

Articles of COMMUNITY EMPOWERMENT (SCOTLAND) ACT 2015

ASSET TRANSFER REQUEST FORM

This is an asset transfer request made under Part 5 of the Community Empowerment (Scotland) Act 2015.

Section 1: Information about the community transfer body (CTB) making the request

1.1 Name of the CTB making the asset transfer request

CTB : Loch Lomond South CDT: Company # SC825195

Postal address:

Postcode:

1.2 Contact details.

Contact name:

Postal address: As above.

Email: info@ballochhaldanecc.com / info@lochlomondscdt.co.uk

Loch Lomond South CDT (Community Development Trust)

E: info@lochlomondscdt.co.uk W: www.lochlomondscdt.co.uk

Telephone:

We agree that correspondence in relation to this asset transfer request may be sent by email to the email address given above. *(Please tick to indicate agreement)*

X

1.3 Please mark an "X" in the relevant box to confirm the type of CTB and its official number, if it has one.

X	Company, and its company number is	SC825195 Loch Lomond South CDT Ltd is the active company that is a Trust Company Ltd Guarantee (CLG).
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	Scottish Charitable Incorporated Organisation (SCIO), and its charity number is	
	Community Benefit Society (BenCom), and its registered number is	
	Unincorporated organisation (no number)	

Please attach a copy of the CTB's constitution, articles of association or registered rules.

1.4 Has the organisation been individually designated as a community transfer body by the Scottish Ministers?

No ☒

Yes ☐

Please give the title and date of the designation order:

Applying as an eligible community transfer body

1.5 Does the organisation fall within a class of bodies which has been designated as community transfer bodies by the Scottish Ministers?

No ☒

Yes ☐

If yes what class of bodies does it fall within?

Applying as an eligible community transfer body

Section 2: Information about the land and rights requested

2.1 Please identify the land to which this asset transfer request relates.

You should provide a street address or grid reference and any name by which the land or building is known. If you have identified the land on the relevant authority's register of land, please enter the details listed there.

It may be helpful to provide one or more maps or drawings to show the boundaries of the land requested. If you are requesting part of a piece of land, you must give a full description of the boundaries of the area to which your request relates. If you are requesting part of a building, please make clear what area you require. A drawing may be helpful.

Images and map of the Old Station Building, Balloch, West Dunbartonshire Scotland, G83 8LQ



Floorplan: -



Loch Lomond South CDT(LLSCDT)

The LLSCDT has 1,004 members in total, of those 1004, there is a total of 614 active members from the immediate Balloch and Haldane area. The remaining members are from the wider region of West Dunbartonshire.

Representative members of the local community (614), all of whom support an alternative vision for the tourist information building and other areas of Balloch. Redacted database attached.

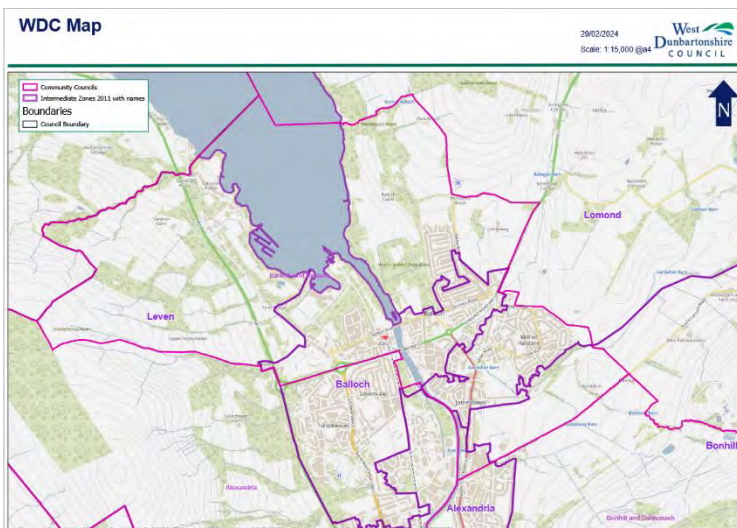
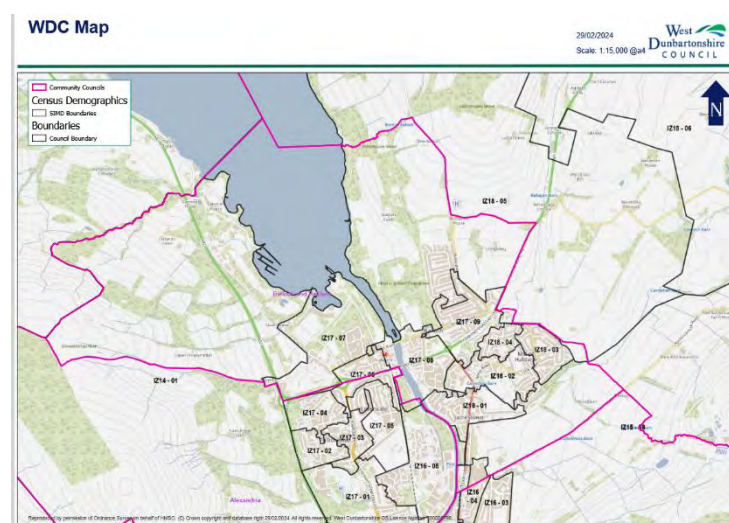
We have via qualitative, and quantitative methods garnered what the local community wishes to see in the area, these range from services to bring the community closer together, activities/facilities geared at the youth, older generations and those who are suffering from isolation and those in the most at-risk categories and economic regeneration. ****Redacted database of members sent as additional file with this application.**



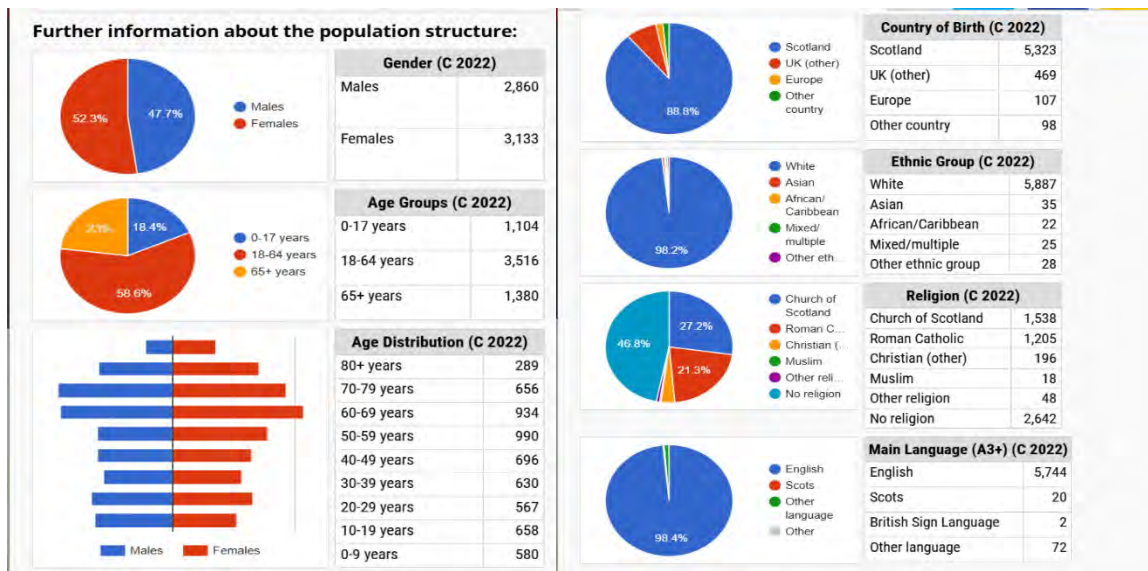
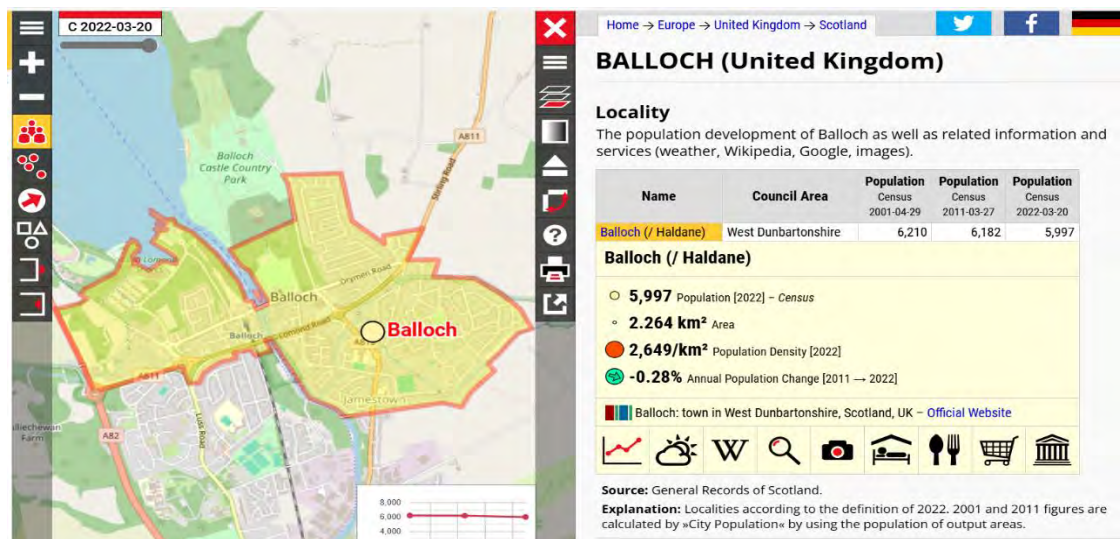
Although LLSCDT welcomes and encourages tourism, we need to strike a balance between catering to those who love to visit the area and those who live in the area and that what we propose is sympathetic to the local environment and challenges we face in protecting at risk species and not further impacting on biodiversity.

LLSCDT wishes to usher in much needed inward investment and attempt to stop the brain drain that means talented individuals feel they have no option but to leave the area or at least travel great distance to secure a decent means of living. We want to create a community hub that can also double up as a business hub that can incubate talent, raise attainment levels and thus underpin greater economic regeneration.

Balloch / Haldane community geography boundary:

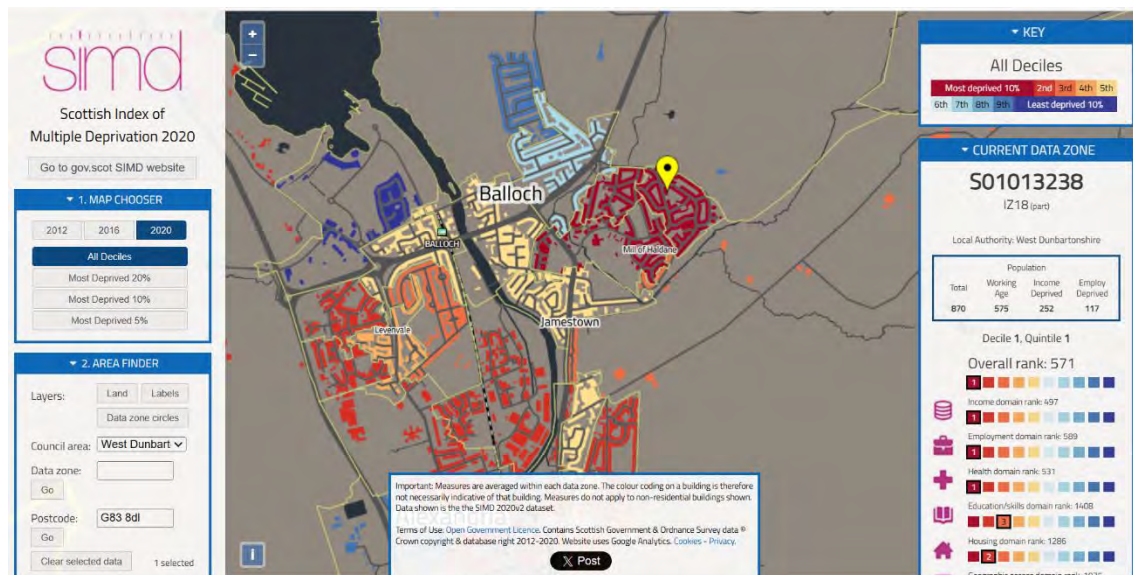


Demographic breakdown:



Source: [Balloch \(West Dunbartonshire, Scotland, United Kingdom\) - Population Statistics, Charts, Map, Location, Weather and Web Information](#)

Index of Multiple Deprivation (SIMD)



Source: [SIMD \(Scottish Index of Multiple Deprivation\)](#) You will note that Haldane falls within the top 1 decile of deprivation.

