or specifically to any relevant meeting of the Company. A

personal interest includes not only the interest of the Director or employee in question, but also his or her partner, close relative or business associate, or any firm of which he is a partner or employee, or any limited company of which he is a director, employee or shareholder of more than 5% of the equity.

- 12.2 Additionally, the Board may resolve at any time to require all Directors and employees to deliver a Notice of Relevant Interests to the Registered Office, as they arise and at least annually. In that event, the Board shall determine from time to time what interests shall be relevant interests and shall ensure that a Register of Notices of Relevant Interests is maintained, which shall be open for inspection by both the Board and members of the Company and, with the express prior written approval of the Director or employee concerned, by members of the public.
- 12.3 Whenever a Director finds that there is a personal interest, as defined in Article 39, he or she has a duty to declare this to the Board meeting in question. It will be up to the chairman of the meeting in question to determine
- 12.3.1 whether the potential or real conflict simply be noted in the Minutes of any relevant meeting, or
- 12.3.2 whether the Director in question, whilst being permitted to remain in the meeting in question, must not partake in discussions or decisions relating to such matter, or
- 12.3.3 whether the Director in question should be required to be absent during that particular element of the meeting and, in terms of Article 13, where a Director leaves, or is required to leave, the meeting he or she no longer forms part of the quorum thereat.

13. QUORUM AT BOARD MEETINGS

- 13.1 The quorum for Board meetings shall be not less than 5 of Directors in attendance, provided that the Elected Directors are always in the majority at any Board meeting. No business shall be dealt with at a Board meeting unless such a quorum is present.
- 13.2 A Director shall not be counted in the quorum at a meeting (or at least the relevant part thereof) in relation to a resolution on which, whether because of personal interest or otherwise, he or she is not entitled to vote.

14. MEETINGS OF THE BOARD OF DIRECTORS

- 14.1 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.
- 14.2 Not less than 14 clear days' notice in writing shall be given of any meeting of the Board at which a decision in relation to any of the matters referred to in Article 8.3 is to be made, which notice shall be accompanied by an agenda and any papers relevant to the matter to be decided. All other Board meetings shall require not less than 7 days' prior

notice, unless all Directors agree unanimously in writing to dispense with such notice on any specific occasion

- 14.3 A Director may, and on the request of a Director the Company Secretary shall summon a meeting of the Board by notice served upon all Directors, to take place at a reasonably convenient time and date.
- 14.4 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 30 minutes after the time appointed for holding the meeting, the remaining Directors may appoint one of the Directors 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.
- 14.5 The chairman of the Board meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote, on a show of hands only, each Director present having one vote. In the event of an equal number of votes for and against any resolution at a Board meeting, the chairman of the meeting shall have a casting vote as well as a deliberative vote.
- 14.6 The Board may delegate any of its powers to sub-committees, each consisting of not less than one Director and such other person or persons as it thinks fit or which it delegates to the committee to appoint. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any remit and regulations imposed on it by the Board. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. Such sub-committee shall regularly and promptly circulate, or ensure the regular and prompt circulation of, the minutes of its meetings to all Directors.
- 14.7 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.
- 14.8 No alteration of the Memorandum or 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.
- 14.9 A resolution in writing (whether one single document signed by all or a sufficient majority of the Directors or all or a sufficient majority of the members of any sub-committee), whether in one or several documents in the same form each signed by one or more Directors or members of any relative sub-committee as appropriate, shall be as valid and effectual as if it had been passed at a meeting of the Board or of such sub-committee duly convened and constituted.

14 10 The Board may act notwithstanding any vacancy in it, but where the number of Directors falls below the minimum number specified in Article 9 2 may not conduct any business other than to appoint sufficient Directors to match or exceed that minimum

14 11 The Board may invite or allow any person to attend and speak, but not to vote, at any meeting of the Board or of its sub-committees.

14 12 The Board may from time to time promulgate, review and amend any Ancillary Regulations, Guidelines and/or Policies, subordinate at all times to the Memorandum of Association and these Articles, as it deems necessary and appropriate to provide additional explanation, guidance and governance to members

15. COMPANY SECRETARY, MINUTE SECRETARY, TREASURER & PRINCIPAL OFFICER

15 1 The Board shall appoint a Company Secretary for such term and upon such conditions as it may think fit. The Company Secretary may be removed by the Board at any time

15 2 The Board may appoint a Minute Secretary, for the purposes of Article 14 7, for such term, at such remuneration (if any), and upon such conditions as it may think fit The Minute Secretary may be removed by the Board at any time

15.3 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. 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

15 4 The Board may appoint a Principal Officer of the Company 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 without any vote thereat

16. HONORARY PATRON(S)

The Ordinary Members in General Meeting may, on a proposal from the Board, agree to the appointment of one or more Honorary Patrons of the Company, who would be appointed either for such fixed period as the Ordinary Members determine or for an unspecified period until such appointment be terminated by them The Honorary Patron or Patrons are entitled to notice of all General Meetings and to attend and contribute to discussion but not vote thereat

