

**FILE COPY**



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

Company No. 294937

The Registrar of Companies for Scotland hereby certifies that

**THE EAST AYRSHIRE COALFIELD ENVIRONMENT INITIATIVE**

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 29th December 2005



\*NSC294937P\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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



**Companies House**

— for the record —

# 12

Please complete in typescript,  
or in bold black capitals.

CHWP000

## Declaration on application for registration

294937

### Company Name in full

East Ayrshire Coalfield Environment Initiative

I, Philip Steven Rayson

of 17 MacLean Grove, East Kilbride G74 4TS

† 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

*[Signature]*

Declared at

CASTLEBRIDGE, NEAR ALLOA

Day Month Year

On

20 12 2005

❶ Please print name.

before me ❶

PETER FERGUSON (SOLICITOR)

Signed

*[Signature]*

Date

20/12/05

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

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

The Scottish Coal Company Limited (Philip Rayson)

Castlebridge Business Park, Gartlove FK10 3PZ

Tel 01259 733800

DX number

DX exchange



SCT 8LQIRBH4 1756  
COMPANIES HOUSE 24/12/05

Form revised 10/03

ge

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



**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"**

**Company Name in full**

THE EAST AYRSHIRE COALFIELD  
ENVIRONMENT INITIATIVE

I, **PHILIP STEVEN RAYSON**

of **17 MACLEAN GROVE, EAST KILBRIDE, G74 4TJ**

† Please delete as appropriate.

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.

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**

Declared at

**CASTLEBRIDGE, NEAR ALLOA**

Day Month Year

on

**20 12 2005**

• Please print name.

before me •

**PETER FERGUSON**

**Signed**

Date

**20/12/05**

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.

THE SCOTISH COAL COMPANY LIMITED (PHILIP RAYSON)  
CASTLEBRIDGE BUSINESS PARK, GARTLOVE, ALLOA  
FK10 3PZ Tel 01259 733800  
DX number DX exchange



SCT SLQITBH6 1754  
COMPANIES HOUSE 24/12/05

Form revised June 1998

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**

use complete in typescript,  
in bold black capitals.

WP000

Notes on completion appear on final page

First directors and secretary  
registered office

Company Name in full

EAST AYRSHIRE COALFIELD  
ENVIRONMENT INITIATIVE

Proposed Registered Office

(PO Box numbers only, are not acceptable)

GARAN HOUSE

28 MAIN STREET, MURKIRK

Post town

CUMNOCK

County / Region

AYRSHIRE

Postcode

KA18

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

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

2

You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
to contact you if there is a query on  
the form. The contact information  
the  
is



BCT 8LQIUBH7 1753  
COMPANIES HOUSE 24/12/05  
BCT 8LQ2MH5Q 1458  
COMPANIES HOUSE 12/12/05

v 08/02

PAUL SUTHERLAND - COALFIELD ENVIRONMENT

Tel 07766 185 95

DX number

DX exchange

When you have completed and signed the form please  
Registrar of Companies at:

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

Companies House, 37 Castle Terrace, Edinburgh, EH  
for companies registered in Scotland

## 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

THE EAST AYRSHIRE COALFIELD ENVIRONMENT INITIATIVE

NAME \*Style / Title

MR

\*Honours etc

Forename(s)

PHILIP STEVEN

Surname

RAYSON

Previous forename(s)

Previous surname(s)

Address \*\*

17 MACLEAN GROVE

KITTOCHGLEN

Post town

EAST KILBRIDE

County / Region

SOUTH LANARKSHIRE

Postcode

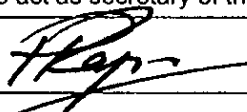
G74 4TJ

Country

SCOTLAND U.K

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

Consent signature



Date

29/11/2005

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

DR

\*Honours etc

Forename(s)

PATRICIA MARY

Surname

BRADLEY.

Previous forename(s)

Previous surname(s)

BRADLEY-HALL (recently married)

Address \*\*

2/2 24 BARRINGTON DRIVE

Post town

GLASGOW

County / Region

Postcode

G4 9DT

Country

SCOTLAND U.K.

\*\* 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.