According to the 'End Child Poverty'¹ group there are 4,887 children in West Dunbartonshire living in poverty. This represents **26.7%** of the young population; a proportion that is substantially higher than the Scottish average of 20%.

Per the following infographic Balloch/Haldane is ranked as one of the highest in respect of income deprivation in the West Dunbartonshire region, and at **20%** is on average more deprived than the rest of Scotland which is ranked at **16%**.

Section 7. West Dunbartonshire

West Dunbartonshire is on average more deprived than Scotland with 22% of the population living in income deprivation compared to 16% for Scotland as a whole (see Table WD.2 legend for details of income deprivation). The local authority area contains a mixture of both affluent and deprived communities; of the 18 intermediate zones, five were less deprived than the Scottish average and 11 were notably more deprived.

Geographical coverage

This profile contains information for West Dunbartonshire and the intermediate zones within the local authority. Intermediate zones are small geographical areas with approximately 2000-6000 residents (Table WD.2).

Table WD.2: Population and income deprivationⁱ for West Dunbartonshire by intermediate zone

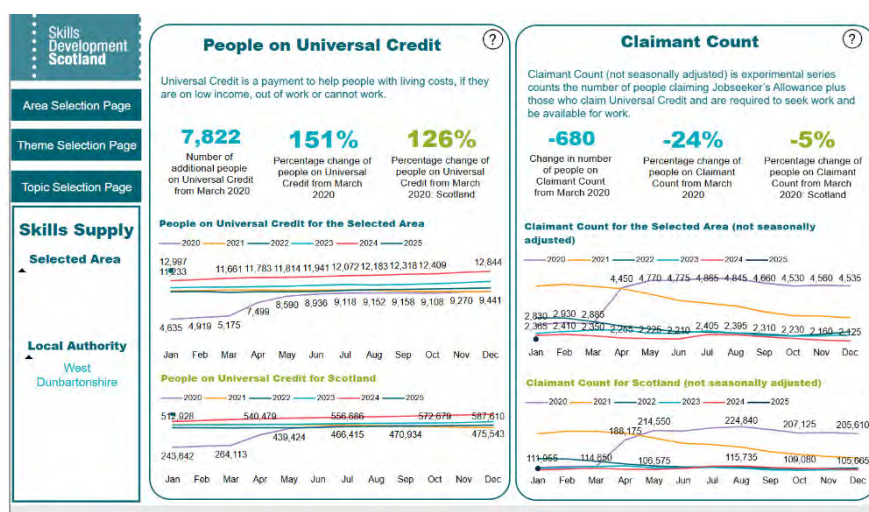
Intermediate Zone	Population ⁱⁱ	Income deprived (%) ⁱ
Alexandria	5,357	17
Balloch North East/Gartocharn/ Mill of Haldane	5,363	20
Bonhill	5,200	24
Bowling	5,529	11
Braidfield	3,569	15
Dalmuir	4,328	32
Dumbarton Central - Silverton West/Townend	6,106	13
Dumbarton East/Bowling/Barnhill/Crosslet	4,322	11
Dumbarton North East - Bellsmyre/ Silverton East	5,015	23
Dumbarton West - Brucehill/Dennytown/ Kirktonhill	5,638	26
Duntocher	4,455	15
Hardgate/Faifley	5,373	31
Jamestown/Rural Moorland	4,568	22
Kilbowie	5,917	30
Mountblow/Parkhall	5,684	28
Radnor Park	4,607	24
Renton	5,319	17
Whitecrook	4,590	29
West Dunbartonshire	90,940	22

ⁱ: Percentage of the population in receipt of (or dependant on someone in receipt of) the following benefits: Income Support, Job Seekers Allowance, Guaranteed Pension Credits and Child and Working Tax Credits. Defined using the Income domain of the Scottish Index of Multiple Deprivation (2008-2009).

ⁱⁱ: Small area population estimates (2008).

(SOURCE: [Layout 1](#))

The following datasets on disability, economic inactivity, Universal Credit claimants, and claimant count in West Dunbartonshire highlight significant challenges compared to the rest of Scotland. These figures show a higher proportion of individuals facing barriers to employment, with more people reliant on benefits and fewer actively engaged in the workforce. West Dunbartonshire's high rates of economic inactivity and Universal Credit claimants suggest systemic issues in local employment opportunities and access to support, underscoring the region's failure to adequately address the needs of its community. These disparities call for targeted interventions in skills development and employment support to improve outcomes for local residents.



(SOURCE: [Regional Skills Assessments - Skills Development Scotland](#))

Suicide rates, depression, addictions and correlation to living in deprivation:

The region's higher claimant count and greater reliance on Universal Credit indicate significant economic vulnerability. People facing long-term unemployment, financial insecurity, and barriers to employment are at increased risk of mental health issues, including depression and anxiety. With poverty acting as both a direct stressor and a barrier to accessing mental health services, it is evident that the economic struggles experienced by many in West Dunbartonshire are linked to elevated suicide rates in the area.

Additionally, the high levels of economic inactivity in West Dunbartonshire reflect a lack of access to fulfilling employment opportunities. Many individuals in this group may experience isolation, a lack of purpose, and a sense of exclusion from society. These factors can contribute to deteriorating mental health, which, when left unaddressed, may lead to suicidal ideation or attempts.

Despite these challenges, West Dunbartonshire has not yet fully addressed these issues in a way that reduces suicide rates. The persistent economic disadvantage and lack of targeted mental health interventions or resources for those facing poverty suggest that the region is failing to adequately support its community in overcoming the stressors that contribute to poor mental health and higher suicide rates.

Overall, the intersection of poverty, economic inactivity, low attainment levels, and mental health struggles in West Dunbartonshire presents a critical area for intervention. Greater focus on economic inclusion, targeted mental health services, and community-based support could help break this cycle, addressing both the poverty-related root causes and the alarming suicide rates in the region.

Suicide: West Dunbartonshire Trends West Dunbartonshire recorded 18 probable suicides during the 2021 reporting period (see Appendix 1 for full details), 13 males and 5 females. The figures show that there has been an increase in registered deaths by probable suicide for males from a figure of 11 in 2020 to 13 in 2021. Probable suicides of females have decreased slightly at 5 in 2021 compared to 6 in 2020. There has been an increasing upward trend for male and for female probable suicides since 2017. Males are almost two thirds of the total number of suicides while females reflect the national trend of one third of the total number of deaths by suicide.

Annual Suicide Statistics released by National Records of Scotland show that there were 753 probable suicides registered in Scotland during 2021, this is a decrease of 52 on the 2020 figure of 805. Three-quarters (75.03%) of people who died by probable suicide in 2021 were male (565 males, 188 females). The highest crude rate of suicide for both males and females occurred in the 45 – 54 age group in 2021. There is a known link between deprivation and suicide. The probable suicide rate (both crude and age-sex standardised) in the period 2017 - 2021 was over three times higher in the most deprived areas compared to the least deprived areas.

(Source: [WEST DUNBARTONSHIRE COUNCIL](#))

Alcohol-related deaths in West Dunbartonshire are significantly higher than the Scottish average. In 2023, there were 23 alcohol-specific deaths in the region, equating to a rate of 38.1 per 100,000 people. This rate surpasses the national average of 23.3 per 100,000

(Source wdhscp.org.uk)

When considering broader alcohol-related harm, West Dunbartonshire experiences elevated rates of alcohol-related hospital admissions and crime. In 2022-2023, there were 744 alcohol-related hospital admissions, with an admission rate higher than the Scottish average.

(Source: alcohol-focus-scotland.org.uk)

Additionally, the region's average neighbourhood crime rate stood at 391.3 crimes per 10,000 population, 18% higher than Scotland's average of 331.2 per 10,000

.(Source: alcohol-focus-scotland.org.uk)

While comprehensive data on suicide rates specific to West Dunbartonshire is not readily available, the region's high rates of alcohol-related harm may contribute to mental health challenges. Addressing these issues requires a multifaceted approach, including enhancing support services, implementing targeted public health initiatives, and strengthening community engagement to mitigate alcohol, drug related harm and its broader social impacts.

Additionally, community organisations play a vital role in educating young people about the dangers of alcohol and drug misuse and healthy living. With focuses on delivering training and resources to parents, youth workers, and community leaders to foster environments that discourage substance abuse. We could consider programs designed to equip adults with the knowledge and skills to effectively communicate the risks associated with substance abuse to young audiences and the many benefits of raising of attainment levels through dedicated interventions.

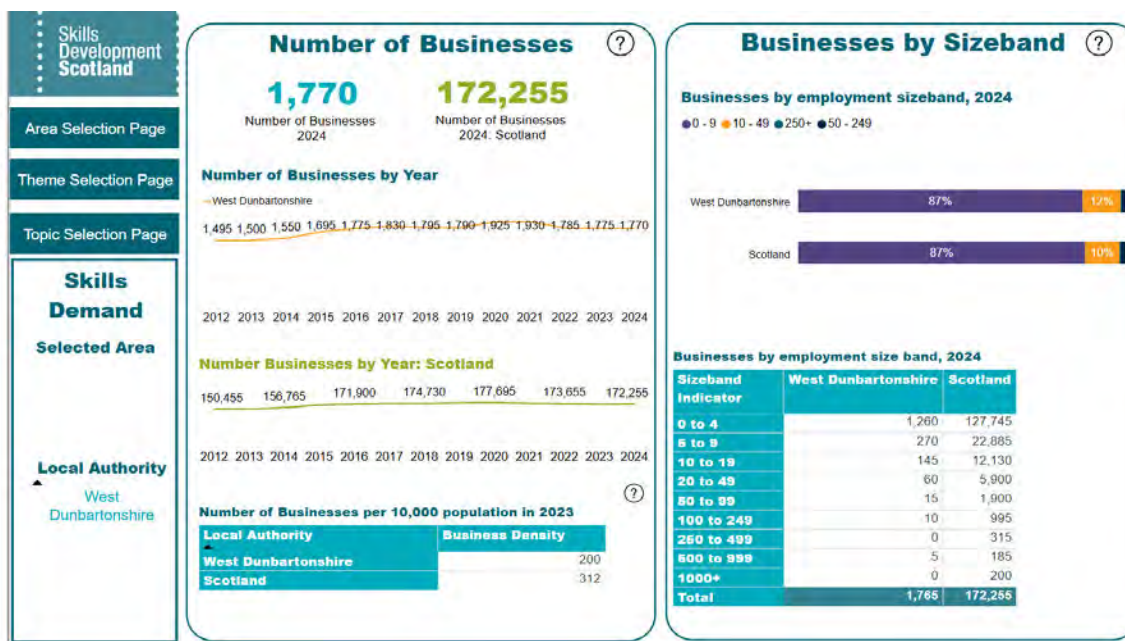
Job and business startup support can play a vital role in addressing suicide, addiction, unhealthy living and related deaths by providing individuals with a sense of purpose, financial independence, and a positive focus. Employment and entrepreneurship offer individuals a sense of purpose and belonging. Engaging in meaningful work or running a business can create a structured routine, which is essential for mental well-being.

Job creation or business startup helps build self-esteem and a sense of accomplishment, which can be protective factors against depression and suicidal thoughts. People often feel more motivated when they have a goal to work towards, leading to better mental health outcomes.

Many individuals who struggle with loneliness, mental health issues and alcohol and substance addiction, living unhealthy sudatory lifestyles and so forth may turn to substances as a coping mechanism for feelings of hopelessness or lack of direction. Employment or business success can help break this cycle by providing alternatives to negative coping strategies.

Offering training and skills development is a crucial part of job and business startup support. Relevant training and appropriate interventions provide individuals with the tools they need to feel empowered and self-sufficient.

By acquiring new skills, individuals are better equipped to handle life's challenges, reducing the likelihood that they will turn to alcohol or other harmful behaviours' as a coping mechanism.



