

SC 294217

THE COMPANIES ACTS 1985 to 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
MEMORANDUM of ASSOCIATION

of

THE DALRIADA PROJECT

SATURDAY



SCT *S13EUTMA* 25/02/2012 #255
COMPANIES HOUSE

1. The company's name is THE DALRIADA PROJECT

2. The company's registered office is to be situated in Scotland.

3. The company's objects are:

(a)(i) To understand, interpret, conserve and restore, built and natural landscape features, preserve local tradition, encourage access and provide associated training opportunities; to create opportunities for cultural, social, economic and environmental improvement in Mid Argyll; manage projects and initiatives on behalf of partner organisations; provide agency services for local community development; and identify and support community developments in Mid Argyll for the public benefit.

(ii) To secure and allocate financial resources and other assets to benefit residents of and visitors to the area of Mid Argyll through provision of landscape-wide recreation, leisure and tourism facilities and services.

(iii) To provide within the Operating Area in the interests of social welfare and health, facilities for recreation and other leisure time occupation for the benefit of the general public.

(iv) To improve visual and physical access to the landscape and public access to and understanding of the natural and landscape heritage of the Operating Area.

(v) To conserve and enhance key habitats and species within the Operating Area.

(vi) This Company within the Operating Area will protect, connect and restore ancient woodland sites by restructuring forests, facilitating natural regeneration, controlling grazing and planting native species.

(vii) To develop programmes within the Operating Area which engage people in local history, heritage, inter-generational working to catalogue the knowledge of the area for future generations.

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In pursuance of those aims (but not otherwise), the company shall have the following powers:

- (b) To carry on any other activities which further any of the above objects.
- (c) To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
- (d) To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities.
- (e) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- (f) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
- (g) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- (h) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- (i) To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company.
- (j) To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (k) To engage such consultants and advisers as are considered appropriate from time to time.
- (l) To effect insurance of all kinds (which may include officers' liability insurance).
- (m) To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- (n) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the company's objects.
- (o) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the company's objects.
- (p) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.

(q) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).

(r) To oppose, or object to, any application or proceedings which may prejudice the company's interests.

(s) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co-operation or mutual assistance with any charitable body.

(t) To do anything which may be incidental or conducive to the furtherance of any of the company's objects.

And it is declared that

(i) in this "clause, "property" means any property, heritable or moveable, wherever situated

(ii) in this clause, and throughout this memorandum of association, the word "charitable" shall have the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force.

4. (a) The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clause 3).

(b) 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.

(c) No benefit (whether in money or in kind) shall be given by the company to any director except

(i) repayment of out-of-pocket expenses or

(ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

5. The liability of the members is limited.

6. 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/she is a member or within one year after he/she ceases to be a member, for payment of the company's debts and liabilities contracted before he/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.

7. (a) If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company; that property shall instead be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of the company.

(b) The body or bodies to which property is transferred under paragraph (a) shall be determined by the members of the company at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at the time.

(c) To the extent that effect cannot be given to the provisions of paragraphs (a) and (b) of this clause 7, the relevant property shall be applied to some other charitable object or objects.

8. Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company; such accounting records shall be open to inspection at all times by any director of the company.

WE, the subscribers to this, Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

Names, Addresses and Descriptions
of Subscribers

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DATED the

Witness to the above Signatures:-

THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES of ASSOCIATION
of
THE DALRIADA PROJECT

Interpretation

1. In these regulations:-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"the articles" means the articles of the company.

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"electronic communication" means a communication transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa)-

(a) by means of a telecommunication system (within the meaning of the Telecommunications Act 1984); or

(b) by other means but while in an electronic form;

or as otherwise defined in the Electronic Communications Act 2000.

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"office" means the registered office of the company.

"organisation" means any company, group or body whether incorporated or unincorporated.

"the seal" means the common seal of the company.

"secretary" means 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.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.

Reference in these articles to the singular shall be deemed to include the plural.

Qualifications for membership

2. The members of the company shall consist of the subscribers to the memorandum of association and such other persons and organisations as are admitted to membership under articles 4 to 8.

Categories of Member

3. For the purposes of these articles

"Ordinary Member" means a member admitted under paragraph (a) of article 4 with full voting rights

"Special Member" means a member admitted under paragraph (b) of article 4 with full voting rights

4. Membership shall be open to:

(a) Ordinary Member - any individual (if aged 16 or over) who supports the aims and activities of the company.