Day Month Year

Date of birth

05 05 1960

Nationality

IRISH

Business occupation

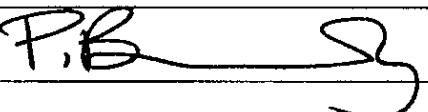
RSPB REGIONAL DIRECTOR.

Other directorships

Nadir Trust

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

Consent signature



Date

24/10/05

## Directors (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>	MR		<b>*Honours etc</b>	
<b>* Voluntary details</b>	<b>Forename(s)</b>	NIALL CRAWFORD			
	<b>Surname</b>	CRABB			
	<b>Previous forename(s)</b>				
	<b>Previous surname(s)</b>				
<b>†† 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.</b>	<b>Address ††</b>	ROPE WALK, LYTH HILL			
		BAYSTON HILL			
	<b>Post town</b>	SHREWSBURY			
	<b>County / Region</b>	SHROPSHIRE	<b>Postcode</b>	SY3 OBS	
	<b>Country</b>	UNITED KINGDOM			
	<b>Date of birth</b>	Day	Month	Year	<b>Nationality</b>
		10	10	1951	BRITISH
	<b>Business occupation</b>	DIRECTOR			
	<b>Other directorships</b>	SEE ATTACHED			
	I consent to act as director of the company named on page 1				
	<b>Consent signature</b>	Niall C. Crabb		<b>Date</b>	12/10/05

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).

<b>Signed</b>	P.B. Sh	<b>Date</b>	24/10/05.
<b>Signed</b>	Niall C. Crabb	<b>Date</b>	12/10/05
<b>Signed</b>	Chris (un)hm	<b>Date</b>	13/10/05
<b>Signed</b>	Christine Reavin	<b>Date</b>	21/11/05
<b>Signed</b>		<b>Date</b>	
<b>Signed</b>		<b>Date</b>	
<b>Signed</b>		<b>Date</b>	

## Company Secretary (see notes 1-5)

Company name

EAST AYRSHIRE COALFIELD ENVIRONMENT INITIATIVE

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address <sup>††</sup>

<sup>††</sup> 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 <sup>††</sup>

<sup>††</sup> 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

CHWP000

Company Name

EAST AYRSHIRE COALFIELD ENVIRONMENT INITIATIVE

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

WEST OF SCOTLAND LOAN FUND LTD; EAST AYRSHIRE EMPLOYMENT INITIATIVE; PROMOTING KILMARNOCK LTD

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

Consent signature

Date



## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.  
**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

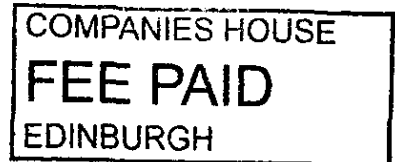
5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

## **East Ayrshire Coalfield Environment Initiative**

Niall Crawford Crabb

### **Other Directorships:-**

The Scottish Coal Company Limited  
Parkhill 2000 Limited  
Parkhill Estates Limited  
Bridgtown Plant Limited  
Oaklands Foundation Limited  
Scottish BioFuel Limited  
Brymbo Developments Limited  
Brymbo Estates Limited



**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE**  
**CAPITAL**  
**MEMORANDUM of ASSOCIATION**  
**of**  
**THE EAST AYRSHIRE COALFIELD ENVIRONMENT INITIATIVE**

1. The company's name is "The East Ayrshire Coalfield Environment Initiative".
2. The company's registered office is to be situated in Scotland.
3. The company's objects are:
  1. To promote the conservation, protection and improvement of the environment for the public benefit, by restoring or reclaiming land which cannot otherwise be used for economic, social or environmental purposes by reason of pollution or damage caused by past mining development and thereby safeguard and promote a high quality environment within the coalfield that will be attractive to local people, visitors and investors.

In furtherance of these objects, but not otherwise, the CEI shall seek:

- (i) To enhance the natural environment and landscape within the Cumnock and Doon Valley project area through partnerships of mining, farming, forestry, conservation, access and other interests,
- (ii) To improve access to and understanding of the environmental and natural heritage of the project area,
- (iii) To raise public and political awareness of the environmental significance of the project area.