The potential for business startup motivation in the West Dunbartonshire region, particularly in Balloch and Haldane, is influenced by several factors, including local demographics, economic conditions, and available support structures. While there are opportunities for entrepreneurs in these areas, understanding the challenges and opportunities is key to unlocking their potential. Balloch and Haldane, which has historically been a region that relied on manufacturing and traditional industries, but with shifts in the economy, there is an increasing emphasis on diversification and innovation that is still to this day the lack of an entrepreneurial culture: While there is a foundation for small businesses, there may be a lack of an established entrepreneurial ecosystem where individuals feel supported by other business owners or mentors.

The region does not have the same density of business incubators or tech startup hubs as larger urban areas, which can hinder networking and idea sharing. any residents may see starting a business as too risky, especially when they face economic uncertainty or are dealing with personal challenges such as health issues, alcohol addiction, or financial instability. This can create a cycle of economic inactivity, where potential entrepreneurs do not take the leap due to fear of failure. Despite the challenges, factors such as a business hub in Balloch and Haldane could help motivate and foster a startup culture to buck these trends and usher in new industries, such as but not limited to digital and tech sectors.

2.2 Please provide the UPRN (Unique Property Reference Number), if known.

If the property has a UPRN you will find it in the relevant authority's register of land.

UPRN: **Cannot locate the UPRN**

Section 3: Type of request, payment and conditions

3.1 Please tick what type of request is being made:

☐

for ownership (under section 79(2)(a)) - go to section 3A

☒

for lease (under section 79(2)(b)(i)) – go to section 3B

☐

for other rights (section 79(2)(b)(ii)) - go to section 3C

3A – Request for ownership

What price are you prepared to pay for the land requested? :

Proposed price: £ N/A

Please attach a note setting out any other terms and conditions you wish to apply to the request.

3B – request for lease

What is the length of lease you are requesting?

Initially 3 years

How much rent are you prepared to pay? Please make clear whether this is per year or per month.

Proposed rent: £ 0 - with consideration to community benefit the project will generate

Please attach a note setting out any other terms and conditions you wish to be included in the lease, or to apply to the request in any other way.

3C – request for other rights

What are the rights you are requesting?

1. No rent payable, we will take care of the building until the planning application and exclusivity agreement that is attached to the building, either lapses or LLSCDT submit a formal request for a full asset transfer to take ownership of the building.
2. That all issues with the building including roof, fixtures, fittings, walls etc to be repaired to an acceptable condition and in a wind and watertight, state prior to rental agreement.
3. To give LLSCDT the choice of what furniture and any other items it wants to keep before the building is emptied and handed over to the trust.
4. Consideration to the 1st floor of the building not being disabled friendly, we request that SE considers working with LLSCDT to either upgrade the building to meet disability remit or allow the trust to look at other commercial options for the space that they may otherwise deem unacceptable.
5. The car park area being 'aire' for motorhomes or campervans ready. LLSCDT will work with LLTNP to explore this being introduced to Balloch.
6. A commitment from SE that it will work with the LLSCDT to recognise the communities of Balloch and Haldane, as all other communities are across Scotland, per the 2015 Community Empowerment Act, section 79.
7. Min 6-month (Preferably 12 month) termination of lease.

Do you propose to make any payment for these rights?

Yes ☐

No ☒

If yes, how much are you prepared to pay? Please make clear what period this would cover, for example per week, per month, per day?

Proposed payment: £ N/A per

Please attach a note setting out any other terms and conditions you wish to apply to the request.

Section 4: Community Proposal

4.1 Please set out the reasons for making the request and how the land or building will be used.

This should explain the objectives of your project, why there is a need for it, any development or changes you plan to make to the land or building, and any activities that will take place there.

The request for the asset transfer of the tourist information building has been made as the communities of Balloch and Haldane have no community centre or communal non-religious hub or building that they can utilise to meet or carry out indoor community activities.

With over a footfall of 1 million visitors per year to the immediate area (4 million overall to Loch Lomond), Balloch and Haldane are in a unique position to be able to not only aid in catering to but also to benefit from these visitors.

The building will act as a community hub and central point for delivery of various project led activities that fall under the following objectives;

- Health and wellbeing of the local community
- Employability, raising attainment levels and supporting economic development including incubation for business start-up and sector specific business groups.
- Sympathetic to and supporting the meeting of environmental markers and targets
- Focus on helping those from the most deprived areas

Changes: - Clean and touch-up of interior paint / exterior paint inc., roof and other remedial works required.

Removal or replacement of display furniture that LLSCDT deems unwanted

Addition of tables and chairs for meetings and social events

Recommissioning of Internet and local Wi-Fi to allow for business hub activities

Proposed Activities include:

Meeting space for LLSCDT and other groups including businesses

Base to run other revenue generating projects in line with key objectives.

Initial touch-down areas for LLSCDT supported startup businesses inc., offering business services; reg address, hot desking, meeting room and event venue hire +

Rental of office space on upper floor.

LLSCDT website aims to offer paid for recruitment advertising opportunities, thru line advertising opportunities in keeping with ethical standards.

Hub for training, networking and delivery of community-based projects.

Small coffee shop & local tourist information centre

Aire motorhome and caravan hook up site.

Loch Lomond South CDT Mission Statement: -



LLSCDT Mission (Strategy 2025-2030)

The Loch Lomond South Community Development Trust was established to enhance and improve the lives of those who live in Balloch and Haldane. We will deploy a multi-partner and agency approach, empowering the community to work with us in identifying and participating in delivering these changes.

Being mindful of the uniqueness and beauty of the area we reside, we also aim to enhance the visitor experience of those who regularly enjoy visiting Balloch, Loch Lomond and endeavour to work with key stakeholders to ensure they are considered in the decision making process.

Themes;

Community, economic regeneration, health and environment

Values;

Respect, integrity, accountability and inclusion

Objectives;

- Health and wellbeing of the local community
- Employability, raising attainment levels and supporting economic development
- Sympathetic to and supporting the meeting of environmental markers and targets
- Focus on helping those from the most deprived areas

Benefits of the proposal

4.2 Please set out the benefits that you consider will arise if the request is agreed to.

This section should explain how the project will benefit your community, and others. Please refer to the guidance on how the relevant authority will consider the benefits of a request.

With the objectives of the LLSCDT in mind, the local communities of Balloch, Haldane and surrounding areas will benefit from the building being repurposed to create a hub and meeting place for the locals and businesses to undertake various activities. The types of benefits are as follows: -

Health and Wellbeing of the Local Community

Improved Physical Health:

Access to fitness programs, healthy lifestyle workshops, and potential for sports facilities both in (personal training/yoga etc) and outdoors (bike/scooter hire)

Initiatives such as community food share in line with other such like groups who offer similar initiatives i.e., we would cover days they are non-operational to the public.

Enhanced Mental Health:

Creating safe spaces for social interaction and reducing social isolation.

Offering mental health support services and counselling in conjunction with an already established service, and meditation and mindfulness workshops.

Guided rickshaw options for disabled persons.

Better Access to Healthcare:

Partnering with local healthcare providers for free or low-cost health check-ups, and health awareness campaigns.

Increased Community Resilience:

Promoting healthier lifestyles that lead to reduced strain on local healthcare systems.

Employability, Raising Attainment Levels, and Supporting Economic Development:

Skill Development:

Partnering with skilled professionals and academic partners to offer workshops and training programs in trades, digital literacy, and business and entrepreneurial skills.

Partnering with local employability programmes or potentially applying to become an employability partner ref certifications and mentoring to improve job readiness.

Job Creation:

Direct employment opportunities within the project, initially a Project Manager but with the scope for job creation to grow as the project matures.

Supporting local businesses by showcasing opportunities and increasing footfall to their business. This will be done via paid for opportunities via the LLSCDT website and database as well as shop front and tv advertising in store.

Educational Attainment:

Tutoring programs, signposting to scholarships, and affiliations with FE/HE.

Promoting pathways for higher education and vocational training again via affiliations with academic partners, both private and state run.

Economic Growth:

Stimulating the local economy through investment and increased consumer spending across the local area.

Attracting additional funding and or businesses to the area by demonstrating positive impact.

Partnering with already established national wide organisations who can aid in stimulating economic growth in key economic sectors such as but not limited to tech, digital and tourism.

Sympathetic to and Supporting the Meeting of Environmental Markers and Targets

Promoting Sustainability:

Incorporating renewable energy and sustainable practices in project operations.

Supporting green initiatives like recycling drives, tree planting, or energy conservation campaigns.

Raising Environmental Awareness:

Educating the community on circular economy, climate change, energy efficiency, sustainable living and water quality of the Loch and river.

Improved Local Environment:

Cleaner public spaces, reduced pollution, and increased green areas for recreation.

Better air and water quality benefiting everyone, including wildlife.

Meeting National and Local Targets:

Helping the community contribute to broader environmental goals, like reducing carbon footprints or achieving net-zero targets.

Focus on Helping Those from the Most Deprived Areas**Reducing Inequality:**

Providing targeted support to those who need it most, ensuring they have access to services and opportunities.

Breaking the Cycle of Poverty:

Empowering individuals through education, employment, and community support.

Improved Quality of Life:

Offering subsidised or free access to health, education, and recreation programs.

Strengthening Community Bonds:

Building trust and collaboration among diverse groups, fostering a sense of inclusion and belonging. Focusing on demographics who are most in need, those who are furthest away from the labour market and those who in isolation and suffer health related conditions.

Broader Benefits to Others**Regional Impact:**

Creating a model of success that inspires similar initiatives in other communities.

Contributing to regional economic and environmental goals.

Attracting Investment:

Demonstrating community success attracts public and private investment in similar projects.

Intergenerational Benefits:

Laying the foundation for long-term benefits, such as healthier, more skilled future generations.

Social Cohesion:

Promoting understanding and cooperation across different socio-economic and cultural groups.

Businesses and Gov partners

There are several pending agreements that will see the hub offer start up guidance, training and funding via partnerships/affiliations keen to work with the LLSCDT.

Restrictions on use of the land

4.3 If there are any restrictions on the use or development of the land, please explain how your project will comply with these.

Restrictions might include, amongst others, environmental designations such as a Site of Special Scientific Interest (SSI), heritage designations such as listed building status, controls on contaminated land or planning restrictions.

Conversations are taking place with the Loch Lomond Trossachs National Park to ensure we are in working in line with the Local Development and Partnership plans and that the project is in keeping with planning regulations and where, if needed, that we apply for change of use.

Negative consequences

4.4 What negative consequences (if any) may occur if your request is agreed to? How would you propose to minimise these?

You should consider any potential negative consequences for the local economy, environment, or any group of people, and explain how you could reduce these.

1. Currently the first (upper) floor of the building is not compliant with the Equality Act 2010 as it relates to the protected characteristic of disability. The Trust will work with SE and other organisations to explore the potential to make reasonable adjustments / adaptations within available resources to ensure a non-discriminatory approach to all people with disability. In the event that this is not possible, the trust will be limited in the use of the first floor. The Trust will then seek to renegotiate the utilisation of the first floor with SE.
2. If the trust is unable to secure viable funding or run a financially viable commercial operation(s), then we would face the situation of not being able to cover op/cap ex and generate profit to reinvest in new projects to benefit the local communities and economy. We are already in discussions with two neighbouring trusts and a charitable organisation, with a pending MOU that will see us submit joint funding applications which will offer a higher chance of success.
3. At its monthly meetings the trust board will review the ongoing commercial viability of the Station house project against its financial reserves and if continued operation is not feasible, i.e. reserves and likely ongoing income does not cover operating expense liabilities, then the Trust would initiate a process of orderly shutdown of the Station building activities, paying any remaining operational expenses and quitting the lease.
4. Lack of suitably qualified persons to fill vacancies and voluntary roles. We already have a database of 900 + local persons, 615 of which are from Balloch and Haldane, and from those we have a significant number of people volunteering in various capacities. Furthermore, we will aim to work with DWP, local employability programmes and academic partners to offer work experience and placement opportunities with relevant training.
5. The mission of the LLSCDT is to improve the social, business and environmental conditions within the Balloch and Haldane area. All projects considered, and ultimately supported by the LLSCDT, include the identification of all stakeholders and their involvement in any project planning activities prior to project initiation.