(b) Special Member - any organisation which supports the aims and activities of the company. No more than one individual nominated by each organisation may be a member of the company at any given time.

5. Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.

Application for membership

6. Any person or organisation who wishes to become a member must sign, and lodge with the company, a written application for membership; in the case of an application under paragraph (a) of article 4, the application must also be signed by an appropriate officebearer of the organisation which is nominating him/her for membership.

7. The directors may, at their discretion, refuse to admit any person or organisation to membership.

8. The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.

Membership subscription

9. No membership subscription shall be payable.

Register of members

10. The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership and the date on which any person ceased to be a member; in the case of a member who was admitted under paragraph (a) of article 4, the entry against his/her name shall also include details of the organisation which nominated him/her for membership.

Withdrawal from membership

11. Any person or organisation who/which 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/it shall cease to be a member.

Expulsion from membership

12. (a) Any person or organisation may be expelled from membership by special resolution (see article 26), providing the following procedures have been observed:

(i) 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

(ii) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

(b) The directors shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before any final decision is made.

Termination/transfer

13. Membership shall cease on death or in the case of a organisation on receivership, liquidation, dissolution, winding-up or striking-off of the organisation which constituted the member

14. An organisation which has nominated an individual for membership may withdraw its nomination at any time by written notice to the company to that effect; on receipt of the notice by the company, the individual in question shall automatically cease to be a member of the company.

15. A member may not transfer his/her/its membership to any other person or organisation.

General meetings (meetings of members)

16. The directors may convene an extraordinary general meeting at any time.

17. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A of the Act).

Notice of general meetings

18. At least 21 clear days' notice must be given of an extraordinary general meeting at which a special resolution (see article 26) or a resolution requiring special notice under the Act, is to be proposed; all other extraordinary general meetings shall be called by at least 14 clear days' notice.

19. The reference to "clear days" in article 18 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted and also the day of the meeting, should be excluded.

20A 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 23) (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.

21. Any general meeting shall be called an extraordinary general meeting.

22. Notice of every general meeting shall be given (either in writing or, where the party to whom notice is given has notified the company of an address to be used for the purpose of electronic communications, by way of an electronic communication) to all the members and directors, and (if there are auditors in office at the time) to the auditors.

Special resolutions and ordinary resolutions

23. For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast by both Ordinary and Special Members on the resolution at an extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 21 to 25; 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 number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.

24. 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 its memorandum of association with respect to the company's objects

(c) to alter any provision of these articles or adopt new articles of association.

25. For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote of both the Ordinary and Special members (taking account only of those votes cast in favour as compared with those votes against, and (as applicable) the chairperson casting vote), at an extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 18 to 22.

Procedure at general meetings

26. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be seven members, present in person or (in the case of members which are organisations) present via their duly authorised representatives.

27. 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.

28. 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 he/she/it who will act

as chairperson of that meeting.

29. 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.

30. Every member entitled to vote shall have one vote, which (whether on a show of hands or on a secret ballot) must be given either personally, by postal vote in writing or by proxy or (in the case of a member which is an organisation) given via its duly authorised representative.

31. A member which is an organisation shall be entitled to authorise an individual to attend and vote at general meetings; he/she will then be entitled to exercise the same powers on behalf of the organisation which he/she represents as that organisation could have exercised if it had been an individual member of the company."

32. A member who wishes to appoint a proxy to vote on his behalf at any meeting (or adjourned meeting) shall lodge with the company, at the office, not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting), a written instrument of proxy (in such form as the directors require), signed by him; an instrument of proxy which does not conform with the preceding provisions or which is not lodged in accordance with such provisions shall be invalid.

33. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

34. 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 to speak at the meeting and need not be a member of the company.

35. A vote given, or poll demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a poll had terminated prior to the giving of such vote or demanding of such poll unless notice of such termination was received by the company at the office before the commencement of the meeting or adjourned meeting at which the vote was given or the poll demanded.

36. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.

37. 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 at the meeting and entitled to vote, whether as members or as representatives of organisation 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.

38. 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.

Maximum and Minimum number of directors

39. The maximum number of directors (other than alternate directors) shall unless otherwise determined by special resolution) be 12, and (unless otherwise determined by special resolution) the minimum number of directors shall be 3.