In pursuance of these objects (but not otherwise), the company shall have the following powers:-



- (b) To undertake appropriate activities to achieve the aims outlined above.
- (c) To carry on any other activities which further any of the above objects.
- (d) 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.
- (e) 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.
- (f) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- (g) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
- (h) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- (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).

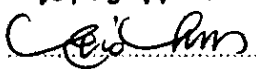
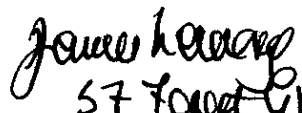
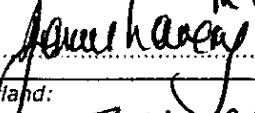


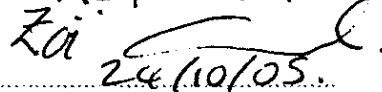

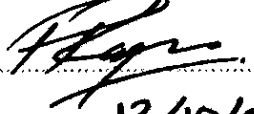
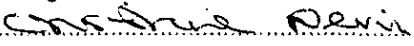
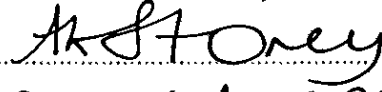
- (n) To liaise with voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the company's objects.
- (o) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling 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 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.
- (s) 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 director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.

- (d) No benefit (whether in money or in kind) shall be given by the company to any director except in exceptional circumstances 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/it is a member or within one year after he/she/it ceases to be a member, for payment of the company's debts and liabilities contracted before he/she/it 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.

Subscribers:	Witnessed by:
<p>1. For East Ayrshire Council:</p> <p>Name: ERIC ROSS</p> <p>Address: 98 BARRHILL RD., CUMNOCK, Ayrshire KA18 1PN</p> <p>Signed: </p> <p>Date: 13/10/05</p>	<p> 57 FOUNTAIN GROVE KILMARNOCK DUNDEE KA13 1UD.</p> <p> 13/10/05</p>
<p>2. For the Royal Society for the Protection of Birds Scotland:</p> <p>Name: Patricia Bradley</p> <p>Address: 2/224 Barrington Drive G4 9DT</p> <p>Signed: </p> <p>Date: 24 October 2005</p>	<p> 17 Kennymore Road, Stirling FK7 9JF.</p> <p> 24/10/05.</p>
<p>3. For Scottish Coal Company Ltd:</p> <p>Name: NIAL CRAWFORD CRABB</p> <p>Address: ROPE WALK, LYTH HILL BAYSTON HILL, SHROPSHIRE SHROPSHIRE. SY3 0BS</p> <p>Signed: </p> <p>Date: 12/10/05</p>	<p>PHILIP STEVEN RAYSON 17 MACLEAN GROVE, KITCHINGTON, EAST KILBRIDE, SOUTH LANARKSHIRE G74 4TJ</p> <p> 12/10/05</p>
<p>4. For Scottish Natural Heritage:</p> <p>Name: CHRISTINE NEVIN</p> <p>Address: 32 HILLSIDE RD CARROROSS DUNBARTON G82 5LX</p> <p>Signed: </p> <p>Date: 21/11/05</p>	<p>AMANDA KENNEDY STOREY CASPIAN HOUSE MARINE COURT CLYDEBANK BUSINESS PARK CLYDEBANK G81 2NR</p> <p> 01 November 2005</p>

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

**ARTICLES of ASSOCIATION**

**of**

**THE EAST AYRSHIRE COALFIELD ENVIRONMENT INITIATIVE**

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

### **Qualifications for membership**

- 2. The members of the company shall consist of the subscribers to the memorandum of association and such other persons and bodies as are admitted to membership under articles 3 to 7.
- 3. Membership shall be open to
  - (a) Any individual who wishes to further the objectives of the company.
  - (b) Any corporate body which wishes to further the objectives of the company.
  - (c) Any individual who has been nominated for membership by an unincorporated body which wishes to further the objectives of the company.
- 3A. No more than one individual nominated under paragraph (c) of article 3 by each unincorporated body may be a member of the company at any given time.
- 4. 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**

- 5. Any person or body who/which wishes to become a member must sign, and lodge with the company, a written application for membership; in the case of a corporate body, the application must be signed by an appropriate officer of that body; in the case of an application under paragraph (c) of article 3, the application must also be signed by an appropriate officebearer

the unincorporated body which is nominating him/her for membership. Any unincorporated body which has nominated an individual as aforesaid may from time to time revoke such nomination and nominate another representative in his place. All nominations and revocations mentioned in this Article shall be in writing signed by a duly authorised office bearer of the unincorporated body.