***Risk register included – Appendix 1.**

Capacity to deliver

- 4.5 Please show how your organisation will be able to manage the project and achieve your objectives.

This could include the skills and experience of members of the organisation, any track record of previous projects, whether you intend to use professional advisers, etc.

The LLSCDT intends to secure funding for a Project Manager (*****Project coordinator post will be pending additional income generation being realised**) to be appointed to run the *day-to-day* operation with the ongoing support of Board members.

We will be working with DTAS, COSS and other supporting gov agencies/partners, the local Chamber of Commerce, Federation of Small Businesses, local business and boating groups, any tourist sector member organisations.

The use of professional advisors will be limited to those cases where external professional experience is advised or required by project stakeholders or legally required, e.g. the use of professional accountants for submitting annual company returns or conducting surveys etc for local development plans.

Board of Directors Bio

[REDACTED] : Founder/Chair

[REDACTED] is currently a project manager on a multi-million-pound academic research project. Her previous achievements include leading organisations in an operational and marketing/PR capacity to grow their market share and enter new markets. As well as having had start-up organisations, she has worked for global brands, [REDACTED] is versed in the many facets of running a successful organisation. [REDACTED] is also a Community Councillor on the Balloch and Haldane community council which she, [REDACTED], and fellow Director, [REDACTED] re-established in 2023 to ensure the local community of Balloch and Haldane have a voice.

[REDACTED] : Director

[REDACTED] s current role is an advocacy worker for a Dumbarton based organisation, advocating for those most vulnerable in society. Previously she worked in the homeless sector supporting those experiencing homelessness and her role latterly as a project coordinator allowed her to combine her organisational & people skills to oversee a large project working closely with Glasgow City Council. Her previous career was in animal welfare where she worked as an Inspector for the RSPCA and latterly the SSPCA for 15 years. [REDACTED] has recently joined the Balloch & Haldane Community Council where she sits as a councillor alongside fellow Directors [REDACTED]

Secretary/Acting Treasurer/Director

worked in the public sector for over 42 years. 10 years in the civil service as an admin worker, one year in Dumbarton District Council Housing Benefits section and over 30 years with Strathclyde/Glasgow City Council as a Social Worker. Mainly working in Criminal Justice Social Work. She was a front-line manager for ten years and this involved providing support and supervision to social work staff also carrying out this work. was also a member of Dumbarton Women's Aid and was part of the group who successfully applied for funding and set up a refuge in the local area.

Having always lived in the local area of Haldane and Balloch, cares deeply about the long-term future of the area.

: Director

comes with over 40 years in the Hotel & Catering Industry at Managing Director Level, her major achievements to date have included successful design, planning and development of many major branded corporate hotels. Under her direction and management of these hotels, provided a product which consistently attained numerous exemplary awards from Intercontinental Hotels Group and the Scottish Hotel Industry. Her delivery of company brand and operational standards met and exceeded quality evaluation requirements. She has the ability to identify and resolve problems quickly and effectively, prioritises and solves day to day issues in a calm professional manner. She has an exceptional ability of building productive teams and enjoys bringing together creativity and innovation to deliver outstanding service and profitability. She has a proven track record of managing multi-site prestigious hotels returning substantial year on year profits. Living in the immediate area of Balloch and also a Councillor on the Balloch and Haldane Community Council, aims to use her extensive experience to help assist and develop the Balloch and Haldane community.

: Director

has lived in Balloch most of his adult life and always appreciated the natural beauty of the area. He has a keen interest in outdoor activities including cycling walking and boating. The majority of his working life was spent in Estates and Facilities Management. primarily in the NHS. was Head of Estates and Integrated Equipment Services for NHS Highland in Argyll and Bute until his retiral in 2021. Through his work he has developed significant project management skills and is experienced in engaging with a broad spectrum of parties in developing proposals to take forward plans. hopes that his experience will assist in the work of the Community Council as well as the Community Development Trust.

[REDACTED] : Co Opted Director

[REDACTED] is a Councillor on West Dunbartonshire Council and currently represents the Leven Ward. He has been involved in local politics for a long number of years and is keenly interested in assisting communities to find solutions from within to some of the issues and problems local communities face across a range of matters. Central to building this model is owning assets and being held accountable to local people.

Active Board Volunteers

[REDACTED]

[REDACTED] currently works in a Governance role in a global, multi-national company. As well fulfilling a Governance role she is also the lead on the roll out of Digital Contracts for the specific sector she works in.

Prior to this role she worked in the social housing sector for 25+ years, latterly as a Housing Manager. She has extensive experience of dealing with various stakeholders at a local and national level. She has forged partnerships to benefit the local community and to tackle social and economic issues. She successfully introduced community benefits for disadvantaged residents of the housing association by establishing various packages and encouraging residents facing isolation to attend local community groups. She aims to empower people and communities to make informed decisions regarding their local community, bringing multiple benefits to the local area.

[REDACTED] is also a qualified fitness instructor and health coach out with her current employment. She is a local resident and is passionate about preserving the local environment and helping to tackle social isolation, better mental and physical well-being and to drive employment and education opportunities.

[REDACTED]

[REDACTED] has lived in West Dunbartonshire for over 30 years and in Balloch for 8 years. Now retired from her career in the NHS she held a number of management and strategic roles, most recently as a Senior Manager in health and community care with responsibility for a number of joint health and social care services as well as primary care services (500 wte staff and annual budget of £25m). After leaving the NHS [REDACTED] worked on a consultancy basis on a number of National Change Programmes. She is committed to partnership working at all levels; individuals, communities of interest and neighbourhoods and across agencies. [REDACTED] has and continues to volunteer in a range of activities across West Dunbartonshire including the emerging CDT.

[REDACTED]

[REDACTED] a retired secondary school music teacher, has been a lifelong resident of West Dunbartonshire and cherishes the unfettered access to "Our Loch". Deeply committed to preserving public ownership of the land on Loch Lomond's southern shore in Balloch, she has recently become actively involved in community initiatives. Alongside fellow volunteers, her efforts encompass distributing informational leaflets, sharing updates on social media, and engaging with local councillors and politicians to advocate for the land's retention in public hands.

Active Community Volunteers

In addition to the Board of Directors, LLSCDT has 17 active local volunteers who are actively working in support of the efforts of the CDT. These volunteers are supporting efforts in a variety of ways such as but not limited to door-to-door canvassing, aid in social media roles, attending and supporting at events and engaging wider public.

Section 5: Level and nature of support

5.1 Please provide details of the level and nature of support for the request, from your community and, if relevant, from others.

This could include information on the proportion of your community who are involved with the request, how you have engaged with your community beyond the members of your organisation and what their response has been. You should also show how you have engaged with any other communities that may be affected by your proposals.

In the last 11 months we have held 7 public meetings and have engaged with 4000 people either by mail drop, going door to door and speaking directly with persons as well as canvassing events happening in the Balloch area. Overwhelmingly most people we engaged with were eager to see alternative plans to Lomond Banks and keen to discuss the future of Balloch and what we as a community development trust can do to safeguard the likes of the tourist information building and other areas for the betterment of the local community.

From this activity alone, we have built a 1004-person database (redacted copy attached) of which **614** are from Balloch and Haldane. We regularly engage with all

of those who have signed up to the trusts database, keeping them up to date with what we are doing and our plans via regular newsletters and public meetings.

To date we have raised £7376 via GoFundMe which includes the proceeds from a charity music event hosted in a local pub in Balloch that seen multiple music acts and a raffle and auction take place.

We are currently working directly with the University of West of Scotland (UWS) to apply to a Scot Gov fund to deliver a 6 week entrepreneurial skills book camp to start ups and established businesses within the local area.

Volunteers are actively working on building a business database of local employers. We already have micro, SME and corporate, signed up to be part of the LLSCDT. These organisations have in principal agreed to vote on matters of importance, be included in local place planning activities and support economic growth across the area including sponsoring LLSCDT.

We are in discussions with two neighbouring community councils (Bonhill & Dalmonach/Kilmarnock CC's) and a charitable organisation (Balloch Castle Country Park Regeneration Group) + other local groups, with a pending MOU that will see us working collaboratively wherever possible to deliver against our objectives and to ensure we are complimentary and not duplicating on efforts.

With the support of LLTNP, we will set up an exec level steering group that will see key stakeholders such as SE, WDC, LLTNP + meet to discuss the future of Balloch.

[January 2025 LLSCDT Newsletter](#) (this link includes past newsletters/updates)

Letters of Support



University of the West of Scotland
School of Business and Creative Industries
Paisley Campus, PA1 2BE

07th March 2025

Subject: Letter of Support for Loch Lomond South Community Development Trust

I am writing to express my full support for the Loch Lomond South Community Development Trust and its ongoing efforts to enhance community development and economic growth in the region. In particular, I am excited about the opportunities presented by the repurposing of the former Balloch Tourist Information building into a community hub which would include resident small and medium-sized enterprises (SMEs).

Through the UK Government's Help to Grow: Management programme, which aims to improve leadership and management skills and enhance firm-level productivity in SMEs, I am committed to delivering business support to the eligible organisations that will be operating from this facility. The School's experience and expertise in business development and management training align perfectly with the objectives of this initiative, and I am eager to contribute towards strengthening the local business ecosystem.

I believe that this initiative will play a crucial role in fostering entrepreneurship, supporting sustainable business growth, and driving economic prosperity within the Loch Lomond South community. I would welcome the opportunity to collaborate with participating businesses to ensure the success of this venture and maximize the impact of the Help to Grow: Management programme.

Best wishes,

JWS School of Business & Creative Industries
Help to Grow: Management Programme
University of the West of Scotland





Support for Asset Transfer

I would like to express my support for the proposal by Loch Lomond South Community Development Trust (LLSCDT) to bring the former Balloch tourist information building into community ownership.

It is a well-known and attractive building which has significant potential as a community hub given its central location, directly opposite the railway terminus. The alternative to community ownership would likely be for it to lie empty for an indeterminate period of time. This would clearly be to the detriment of the local community and harm Balloch's reputation as a visitor destination.

I've been in regular contact with the CDT since the very first steps towards their formation and have been consistently impressed with their commitment to community involvement and accessibility. LLSCDT will act in the interests of the community. They recognise the importance of their role in an area famed internationally for its natural environment but which faces significant economic and social challenges.

Best Wishes,

Ross Greer

MSP for West Scotland.

**Ross Greer MSP for the West of Scotland
Scottish Green Party**

Unit 4, 38 Stewart Street, Milngavie G62 6BY
0141 956 2778 | ross.greer.msp@parliament.scot





Constituency Office
11 Castle Street
Dumbarton
G82 1QS
Tel: 01389 734214
Email: jackie.baillie.msp@parliament.scot

Scottish Enterprise
Atrium Court
50 Waterloo Street
Glasgow
G2 5HQ

28 April 2025

Our Ref: JB31950

Dear [redacted]

Balloch and Haldane Community Council

Re: Loch Lomond South Community Development Trust / Community Asset Transfer

I write on behalf of the above-noted organisation who are working to secure the Community Asset Transfer of the former Tourist Information Centre (Old Station building) in Balloch.

I am fully supportive of this organisation's efforts to gain ownership of this site.

Balloch and Haldane Community Council has long been involved in representing and acting on behalf of the community in these areas and I feel that they would endeavour to make best use of the facility.

I would be grateful if you would take these comments on board and consider it as support for the Loch Lomond South Community Development Trust's proposal.

Many thanks for your assistance.

Yours sincerely

Jackie Baillie MSP
Dumbarton Constituency



2 Atlantic Square,
31 York Street,
Glasgow
G2 8AS

3rd May 2025

Letter of Support: Loch Lomond South Community Development Trust

We are writing to express our full support for the Loch Lomond South Community Development Trust and its sustained activity to boost community development and economic growth in the region.

In particular, we support the ambition of the Trust to repurpose the former Balloch Tourist Information building into a community hub which would include resident small businesses. We are excited about the opportunities presented by this work to establish a Women's Business Centre (WBC) and establish a sustainable pathway to skills and career development through business creation.