17. FINANCES

17 1 The banking account or accounts of the Company shall be kept in such bank or building society and/or banks or building societies as the Board shall from time to time determine

- 17 2 All cheques and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine
- 17 3 The Board shall ensure that all funds and assets of the Company are applied towards achieving the Objects

18. ACCOUNTS

- 18 1 The Board shall cause accounting records to be kept in accordance with the requirements of the Act and other relevant regulations
- 18 2 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 Directors
- 18 3 Once at least in every year, or as otherwise provided for by the Act, the accounts of the Company shall be examined and their correctness ascertained by an independent financial examiner, who shall be appointed by the Board on the direction of members in General Meeting.
- 18 4 At each AGM, the Board shall provide the members with a copy of the accounts for the period since the last preceding accounting reference date or (in the case of the first account since the incorporation of the Company) The accounts shall be accompanied by proper reports of the Board and the independent financial examiner Copies of such accounts shall, not less than 21 clear days before the date of the General Meeting at which they fall to be approved, be delivered or sent to all members, Directors, the Company Secretary and the independent financial examiner, or otherwise be available for inspection on the website of the Company (with the all members, Directors, the Company Secretary and the independent financial examiner being made aware that they are so available for inspection there)

19. NOTICES

- 19 1 A notice may be served by the Company upon any member, either personally or by sending it by post, fax, e mail or other appropriate electronic means, addressed to such member at his or her or its address as appearing in the Register of Members
- 19 2 Notwithstanding any rule of law to the contrary, any notice, whether served by post or otherwise, shall be deemed to have been served on the third day following that on which the letter containing the same is put into the post or is otherwise despatched
- 19 3 The business of the Company and all its correspondence with and notification to or from members may be conducted equally validly and effectively if transmitted by fax 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 the Company where the Company has advised each member of this and has taken due

steps to notify by other reasonable means all other members who state that they do not have access to the Internet

20. INDEMNITY

Subject to the terms of the Act and without prejudice to any other indemnity, the Directors, or member of any sub committee, the Company Secretary, Treasurer and all employees of the Company shall be indemnified out of the funds of the Company against any loss or liability (including the costs of defending successfully any court proceedings) which he, she or they may respectively incur or sustain, in connection with or on behalf of the Company and each of them shall be chargeable only for so much money as he or she may actually receive and they shall not be answerable for the acts, receipts, neglects or defaults of each other, but each of them for his or her own acts, receipts, neglects or defaults only

21. ALTERATION TO THE MEMORANDUM & ARTICLES OF ASSOCIATION

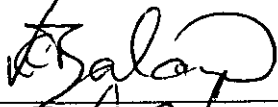
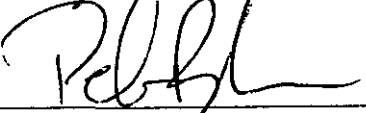
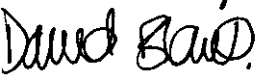



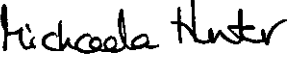
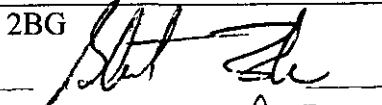



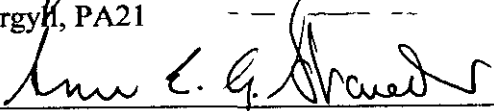
Any alteration to the Memorandum and/or these Articles may be made only upon the following conditions

21 i upon the decision of not less than 75% of the Ordinary Members present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose in terms of Article 8.3;

22. DISSOLUTION

Clause 7 of the Memorandum of Association of the Company, relating to the winding up and dissolution of the Company, shall have effect as if its provisions were repeated in these Articles

Names, Addresses and Signatures of Subscribers

Name	Address	Signature
Vanessa Edith Barlow	28 Ballimore Estate, Otter Ferry, Argyll	
Peter Black	Achnaha, Ballimore Estate, Otter Ferry, Argyll, PA21 2DY	
David Blair	Dunbeag, Tighnabruaich, PA21 2DU	
Robert Blair	Augusta, Bobby's Brae, Tighnabruaich, PA21 2BD	
Stuart Fulton	Seaview, Kames, Argyll, PA21 2AG	
Ian Holt	28 Ballimore Estate, Otter Ferry, Argyll	
Michaela Hunter	Dunbeag, Tighnabruaich, PA21 2DU	
Stuart Jack	2 Berryburn, Kames, Argyll, PA21 2BG	
Brian Leech	Corra Farm House, Ardlamont, Tighnabruaich, Argyll, PA21 2AH	
Kristin Leicht	Cosy Cottage, Ardess, Tighnabruaich, PA21 2BG	
James Perlich	8 Kyles of Bute Lodges, Tighnabruaich, PA21 2AB	
Annie Stewart	8 Charles Terrace, Kames, Argyll, PA21 2AA	

Witness to all the above signatures:

Name ROBERT BORRUCO

Signature. 

DATE: 19 8 07

Address COSY COTTAGE, ARDESS
TIGHNABRUAICH
PA21 2BG

Occupation.

EMERGENCY CONSULTANT