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

8. No membership subscription shall be payable.

#### **Register of members**

9. The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she/it was admitted to membership, and the date on which any person or body ceased to be a member; in the case of a member who was admitted under paragraph (c) of article 3, the entry against his/her name shall also include details of the unincorporated body which nominated him/her for membership.

#### **Withdrawal from membership**

10. Any person or body who/which wishes to withdraw from membership shall sign (in the case of a corporate body, through an appropriate officer), 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**

11. Any person or body may be expelled from membership by special resolution (see article 24), providing the following procedures have been observed:-
  - (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion

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

### **Termination/transfer**

- 12. Membership shall cease on death or (in the case of a corporate body) on receivership, liquidation, dissolution or striking-off of the body which constituted the member.
- 12A An unincorporated body 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.
- 13. A member may not transfer his/her/its membership to any other person or body.

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

- 14. The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.
- 15. Not more than 15 months shall elapse between one annual general meeting and the next.
- 16. The business of each annual general meeting shall include:-
  - (a) a report by the chair on the activities of the company
  - (b) consideration of the annual accounts of the company
  - (c) the election/re-election of directors, as referred to in articles 37 to 39.
- 17. The directors may convene an extraordinary general meeting at any time.
- 18. 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**

- 19. At least 21 clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 24) 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.

20. The reference to "clear days" in article 19 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice contained in an electronic communication, the day after the time when it was sent) and also the day of the meeting, should be excluded.
21. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 24) (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.
22. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.
23. 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**

24. For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 19 to 23; 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.
25. 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.
26. For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against, and (as applicable) the chairperson's casting vote), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 19 to 23.

### **Procedure at general meetings**

27. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be not less than 2/3rds of the total membership of the Company, present in person or (in the case of members which are corporate bodies) present via their duly authorised representatives. Any member may be represented by a proxy nominated in writing.
28. 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.
29. The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
30. 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.
31. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally or (in the case of a member which is a corporate body) given via its duly authorised representative present at the meeting.
- 31A. A member which is a corporate body 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 body which he/she represents as that body could have exercised if it had been an individual member of the company.

32. If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
33. 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 corporate 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.
34. 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 number of directors**

35. The minimum number of directors shall be four. Additional directors shall only be appointed with the written permission of those directors appointed under article 39A.

#### **Eligibility**

36. A person shall not be eligible for election/appointment as a director under articles 37, 38 and 39 unless he/she is a member of the company or has been nominated for election/appointment as a director by a member which is a corporate body; a person appointed as a director under article 39A need not, however, be a member of the company.

- 36A. 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**

37. At each annual general meeting, the members may (subject to article 35) elect any member (providing he/she is willing to act) to be a director.
38. The directors may at any time appoint any member (providing he/she is willing to act) to be a director (subject to article 35).

- 38A. A member which is a corporate body may (subject to article 38B) 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 37 and 38.
- 38B. No more than one individual nominated under article 38A by each corporate member may serve as a director at any given time.
39. At each annual general meeting, all of the directors (other than any director appointed under article 39A) shall retire from office - but shall then be eligible for re-election.

**Appointment of directors nominated by East Ayrshire Council, Scottish Coal, Scottish Natural Heritage and the Royal Society for the Protection of Birds.**

- 39A. East Ayrshire Council, Scottish Coal, Scottish Natural Heritage and the Royal Society for the Protection of Birds shall each be entitled to nominate one person as a director; the directors shall, at the director's meeting which follows receipt of any such notice, appoint the individual named in the notice (subject to article 39B) as a director with immediate effect.
- 39B. No more than one person from each body nominated under article 39A may serve as a director at any given time.
- 39C. For the avoidance of doubt, a director appointed under article 39A shall not require to retire from office at any annual general meeting.