We are committed to working collaboratively with the Trust to develop a programme of support for local women through a WBC. Already we operate an award-winning digital [Women's Business Centre](#) platform providing free-to-access business insights, case studies, webinars and checklists.

We will ensure this digital resource is available to local women. In addition, we will work with the Trust to develop in-person, expert, women-centric business support services. This work aligns to the Scottish Government's £50m commitment to a Women's Business Centre model made in the 2021 – 2022 Programme for Government.

The expertise of Women's Enterprise Scotland in designing and delivering women-centric business support from ideation through to growth, provides strong strategic alignment to the goals of the Trust. We are keen to support the ambition of the Trust to create a community hub and to play our part in enabling local women to unlock their business potential and grow their contribution to the local economy.

Yours sincerely



Women's Enterprise Scotland



Website : www.ScotcoinProject.com Email : info@ScotcoinProject.com

To whom it may concern

I am writing to express our support for the proposal by Loch Lomond South Community Development Trust (LLSCDT) to bring the former Balloch tourist information building into community ownership.

It is an attractive building with both suitable access and sufficient car parking in an excellent location.

In general terms we, as an ethical crypto, support community activities and initiatives as creation of community has become even more important as we immerse ourselves in digital culture. We are very happy to support this by using our resources to help establish and continue running the centre.

We would also be interested in running educational talks and lectures on the digital world and on what the blockchain can do to make things better. We are a "Green" organisation and will offset the carbon footprint of the centre as part of our assistance.

Should you have any questions please feel free to email me on this address.



The Scotcoin Project CIC

The Scotcoin Project CIC Registration Number SC437322 VAT Number 462644650
56 Ashton Lane Glasgow G12 8SJ Scotland



The Scottish Parliament
Pàrlamaid na h-Alba



Pam Gosal MBE MSP
Member of the Scottish Parliament for West Scotland

1st May 2025

Letter of Support for Loch Lomond South CDT

I would like to offer my support to Loch Lomond Community Development Trust for their proposal on creating a community asset of the Balloch Tourist Information Centre which is currently closed and owned by Visit Scotland.

I understand there has been overwhelming support over the last year for the centre to be repurposed for the community, engaging several thousand people from both the immediate area of Balloch, Haldane and wider region of West Dunbartonshire. This I understand has been via both qualitative and quantitative measures i.e. online surveys, door to door, one to one meetings, tabletop, PR in streets, events, and hosting public meetings.

I believe Loch Lomond South Community Development Trust currently has around 1000 members, with over 600 of those members living in the Balloch or Haldane area. From the information provided, I acknowledge that 85% of the businesses from the local area support the proposal and wish to see an alternative vision for the tourist information building and surrounding areas.

If there is anything further you wish to raise with me, or if there is anything I can assist with, then please do not hesitate to contact me directly.

Yours sincerely,

Dr Pam Gosal MBE MSP
Member of the Scottish Parliament for West Scotland

The Scottish Parliament, Edinburgh, EH99 1SP
Pam.Gosal.MSP@Parliament.scot
0131 348 5950



Reform UK
180 West Regent Street
Glasgow G2 4RW
United Kingdom
7th April 2025

Dear Loch Lomond South Community Development Trust,

Reform UK fully support the members of the Loch Lomond South Community Development Trust (LLSCDT) in their ambition to secure the temporary asset transfer of the former Balloch Tourist Information Building with a view to acquiring the building permanently.

Reform UK are on course to gain seats for the West Scotland Region in the Scottish Parliamentary Elections in May 2026, therefore we would like to assure members that they have our full support now and this will continue following May 2026.

On a personal note, I have lived at Craig Lomond Gardens, very close to the former tourist information building, for a number of years and even though I no longer live in Balloch, my family and I still visit Balloch regularly. We recognise the prominence of the building and fully appreciate the benefits that a transfer to the LLSCDT will bring to the community. We're also conscious how such a building, if left vacant for a period, will fall into decline and how this will negatively impact on the local community and tourism.

The levels of activism demonstrated by the local community over the proposals for Flamingo Land must now serve to evidence their commitment and drive to improve their community.

We believe the LLSCDT deserves the trust and support of all parties in this endeavor.

Kind Regards

Published and Promoted by

Reform UK, 180 West Regent Street, Glasgow G2 4RW.

From: [REDACTED]
Sent: 07 March 2025 12:30
To: [REDACTED]
Subject: RE: Comments re form

Hi [REDACTED]

Thanks for meeting me yesterday with regards to the building which was previously occupied by Tourist information Scotland, and to say I am further enthused after our meeting with regards to the building. We have many ideas which we feel would turn this building into a real community hub for the people of Balloch and surrounding.

As I explained at our meeting, I couldn't envisage getting involved with the building if only a 3 year lease as such, as this could not recoup and profit monies spent on investing into the building, and as such would like to speak again after confirmation of Flamingo Land outcome, and possible far greater lease terms.

Also as much as I greatly appreciate the photos you sent over within information document, it would be fantastic if we could have a proper walk round the building to gain further insight.

If this is possible please let me know.

Look forward to speaking soon, and have a lovely weekend.

Regards

[REDACTED]

Draft MOU between LLSCDT and TechScaler (Codebase) *This will be signed in the coming weeks

Memorandum of Understanding

Between

CodeBase, registered at Argyle House, 3 Lady Lawson Street, Edinburgh, EH3 9DR

And

Loch Lomond South CDT (LLSCDT), 5 South Charlotte Street, Edinburgh, Scotland, EH2 4AN

About us section

Background

CodeBase & TechScaler

CodeBase is an ecosystem support organisation that helps people build and grow better tech startups through community, education, and workspace. CodeBase delivers the contract for TechScaler, the Scottish Government's tech startup support programme.

TechScaler supports everyone in Scotland who wants to build a startup, regardless of background, and was created to increase the number of successful Scottish startups, build the Scottish economy, and provide opportunities for the people of Scotland and beyond.

TechScaler helps members through education, mentorship, community, and workspaces. It was established in 2022 to deliver on key priorities outlined in the Scottish Tech Ecosystem Review (STER) report, and in the National Strategy for Economic Transformation (NSET), to strengthen the country's tech sector and encourage entrepreneurship.

Logos

The logo images for Codebase and Techscaler, and LLSCDT are attached as Appendix 2.

The use of said logos and/or official emblems of the Parties, Techscaler and LLSCDT on any publication, document and/or paper should be consistent with the objectives laid out below.

Objectives of the Partnership

Codebase and LLSCDT will work together to:

- > Support one another's goals, with particular regard to our shared ambition to build up the Loch Lomond South tech ecosystem;
- > Where relevant and appropriate, each organisation will cross-promote each other's communications, marketing and media and signpost to one another's activity - for example, social media posts, events, programme calls and excursions;
- > Co-develop content where appropriate - for example, marketing
- > Promote collaboration within the West Dunbartonshire Region
- > Partners agree to data sharing agreement as per appendix on page 4.

The support Techscaler will offer LLSCDT will include:

- > Promote the partnership and agree arrangements to enable both parties to track referrals to the space,
- > Signpost our Techscaler support and programmes to all the co-working and hotdesking facilities and business facilities and services
- > Provide office hours for members and communities from the LLSCDT with an initial test of drop ins every 6 weeks depending on demand

The support LLSCDT will offer to Codebase will include:

- > *In line with with LLSCDT commitment to Scottish Enterprise, LLSCDT will* signpost CodeBase to West Dunbartonshire and neighbouring regions based business and startups
- > LLSCDT community hub will serve as an incubator and event space that can facilitate events and offer hot desking and meeting room options
- > Promote the partnership and agree arrangements to enable both parties to track referrals to the space,
- > Signpost the Techscaler support and programmes to all the co-working and hotdesking facilities

Key Contacts

CodeBase

> [REDACTED]

> [REDACTED]

Loch Lomond South CDT

> [REDACTED]

Signed on behalf of **CodeBase**

by

Name:

Role:

Date:

Signed on behalf of **Loch Lomond South CDT**

By:

Name:

Role:

Date

Data Sharing - Appendix 1

To the extent that either Party processes personal data for the purposes of the Techscaler

programme, the Parties shall:

- acting as independent controllers, each comply with their respective obligations under the UK General Data Protection Regulation and Data Protection Act 2018 (together the “Data Protection Legislation”);
- not, through its acts or omissions, cause the other to be in breach of the Data Protection Legislation; and
- implement appropriate technical and organisational measures sufficient to comply at least with the security, integrity and confidentiality obligations imposed on a controller by the Data Protection Legislation.
- Where either Party shares personal data with the other Party, it shall:
 - ensure that it is not subject to any prohibition or restriction which would:

- (a) prevent it from disclosing or transferring such personal data to the other party as required to give effect to the Partnership; and
- (b) prevent or restrict the other party from processing such personal data for the purposes of CodeBase startup support programmes;
- ensure that all fair processing notices have been given (and/or, as applicable, valid consents obtained that have not been withdrawn) and are sufficient in scope and kept up-to-date in order to meet the transparency requirements of the Data Protection Legislation to enable the other party to process such personal data in order to obtain the benefit of its rights, and to fulfil its obligations, under this MOU in accordance with the Data Protection Legislation; and
- ensure that such personal data is:
 - (a) adequate, relevant and limited to what is necessary for the purposes of the sharing; and
 - (b) adequate, relevant and limited to what is necessary.

Appendix 2 Approved Logos

Primary CodeBase Logo



Secondary CodeBase Logo



Primary Techscaler Logo

techscaler

Secondary Techscaler Logo

techscaler



Loch Lomond South
Community Development Trust

Funding

5.2 Please outline how you propose to fund the price or rent you are prepared to pay for the land, and your proposed use of the land.

You should show your calculations of the costs associated with the transfer of the land or building and your future use of it, including any redevelopment, ongoing maintenance and the costs of your activities. All proposed income and investment should be identified, including volunteering and donations. If you intend to apply for grants or loans you should demonstrate that your proposals are eligible for the relevant scheme, according to the guidance available for applicants.

Income Generation attached - APPENDIX 2 + attached as an additional file

Signature

Two office-bearers (board members, charity trustees or committee members) of the community transfer body must sign the form. They must provide their full names and home addresses for the purposes of prevention and detection of fraud.

This form and supporting documents will be made available online for any interested person to read and comment on. Personal information will be redacted before the form is made available.

We, the undersigned on behalf of the community transfer body as noted at section 1, make an asset transfer request as specified in this form.

We declare that the information provided in this form and any accompanying documents is accurate to the best of our knowledge.

Name

Address

Date 24th Dec 2024

Position

Signature

Name

Address

Date 24th Dec 2024

Position

Signature



Checklist of accompanying documents

To check that nothing is missed, please list any documents which you are submitting to accompany this form.

Section 1 – you **must** attach your organisation’s constitution, articles of association or registered rules

Title of document attached: Attached as pdf ‘**3.1 Model Articles of Ass. ...**’

Section 2 – any maps, drawings or description of the land requested

Documents attached: As noted above. Happy to give further details if required.

Section 3 – note of any terms and conditions that are to apply to the request

Documents attached: As noted above.

Section 4 – about your proposals, their benefits, any restrictions on the land or potential negative consequences, and your organisation’s capacity to deliver.

Documents attached: As noted above.