Eligibility

40. A person shall not be eligible for election/appointment as a director unless he/she is a member of the company or has been nominated for election/appointment as a director by a member which is an organisation."

41. A person shall not be eligible for election/appointment as a director if he/she is an employee of the company.

Election, retiral, re-election

42. A member which is an organisation (Special Member) may (subject to article 45) nominate any individual for election/appointment as a director; he/she will then be deemed to be a member of the company for the purposes of articles 42 and 43. Special members, contributing financial or in-kind resources to the Dalriada Company have an absolute right to be represented on the board of directors at all times.

43. The directors may at any time appoint any Special member's nominated representative to be a director (subject to article 39)

44. At a meeting, the members may (subject to article 39) elect any ordinary member (providing he/she is willing to act) to be a director.).

45. No more than one individual nominated under article 43 by each organisation member may serve as a director at any given time.

46 (a) At each meeting (other than the first) one third, to the nearest round number, shall retire from office. The directors to retire shall be those who have been longest in office since they were last elected or re-elected; as between persons who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method.

(b) Any director co-opted between meetings shall require to stand for re-election at the subsequent meeting.

Termination of office

47. 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 debarred under any statutory provision from being involved in the administration or management of a charity

(c) he/she becomes incapable for any reason of fulfilling the duties of his /her office and such reason is expected to continue for a period of more than six months

(d) he/she ceases to be a member of the company (whether as an individual member or an organisation member)

(e) he/she becomes an employee of the company

(f) he/she resigns office by notice to the company

(g) he/she is absent (without permission of the directors) from more than 4 consecutive meetings of the directors, and the directors resolve to remove him/her from office

(h) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.

Register of directors

48. The directors shall maintain a register of directors, setting out full details of each director, the name of the organisation member which nominated each director (if applicable), the date on which each such person became a director, and the date on which any person ceased to hold office as a director.

Office bearers

49. The directors shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.

50. All of the office bearers shall cease to hold office at the conclusion of each meeting, but shall then be eligible for re-election.

51. Any 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

52. Subject to the provisions of the Act, the memorandum of association 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.

53. A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Personal interests

54. 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 68) from voting on the question of whether or not the company should enter into that arrangement.

55. For the purposes of the preceding article, 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 other party who/which is deemed to be connected with him/her for the purposes of section 317 of the Act), has a personal interest in that

arrangement.

56. Provided he/she has declared his/her interest - and has not voted on the question of whether or not the company should enter into the relevant arrangement - 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 (55) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

57. 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.

58. 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

59. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.

60. 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.

61. No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for the transaction of the business of the directors shall be 3.

62. 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.

63. 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 he/she/it who will act as chairperson of the meeting.

64. 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.

65. 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.

66. For the purposes of article 68, 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, has a personal interest in that matter.

67. 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.

68. 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 65 to 67.

Delegation to sub-committees

69. The directors may delegate any of their powers to any sub-committees; such sub-committees shall have a director as their convener and shall consist of members and/or directors with a majority in the membership of the company.

70. Any delegation of powers under article 69 may be made subject to such conditions as the directors may impose and may be revoked or altered.

71. The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

72. 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

73. The company secretary shall be appointed by the directors for such term, at such remuneration (if any), and upon such conditions, as they may think fit; the company secretary may be removed by them at any time.

Minutes

74. 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

75. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

76. 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.

77. 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.

The Seal

78. (a) The Company may have a seal if it so wishes. Insofar as the Company has a seal it shall only be used with the consent of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is to be affixed and unless otherwise so determined it shall be signed by a Director and also by the Company Secretary or by a second Director. The Obligation under Clause 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal. Clause 101 of Table A shall not apply to the Company.

(b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors.

Notices

79. Any notice which requires to be given to a member under these articles shall be given either in writing; such a notice may either 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/it to the company.

80. 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.

81. Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any electronic communication was 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

82. If the company is wound up, the liquidator shall give effect to the provisions of clause 7 of the memorandum of association.

Indemnity

83. Every director or other officer or auditor of the company shall be indemnified 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, 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.

84. The indemnity contained in article 83 shall be subject to the provisions of the Act and is without prejudice to any other indemnity to which a director may otherwise be entitled.

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Witness to the above Signatures:-