**Termination of office**

40. 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 medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
  - (d) (except in the case of a director appointed under article 39A) he/she ceases to be a member of the company or (if he/she was nominated by a corporate body) the corporate

body which nominated him/her ceases to be a member of the company

- (e) (in the case of a director appointed under article 39A) the body which nominated that person withdraws his/her nomination by written notice to the company to that effect
- (f) he/she becomes an employee of the company
- (g) he/she resigns office by notice to the company
- (h) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office
- (i) 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**

- 41. The directors shall maintain a register of directors, setting out full details of each director, the name of the corporate 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.

### **Officebearers**

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

### **Powers of directors**

- 45. 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.
- 46. A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

### **Personal interests**



47. 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 58) from voting on the question of whether or not the company should enter into that arrangement.
48. 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.
49. 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 48) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
50. 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.

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

51. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
52. 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.
53. No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be three. Any director may be represented by a proxy nominated in writing.
54. 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.

55. Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
56. 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.
57. 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.
58. For the purposes of article 58, 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.
59. 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.
60. 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 58 to 60.

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

61. The directors may delegate any of their powers to any sub-committee consisting of one or more directors or such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.
62. Any delegation of powers under article 62 may be made subject to such conditions as the directors may impose and may be revoked or altered.
63. The rules of procedure for any sub-committee shall be as prescribed by the directors.

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

64. All signatories to the bank account must be approved by the Board of Directors and be subject to a maximum of four persons. 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**

65. 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**

66. 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. The minutes shall be made available within 10 working days of the any meeting.

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

67. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
68. 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.

### **Notices**

69. Any notice which requires to be given to a member under these articles shall be given either in writing or by way of an electronic communication; such a notice may be given personally to the member *or* be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her/it to the company *or* (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by way of an electronic communication.
70. 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.

71. 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**

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

### **Indemnity**

73. 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.
74. The indemnity contained in article 75 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.

### **Interpretation**

75. In these articles  
"the Act" means the Companies Act 1985; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time;  
"electronic communication" has the same meaning as is assigned to that expression in the Electronic Communications Act 2000.
76. Reference in these articles to the singular shall be deemed to include the plural.

Subscribers:		Witnessed by:
1.	For East Ayrshire Council:	
Name:	ERIC ROSS	James Leung 57 Forest Grove Kilmarnock East Ayrshire KA13 1UP.
Address:	98 BARRHILL RD. CUMNOCK, Ayrshire KA18 1PN	
Signed:	<i>Eric Ross</i>	<i>James Leung</i> 13/10/05.
Date:	13/10/05	
2.	For the Royal Society for the Protection of Birds Scotland:	
Name:	PATRICIA BRADLEY	Zoe Clland 17 KERRINGHURST Road, STirling FK7 9JF.
Address:	2/2 24 BARRINGTON DRIVE GLASGOW G4 9DT	
Signed:	<i>PB</i>	<i>Zoe Clland</i>
Date:	24 October 2005	24/10/05.
3.	For Scottish Coal Company Ltd:	
Name:	NIAL CRAWFORD CRABB	PHILIP STEVEN RAYSON
Address:	ROPE WALK, LYTH HILL BAYSTON HILL, SHREWSBURY SHROPSHIRE. SY3 0BS	17 MALLAN GROVE, KITCHINGLEN, EAST KILBRIDE, SOUTH LANARKSHIRE. G74 4TJ
Signed:	<i>Niall Crabb</i>	<i>Philip Rayson</i>
Date:	12/10/05	12/10/05
4.	For Scottish Natural Heritage:	
Name:	CHRISTINE NEVIN	AMANDA KENNEDY STOREY CAPTAIN HOUSE MARINER COURT CHYDEBANK BUSINESS PARK CHYDEBANK G81 2NR
Address:	32 HILLSIDE RD CARDROSS DUNBARTON G82 5LT	
Signed:	<i>Christine Nevin</i>	<i>A Storey</i>
Date:	21/11/05	21 <sup>st</sup> November 2005