Section 5 – evidence of community support

Documents attached: Anonymised extract from member database

Section 6 – funding

Documents attached:

Income generation / PL excel - APPENDIX 2 +

APPENDIX 1 – Risk Register

Risk Register for Tourist Information Building: Programme Management & Evaluation*

Likelihood (L) scores: 5: Almost certain; 4: Likely; 3: Possible; 2: Unlikely; 1: Rare Impact (I) scores: 5: Severe; 4: Major; 3: Medium; 2: Minor; 1: Insignificant

Description	Impact	Manager	L	I	S	Mitigation
1. Project does not secure necessary funding or attract adequate commercial revenue generation to be a viable operation.	<p>Unable to maintain tourist information building as a hub and knock on impact of growing the project portfolio.</p> <p>Long term sustainability of the project activities cannot be guaranteed. Project fails to deliver sustained economic impact.</p>	Chair/Board and Funding/Project Manager(s)	3	5	10	<ul style="list-style-type: none"> The project looks at all possible funding sources, consideration given to apply for charitable status via OSCR and maintain such until the project exceeds the income threshold. Additional pros of charitable status inc., business rate and VAT relief, gift aid and extra assurance to stakeholders ref governance. Consideration to segmentation of Trust to allow for varying types of trade. Board must be compliant and versed on charitable law. Revenue generation is an ongoing priority and project activities must primarily be geared at income generation that offer a real social impact. Already strong interest is being shown in rental of upper floor of the tourist information building from several sources. MOU's pending with national bodies who will attract additional business footfall and allow the hub to act as an incubator for start-ups and

	Levels of poverty in the area continue to grow. Negative Impact on local businesses.					business in growth phase that can be supported by LLSCDT activities.
Description	Impact	Manager	L	I	S	Mitigation
2. Project fails to maintain high levels of public support, political engagement and local leadership.	Project fails to align with local area needs and interventions required.	Chair/Board	1	3	32	<ul style="list-style-type: none"> Public engagement is forefront to the plans and alignment with local businesses, bodies, groups and social enterprises remain a top priority. Ongoing engagement Scottish Enterprise (SE) and Loch Lomond Trossachs National Park (LLTNP) and alignment with its objectives are also forefront to the Trusts proposed plans. This project is aligned to the ambitions of National Strategy for Economic Regeneration (NSET), 2015 Community Empowerment Act (review June 2025 due), as well as key regional economic and health policies that promote community empowerment and health and wellbeing.
3. Project fails to recruit /retain key staff and volunteers (e.g. due to candidate driven market and lack of	Delivery of the programme of projects activities is compromised.	Chair/Board	3	3	9	<ul style="list-style-type: none"> Efforts are made to ensure members of the team are valued, have the opportunities to develop skills and experience and have good channels of communication across the team and project.

funding and poor governance)	The envisaged impact is not fully achieved.					<ul style="list-style-type: none"> • Good governance in line with ACAS guidance being adopted and adhered to as well as establishing relations with relevant partners who can offer the necessary interventions in relation to skills.
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Description	Impact	Manager	L	I	S	Mitigation
4. Project fails to engage sufficiently with target underrepresented groups.	Project fails to achieve its goals with regard to social mobility and inclusive growth.	Chair / Board / Project Manager	3	4	10	<ul style="list-style-type: none"> Women, young people, those at the lowest end of the economic ladder, per SIMD data, and those impacted by poor health. Project will leverage existing frameworks and work cohesively with already established projects to put mechanisms in place to avoid duplication and maximise impact. Ongoing review of strategies to ensure project remains on track in achieving these goals.
5. Project fails to engage sufficiently with target businesses and those who would wish to start up or grow their business.	Project fails to achieve its goals with regard economic regeneration and growth.	Chair/Board/ Project Manager	3	3	10	<ul style="list-style-type: none"> Establishing and ongoing engagement with relevant business groups inc., but not limited to chambers of commerce, federation for small businesses and other local groups. Ongoing review of strategies and ensuring alignment with agreements (MOUs, agreed affiliations and partnerships) to ensure a joined up and cohesive approach. Strategic board due to be launched Q3 to address key concerns that impact on economic regeneration of the local area.

APPENDIX 2 – Income Generation

	A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W	X
1	Operating Expenditure																							
2		Annual	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Notes									
3	Expenditure (variable)																							
4	Staff	£ 44,000.00	£ 3,666.67	£ 3,666.67	£ 3,666.67	£ 3,666.67	£ 3,666.67	£ 3,666.67	£ 3,666.67	£ 3,666.67	£ 3,666.67	£ 3,666.67	£ 3,666.67	£ 3,666.67	Base Salary for PM									
5	Staff														***Base Salary for Project Coordinator TBC									
6	Recruitment Costs	£ 5,000.00	£ 416.67	£ 416.67	£ 416.67	£ 416.67	£ 416.67	£ 416.67	£ 416.67	£ 416.67	£ 416.67	£ 416.67	£ 416.67	£ 416.67	Max Agency cost for PM									
7	Employer NI Contribution	£ 6,210.00	£ 517.50	£ 517.50	£ 517.50	£ 517.50	£ 517.50	£ 517.50	£ 517.50	£ 517.50	£ 517.50	£ 517.50	£ 517.50	£ 517.50	Based on 2024/45 tax year 13.8% contribution PM									
8	Employer NI Contribution	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	Based on 2024/45 tax year 4% contribution PC									
9	Employer Pension Contribution	£ 1,162.80	£ 96.90	£ 96.90	£ 96.90	£ 96.90	£ 96.90	£ 96.90	£ 96.90	£ 96.90	£ 96.90	£ 96.90	£ 96.90	£ 96.90	£38,760 PM role (3% of min amount on earnings between £5,240 - £50,270)									
10	Employer Pension Contribution	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	***£28,760 PC role (3% of min amount on earnings between £5,240 - £50,270) TBC									
11	Consultancy Costs	£ 4,000.00	£ 333.33	£ 333.33	£ 333.33	£ 333.33	£ 333.33	£ 333.33	£ 333.33	£ 333.33	£ 333.33	£ 333.33	£ 333.33	£ 333.33	Accountant fees									
12	Heating/Lighting	£ 10,000.00	£ 833.33	£ 833.33	£ 833.33	£ 833.33	£ 833.33	£ 833.33	£ 833.33	£ 833.33	£ 833.33	£ 833.33	£ 833.33	£ 833.33	From Visit Scotland									
13	Maintenance	£ 6,000.00	£ 500.00	£ 500.00	£ 500.00	£ 500.00	£ 500.00	£ 500.00	£ 500.00	£ 500.00	£ 500.00	£ 500.00	£ 500.00	£ 500.00	From Visit Scotland									
14	Misc	£ 10,000.00	£ 833.33	£ 833.33	£ 833.33	£ 833.33	£ 833.33	£ 833.33	£ 833.33	£ 833.33	£ 833.33	£ 833.33	£ 833.33	£ 833.33	Misc expenses: travel, sundries etc									
15	Café Stock	£ 60,000.00	£ 5,000.00	£ 5,000.00	£ 5,000.00	£ 5,000.00	£ 5,000.00	£ 5,000.00	£ 5,000.00	£ 5,000.00	£ 5,000.00	£ 5,000.00	£ 5,000.00	£ 5,000.00	Costs for base products - this cost may increase/decrease depending on activities									
16	Marketing / PR	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	Reliant on volunteer expertise for the first year									
17	Total Variable Costs	£ 146,372.80	£ 6,364.40	£ 6,364.40	£ 6,364.40	£ 6,364.40	£ 6,364.40	£ 6,364.40	£ 6,364.40	£ 6,364.40	£ 6,364.40	£ 6,364.40	£ 6,364.40	£ 6,364.40										
18	Fixed																							
19	Rent	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	Assume SE allows lease for £0 p.a.									
20	Council Tax	£ 7,311.27	£ 609.27	£ 609.27	£ 609.27	£ 609.27	£ 609.27	£ 609.27	£ 609.27	£ 609.27	£ 609.27	£ 609.27	£ 609.27	£ 609.27	From Visit Scotland: Unless we can get a better deal from WDC									
21	Telephone/Broadband	£ 540.00	£ 45.00	£ 45.00	£ 45.00	£ 45.00	£ 45.00	£ 45.00	£ 45.00	£ 45.00	£ 45.00	£ 45.00	£ 45.00	£ 45.00	Approx from BT website									
22	Total Fixed Costs	£ 7,851.27	£ 654.27	£ 654.27	£ 654.27	£ 654.27	£ 654.27	£ 654.27	£ 654.27	£ 654.27	£ 654.27	£ 654.27	£ 654.27	£ 654.27										
23																								
24	Total Costs	£ 154,224.07	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67										
25	Bookings/Income	£ 154,224.07	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67										
26	Reception B	£ 5,000.00	£ 8,000.00	£ 15,000.00	£ 15,000.00	£ 15,000.00	£ 15,000.00	£ 15,000.00	£ 15,000.00	£ 15,000.00	£ 15,000.00	£ 15,000.00	£ 15,000.00	£ 15,000.00	café income									
27	Office 1	£ 4,200.00	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	fixed tenant PA									
28	Office 2	£ 4,200.00	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	fixed tenant PA									
29	Office 3	£ 4,200.00	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	fixed tenant PA									
30	Office 4	£ 500.00	£ 500.00	£ 1,000.00	£ 1,400.00	£ 1,500.00	£ 1,600.00	£ 1,700.00	£ 1,800.00	£ 2,100.00	£ 2,100.00	£ 2,100.00	£ 2,100.00	£ 2,800.00	Room rented to various groups / + space for Board meetings (Full day: £100 Half day: £50)									
31	Grants	£ 4,000.00	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	Scotcoin (Awarded)									
32	Business Services	£ 3,000.00	£ 250.00	£ 250.00	£ 250.00	£ 250.00	£ 250.00	£ 250.00	£ 250.00	£ 250.00	£ 250.00	£ 250.00	£ 250.00	£ 250.00	Business reg address, mail forwarding, hot desking, room hire etc									
33	Grants	£ 5,000.00	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	Robertson Trust: Wee Grant (Pending)									
34	Grants	£ 10,000.00	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	National Lottery Funding: Young Start & Community Action Funds (Pending)									
35	Fundraising	£ 13,500.00	£ -	£ -	£ 500.00	£ -	£ -	£ -	£ 500.00	£ -	£ 500.00	£ -	£ -	£ -	GoFundMe £7373.00 in bank / remainder will be raised over 2025									
36																								
37	Less Expenditures		£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67	£ 7,018.67										
38	Running Balance		£ 46,831.33	£ 48,562.66	£ 58,293.98	£ 67,925.31	£ 77,656.64	£ 87,487.97	£ 97,919.29	£ 107,950.62	£ 118,781.95	£ 129,113.28	£ 139,444.60	£ 150,475.93										
39																								
40																								
41															This sets the start month for the table to Jan 2 -									

This rate the start month for the table 1- Jan ? -

APPENDIX 3 – Model Memorandum & Articles of Association

SECTION 3.1 – MODEL MEMORANDUM & ARTICLES OF ASSOCIATION

[note: this model satisfies eligibility requirements in relation to community right to buy (in its original form, as well as right to buy abandoned/neglected/detrimental land, or for sustainable development), and is also compatible with charitable status]

MEMORANDUM OF ASSOCIATION

THE COMPANIES ACT 2006

COMPANY LIMITED BY
GUARANTEE AND NOT HAVING A
SHARE CAPITAL

MEMORANDUM of ASSOCIATION
of
LOCH LOMOND SOUTH
CDT(LLSCDT)

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

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

MEMORANDUM of ASSOCIATION
of
LOCH LOMOND SOUTH CDT

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

Name of each subscriber	Signature of each subscriber
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Dated: [10th August 2024]

ARTICLES OF ASSOCIATION

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE
CAPITAL

ARTICLES of ASSOCIATION of
[LOCH LOMOND SOUTH CDT(LLSCDT)]

Development Trusts Association Scotland
THE COMPANIES ACT 2006

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

ARTICLES of ASSOCIATION of

LOCH LOMOND SOUTH CDT

CONTENTS		
GENERAL	constitution of the company, defined terms, objects, powers, restrictions on use of assets, limit on liability, general structure	articles 1-15
MEMBERS	categories, qualifications, application, minimum number, [membership subscription/re-registration][adjust depending on which section has been omitted], arrangements involving the company's website, register, withdrawal, expulsion, termination/transfer	articles 16-55
GENERAL MEETINGS (meetings of members)	general, notice, special/ordinary resolutions, procedure	articles 56-103
DIRECTORS	categories, maximum/minimum number, eligibility, election/retiral/re-election (Member Directors), appointment/re-appointment (Co-opted Directors), termination of office, register, office-bearers, powers, conflicts of interest involving directors – general, conflicts of interest relating to transactions/arrangements with the company, conflict of interest situations, remuneration & expenses	articles 104-142
DIRECTORS' MEETINGS	procedure, conduct of directors	articles 143-170

ADMINISTRATION	committees, operation of bank accounts, secretary, minutes, accounting records and annual accounts, notices	articles 171-188
MISCELLANEOUS	winding-up, indemnity	articles 189-195

Constitution of company

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

Defined terms

- 2 In these articles of association, unless the context requires otherwise: -
 - (a) **"board"** means the directors;
 - (b) **"charity"** means a body which is entered in the Scottish Charity Register;
 - (c) **"charitable purpose"** means a charitable purpose under section 7 of the Scottish Charities Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
 - (d) **"community body"** means a community body within the meaning of section 34 of the Land Reform (Scotland) Act 2003 (as amended by section 37 of the Community Empowerment (Scotland) Act 2015) which is also regarded as a community body for the purposes of section 49(2) of the Land Reform (Scotland) Act 2016;
 - (e) **"community transfer body"** means a community transfer body within the meaning of section 77 of the Community Empowerment (Scotland) Act 2015 (as read with section 19 of the Community Empowerment (Scotland) Act 2015);
 - (f) **"Companies Act"** means the Companies Act 2006;
 - (g) **"crofting community body"** means a crofting community body within the meaning of section 71 of the Land Reform (Scotland) Act 2003 (as amended by section 62 of the Community Empowerment (Scotland) Act 2015);
 - (h) **"OSCR"** means the Office of the Scottish Charity Regulator;
 - (i) **"Part 3A community body"** means a Part 3A community body with the meaning of section 97D of the Land Reform (Scotland) Act 2003 (as inserted by section 74 of the Community Empowerment (Scotland) Act 2015);

- (j) **"Part 5 community body"** means a Part 5 community body within the meaning of section 49 of the Land Reform (Scotland) Act 2016;
- (k) **"property"** means any property or other asset (which may include rights or interests in land and intellectual property);
- (l) **"Scottish Charities Act"** means the Charities and Trustee Investment (Scotland) Act 2005;
- (m) **"subsidiary"** has the meaning given in section 1159 of the Companies Act;
- (n) **"sustainable development"** means development which meets the needs of the present without compromising the ability of future generations to meet their own needs.

3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Objects

4 The company has been formed to benefit principally the community of Balloch and Haldane, which comprises the postcodes listed in Annex 1, with the following objects:

- (1) The advancement of community development (including advancement of regeneration) principally within the Community;
- (2) The advancement of citizenship;
- (3) The advancement of environmental protection or improvement;

But only to the extent that the above purposes are consistent with furthering the achievement of sustainable development.

5 **The company's objects are restricted to those set out in article 4** (but subject to article 6).

6 The company may (subject to article 74) add to, remove or alter the **statement of the company's objects in article 4**; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

Powers

7 The company has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.

8 In particular, the company has power:

- (a) To register any interest in land and to exercise any right to buy under Part 2 of the Land Reform (Scotland) Act 2003;
- (b) To exercise any right to buy under Part 3A of the Land Reform (Scotland) Act 2003;
- (c) To exercise any right to buy under Part 5 of the Land Reform (Scotland) Act 2016;
- (d) To make any participation request under Part 3 of the Community Empowerment (Scotland) Act 2015, and to take any appropriate steps following upon the making of any such request;
- (e) To make any asset transfer request under Part 5 of the Community Empowerment (Scotland) Act 2015, and to take any appropriate steps following upon the making of any such request.

Restrictions on use of the company's assets

- 9 The income and property of the company shall be applied solely towards **promoting the company's objects (as set out in article 4)**; and in particular (but without limiting the generality of that provision) any surplus funds or assets of the company must be applied for the benefit of the Community.
- 10 No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
- 11 No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
- 12 No benefit (whether in money or in kind) shall be given by the company to any director except:
 - (a) repayment of out-of-pocket expenses; or
 - (b) reasonable payment in return for particular services (out with the ordinary duties of a director) actually rendered to the company.
- 13 Notwithstanding the provisions of articles 11 and 12, the company may make any payment to any individual who is a member or director of the company, where that payment is made in direct furtherance of the objects of the company.

Liability of members

- 14 Each member undertakes that if the company is wound up while they are a member (or within one year after they cease to be a member), they will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:

- (a) payment of the **company's debts and liabilities contracted before they** cease to be a member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

General structure

15 The structure of the company consists of: -

- (a) The MEMBERS - comprising (i) Ordinary Members (who have the right to participate in the annual general meeting (and any other general meeting) and have important powers under the articles of association and the Companies Act; in particular, the Ordinary Members elect people to serve as directors and take decisions in relation to changes to the articles themselves), (ii) the Associate Members and (iii) the Junior Members; and
- (b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

MEMBERS

Categories of Members

16 For the purposes of these articles: -

- (a) **"Ordinary Member"** means a member who fulfils the qualifications set out in article 18; **"Ordinary Membership"** shall be interpreted accordingly;
- (b) **"Associate Member"** means a member admitted under article 19 (as read with article 20); **"Associate Membership"** shall be interpreted accordingly;
- (c) **"Junior Member"** means a member admitted under article 21; **"Junior Membership"** shall be interpreted accordingly

Associate Members and Junior Members are not eligible to stand for election as Member Directors (as defined in article 104), nor are they eligible to vote at any general meeting.

Qualifications for membership

17 The members of the company shall consist of the subscribers to the memorandum of association and such other individuals and organisations as are admitted to membership under articles 18 to 31.

- 18 Ordinary Membership shall (subject to articles 23 and 27) be open to any person aged 16 years or over who:
- (a) is resident in the Community (as defined in article 4);
 - (b) is entitled to vote at a local government election in a polling district that includes the Community or part of it; and
 - (c) supports the objects of the company.
- 19 Associate Membership shall (subject to articles 23, 24 and 25) be open to:
- (a) individuals who do not fulfil the qualifications under paragraphs (a) and (b) of article 18 but support the objects and activities of the company; and
 - (b) (subject to article 20) organisations (wherever they have their principal office or place of business or their main area of operation) that support the objects and activities of the company.
- 20 In the case of an organisation which is not a corporate body, the organisation itself cannot be a member of the company; instead, membership shall be open to an individual nominated by that organisation (where the organisation would qualify for membership under article 19), but on the basis that no more than one individual nominated by each organisation under this article 20 can be a member of the company at any given time.
- 21 Junior Membership shall (subject to article 23) be open to those individuals aged between 12 and 15 (whether or not they are resident in the Community) who support the objects and activities of the company.
- 22 An individual, once admitted to Ordinary Membership, shall automatically cease to be a member if they cease to fulfil any of the qualifications for Ordinary Membership set out in article 18 (but will then be able to apply for admission as an Associate Member if they so wish).

Application for membership

- 23 Any individual who wishes to become a member (in a personal capacity) must (subject to article 45) submit an application for membership, either in writing, signed by that individual *or* by way of an email issued by that individual; the application must specify the category of membership for which they are applying.
- 24 Any organisation which is a corporate body and wishes to become an Associate Member must (subject to article 45) submit an application for membership, either in writing, signed on its behalf by an appropriate officer of that organisation *or* by way of an email issued by an appropriate officer of that organisation.

- 25 Any individual nominated under article 20 by an organisation which is an unincorporated body who wishes to become an Associate Member must (subject to article 45) submit an application for membership (either in writing, signed by that individual *or* by way of an email issued by that individual); and the organisation which is nominating that individual for membership must also submit confirmation of that nomination (either in writing signed on its behalf by an appropriate officer of that organisation *or* by way of an email issued by an appropriate officer of that organisation).
- 26 The company shall (subject to article 45) supply a form for applying for membership to any individual or organisation on request.
- 27 An individual applying for Ordinary Membership shall, if the company so requests, supply such evidence as the company may reasonably request to demonstrate that they fulfil the qualifications set out in paragraphs (a) and (b) of article 18.
- 28 At the first board meeting which is held after receipt of an application for membership, the board shall review the application (together with any evidence supplied under article 27) to determine whether the applicant fulfils the qualifications for membership set out in articles 18, 19 or 21 (as the case may be).
- 29 If, on the basis of the review carried out under article 28, the applicant fulfils the qualifications for membership, the board shall (subject to article 30) admit the applicant to membership; and, within a reasonable time after the meeting, shall notify the applicant of the outcome of the application.
- 30 The board do not require to admit an applicant to membership (even if they fulfil the qualifications for membership) if:
- (a) the effect of admitting them would be that the requirement under article 32 that at least three quarters of the members must be members of the community was no longer met; or
 - (b) they were expelled from membership under article 52 at any time in the past; or
 - (c) in the case of an individual applying for membership on the basis of nomination by an unincorporated body, any other individual previously nominated for membership by that organisation was expelled from membership under article 52 at any time in the past (unless a special resolution of the nature referred to in article 53 has been passed in relation to that unincorporated body).
- 31 For the avoidance of doubt, in determining whether or not any individual or organisation fulfils the qualifications for membership, the board shall adhere to a transparent process which enshrines the principles of equal treatment and non-discrimination.

Minimum number of members

- 32 The minimum number of members is 20; and at least three quarters of the members of the company must, at all times, be members of the community.
- 33 **The expression "members of the community" in article 32** shall be taken to be a reference to Ordinary Members.
- 34 In the event that either or both of the requirements under article 32 cease to be met through a reduction in the number of members of the company or through a reduction in the proportion of members of the community included within the membership of the company, the board may not conduct any business other than to ensure the admission of sufficient members (or, as the case may be, Ordinary Members) to ensure that those requirements are met once more.

Membership subscription

Members shall require to pay an annual membership subscription; unless and until otherwise determined by ordinary resolution, the amount of the annual membership subscription shall be £0.

- 35 The annual membership subscriptions shall be payable on admission to membership (subject to article 40) and or before [1st September] in each year.
- 36 The members may vary the amount of the annual membership subscription and/or the date on which it falls due in each year, by way of an ordinary resolution to that effect passed at an annual general meeting.
- 37 If the membership subscription payable by any member remains outstanding more than four weeks after the date on which it fell due (and providing the member concerned has been given at least one written reminder) the directors may, by resolution to that effect, expel that individual or organisation from membership.
- 38 For the avoidance of doubt, it will be open to an individual or organisation expelled from membership under article 39 to reapply for membership if they so wish.
- 39 An individual or organisation who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.
- 40 Where the membership subscription for a given year has been paid by an individual who was admitted as an Associate Member on the basis of nomination by an unincorporated body, no further membership subscription for that year will be due if, during that year, that individual ceases to be a member and some other individual nominated by that unincorporated body is admitted as a member in their place.

Re-registration

41 The board may at any time request all members, or all members within a given category, to confirm that they wish to remain in membership of the company.

42 Any request under article 41 must be issued:

(a) in hard copy form; or

(b) (where the member to whom notice is given has notified the company of an email address to be used for the purpose of communications from the company) by way of email;

and must refer to the possible consequences (under article 43) of failing to confirm, within the period allowed for under article 43, that the member wishes to remain in membership.

43 If the company does not receive confirmation from any member, within four weeks after the issue to that member of a request under article 41, that they wish to remain in membership of the company, the board may, by resolution to that effect, expel that individual or organisation from membership without any requirement to follow the procedure referred to in article 52.

44 Subject to article 45, any confirmation under articles 42 and 43 must be:

(a) in writing, signed by the relevant individual (or, in the case of an organisation which is a corporate body, signed on its behalf by an appropriate officer of that organisation); or

(b) by way of email issued by the relevant individual (or, in the case of an organisation which is a corporate body, by way of an email issued by an appropriate officer of that organisation).

Arrangements involving the company's website

45 The board may, if they consider appropriate, introduce arrangements under which an individual or organisation can apply for membership and/or membership subscriptions may be paid and/or an individual or organisation may confirm that they wish to remain a member, by accessing the **company's website (and, where applicable, links from the company's website)**, and completing and submitting forms electronically.

46 The board shall ensure that any arrangements introduced under article 45 incorporate appropriate security measures and reserve the right for the company to request signed hard copy documentation and/or evidence of eligibility in any case where the board consider that to be appropriate.

Register of members

47 The board shall maintain a register of members, setting out the full name and address of each member, the date on which each member was admitted

to membership, the category of membership into which the member falls, and the date on which any individual or organisation ceased to be a member.

- 48 All members will be required to read, agree and sign the code of conduct. The Code of Conduct will determine how all members are expected to behave at all times as members of the trust. If a member is found to have breached the Code of Conduct, immediate expulsion is possible, depending on the circumstances and act committed. Meditation and adherence to the ACAS code of conduct will be adhered to in such circumstances where there is no serious breach. (Per article 54)
- 49 Where an individual was admitted to Associate Membership on the basis of nomination by an organisation which is not a corporate body, the entries **against that individual's name in the register of members shall include** details of the organisation which nominated that individual for membership.

Withdrawal from membership

- 50 Any individual or organisation who/which wishes to withdraw from membership shall give the company notice to that effect, either in writing, signed by that individual (or, in the case of a corporate body, signed on its behalf by an appropriate officer of that body) *or* by way of an email issued by that individual (or, in the case of a corporate body, issued by an appropriate officer of that body); on receipt by the company of that notice, the individual or organisation shall cease to be a member.
- 51 An organisation which has nominated an individual for membership under article 20 may withdraw its nomination at any time, by way of notice to the company to that effect, either in writing, signed by an appropriate officer of that organisation *or* via an email issued by an appropriate officer of that organisation; on receipt by the company of the notice, the individual will automatically cease to be a member.

Expulsion from membership

- 52 Any individual or organisation may be expelled from membership by special resolution (see article 50 and 71), 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 (or, in the case of a corporate body, an individual authorised by it) shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.
- 53 Where an individual who was admitted to membership on the basis of nomination by an unincorporated organisation (i.e. an organisation which

is not a corporate body) is expelled from membership under article 52, no other individual nominated for membership by that organisation will be eligible for membership unless and until a special resolution to that effect is passed.

Termination/transfer

54 Membership shall cease:

- (a) in the case of an individual, on death;
- (b) in the case of an organisation which is a corporate body, on the liquidation, winding-up, dissolution or striking-off of that organisation; or
- (c) in the case of an individual admitted to membership on the basis of nomination by an organisation which is not a corporate body, if that organisation is wound up or dissolved.

55 A member may not transfer their membership to any other individual or organisation.

GENERAL MEETINGS

General meetings (meetings of members)

56 The board shall convene an annual general meeting in each year (but excluding the year in which the company is formed).

57 The first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.

58 Not more than 15 months shall elapse between one annual general meeting and the next.

59 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 Member Directors, as referred to in articles 110 to 116.

60 Subject to articles 56 and 61, the board may convene a general meeting at any time.

61 The board must convene a general meeting if there is a valid requisition by members (under section 303 of the Companies Act) or a requisition by a resigning auditor (under section 518 of the Companies Act).

Notice of general meetings

- 62** At least 14 clear days' notice must be given of any general meeting.
- 63** The reference to "clear days" in article 62 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted (or, in the case of a notice sent by email, the day after it was sent), and also the day of the meeting, should be excluded.
- 64** A notice calling a meeting shall specify the time of the meeting, and (subject to article 66) the place where the meeting is to be held; and
- (a) it shall indicate the general nature of the business to be dealt with at the meeting;
 - (b) if a special resolution (see article 71) (or a resolution requiring special notice under the Companies Act) is to be proposed, it shall also state that fact, giving the exact terms of the resolution; and
 - (c) it shall notify the Ordinary Members of their right to appoint a proxy.
- 65** If members and directors are to be permitted to participate in the meeting by way of audio and/or audio-visual link(s), the notice (or notes accompanying the notice) shall:
- (a) set out details of how to connect and participate via that link or links; and
 - (b) for the benefit of those members who may have difficulty in using a computer or laptop for this purpose, **draw members' attention to** the following options: (i) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements), (ii) (Ordinary Members only) appointing the chairperson of the meeting as proxy, and directing the chairperson on how they should vote in relation to each resolution to be proposed at the meeting, (iii) (where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting (iv) submitting questions and/or comments in advance of the meeting.
- 66** If participation in the meeting is to be solely by way of audio and/or audio-visual links – with no intention for the meeting to involve attendance in person by two or more members in one place – the place of the meeting shall, for the purposes of the notice calling the meeting, be taken to be the place where the anticipated chairperson of the meeting is expected to be, as at the time fixed for the commencement of the meeting; and, if it transpires that the chairperson of the meeting is at some other place as at the commencement of the meeting, the meeting shall be taken to have been validly adjourned to that other place.

- 67 Where a general meeting is to involve participation solely via audio and/or audio-visual links, the notice (or notes accompanying the notice) must include a statement inviting members to submit questions and/or comments in advance of the meeting, which (subject to article 68) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting
- 68 Where article 67 applies, the chairperson of a general meeting will not require to read out or address any questions or comments submitted by members in advance of the meeting if and to the extent that the questions or comments are of an unreasonable length (individually or taken together), or contain material which is defamatory, racist or otherwise offensive.
- 69 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 70 Notice of every general meeting shall be given to all the members and directors, and (if auditors are in office at the time) to the auditors:
- (a) in hard copy form; or
 - (b) (where the individual or organisation to whom notice is given has notified the company of an email address to be used for the purpose of communications from the company) by way of email; or
 - (c) (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Companies Act) by means of a website.

Special resolutions and ordinary resolutions

- 71 **For the purposes of these articles, a "special resolution" means a resolution** passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 62 to 70.
- 72 For the avoidance of doubt, the reference in article 71 to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the total number of votes cast in relation to the resolution; and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 73 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Companies Act allow the company, by special resolution,
- (a) to alter its name; or
 - (b) to alter any provision of these articles or adopt new articles of association.

74 If the company is a charity, amendments to the objects of the company (as set out in article 4) will require the prior consent of OSCR; and OSCR's prior consent is also required in relation to any change of name.

75 If:

- (a) the company is a community body (as defined in article 2) and (i) it has registered a community interest in land under Part 2 of the Land Reform (Scotland) Act 2003 and remains so registered, or (ii) has bought land under Part 2 of the Land Reform (Scotland) Act 2003 any part of which remains in its ownership; or
- (b) the company is a Part 3A community body or Part 5 community body (in each case, as defined in article 2) and has bought land under Part 3A of the Land Reform (Scotland) Act 2003 or Part 5 of the Land Reform (Scotland) 2016 any part of which remains in its ownership,

the company must give written notice to the Scottish Ministers of any amendments to the articles of association of the company as soon as possible after such amendments take effect; and that requirement shall also apply in the context of any application to Scottish Ministers (where a determination has not yet been made by Scottish Ministers) under any of the legislation referred to above, if amendments are made to the version of the articles of association which was previously submitted to Scottish Ministers in connection with that application.

76 For the purposes of these articles, an **"ordinary resolution"** means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 62 to 70.

Procedure at general meetings

77 The board may, if they consider appropriate (and must, if that is required under article 78) make arrangements for members and directors to participate in general meetings by way of audio and/or audio-visual links which allow them to hear and contribute to discussions at the meeting, providing:

- (a) the means by which members and directors can participate in this manner are not subject to technical complexities, significant costs or other factors which are likely to represent – for all, or a significant proportion, of the members - a barrier to participation;
- (b) the notice calling the meeting (or notes accompanying the notice) contains the information required under article 65; and
- (c) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and directors who participate via an audio or audio-visual link are not disadvantaged with regard to

their ability to contribute to discussions at the meeting, as compared with those members and directors (if any) who are attending in person (and vice versa).

- 78 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed general meeting would not be possible or advisable for all or a significant proportion of the membership, the directors must make arrangements for members and directors to participate in that general meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in paragraphs (a) to (c) of article 77 will apply.
- 79 A general meeting may involve two or more members or directors participating via attendance in person while other members and/or directors participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 80 Reference in articles 61 to 68 and articles 77 to 79 to members should be taken to include proxies for Ordinary Members and authorised representatives of members which are corporate bodies.
- 81 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall (subject to article 82) be:
- (a) 14 Ordinary Members; or
 - (b) (if this is a higher number than (a)) 10% ordinary members (to the nearest round number) of the total number of Ordinary Members comprised in the membership of the company at the time;
- in each case, either present in person (subject to article 84) or represented by proxy.
- 82 A quorum shall not be deemed to be present at any general meeting unless the Ordinary Members present or represented by proxy at the meeting form a majority of the members present or represented by proxy at the meeting.
- 83 For the avoidance of doubt, Associate Members and Junior Members shall not be counted in determining whether a quorum is present at any general meeting.
- 84 An individual participating in a general meeting (whether as a member, as a proxy for a member, as the authorised representative of a member which is a corporate body, as a director, or as the chairperson of the meeting) via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting shall be deemed to be present in person (or, if they are not a member or the authorised representative of a member which is a corporate body, will be deemed to be in attendance) at the meeting.
- 85 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 (subject to article 88) place, as may be fixed by the chairperson of the meeting.

- 86 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.
- 87 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such date, time and (subject to article 88) place as the chairperson may determine.
- 88 Article 66 shall apply in relation to the requirement under article 87 for the chairperson to specify the place of an adjourned meeting.
- 89 Every Ordinary Member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
- 90 Where an Ordinary Member, or a proxy for an Ordinary Member, is participating in a meeting via audio or an audio-visual link, they may cast their vote on a given resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically – and providing the board have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast via a show of hands.
- 91 For the avoidance of doubt, Associate Members and Junior Members shall have no power to vote at general meetings, but they have the right to participate and speak at general meetings
- 92 Any Ordinary Member who wishes to appoint a proxy to vote on their behalf at any meeting (or adjourned meeting):
- (a) **shall lodge with the company, at the company's registered office, a** written instrument of proxy (in such form as the board require), signed by that Ordinary Member; or
 - (b) shall send by email to the company, at the email address notified to the members by the company for that purpose, an instrument of proxy (in such form as the board require);
- providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
- 93 An instrument of proxy which does not conform with the provisions of article 92, or which is not lodged or sent in accordance with such provisions, shall be invalid.

- 94 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 95 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed that proxy to speak at the meeting; and a proxy need not be a member of the company.
- 96 A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the **company's registered office (or, where sent by email, was received by the company at the address notified by the company to the members for the purpose of email communications)** before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
- 97 An Associate Member which is a corporate body shall be entitled to appoint an individual to participate and speak at any general meeting as its authorised representative.
- 98 If there are an equal number of votes for and against any resolution proposed at a general meeting, the chairperson of the meeting shall be entitled to a casting vote but only if this is in line with the Code of Conduct. If Code of Conduct is breached by the Chair, this must be documented and will result in a special meeting and further investigation of the matter before another meeting called and a final vote cast.
- 99 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 participating in the meeting and entitled to vote, whether as Ordinary Members or as proxies for Ordinary 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.
- 100 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such manner as the chairperson may direct.
- 101 Where an Ordinary Member, or a proxy for an Ordinary Member, is participating in a meeting via an audio or audio-visual link, the **chairperson's directions regarding how a secret ballot is to be conducted** may allow them to cast their votes on the secret ballot via any of the methods referred to in article 90, providing reasonable steps are taken to preserve anonymity (while at the same time, maintaining confidence in the validity of the process).
- 102 The result of any secret ballot shall be declared at the meeting at which the ballot was demanded.
- 103 These articles of association impose certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at general meetings; providing the arrangements made by the board in

relation to a given general meeting (and the manner in which the general meeting is conducted) are consistent with those requirements:

- (a) a member cannot insist on participating in the general meeting, or (in the case of an Ordinary Member) voting at the general meeting, by any particular means;
- (b) the general meeting need not be held in any particular place;
- (c) the general meeting may be held without any number of those participating in the meeting being present in person at the same place (but, notwithstanding that, the quorum requirements – taking account of those participating via audio and/or audio-visual links – must still be met);
- (d) the general meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;
- (e) an Ordinary Member will be able to exercise the right to vote at a general meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the board) and which permits that **Ordinary Member's vote to be taken into account in determining** whether or not a resolution is passed.

DIRECTORS

Categories of director

104 For the purposes of these articles:

"Member Director" means a director (drawn from the Ordinary Membership of the company) appointed under articles 110 to 116;

"Co-opted Director" means a director appointed or re-appointed by the directors under articles 117 and 118.

Maximum/minimum number of directors

105 The maximum number of directors shall be 14; out of that number, no more than 2 shall be Co-opted Directors.

106 At any given time, directors who are also Ordinary Members must form a majority of the total number of directors in office.

107 The minimum number of directors shall be 3, of whom a majority must be Member Directors.

Eligibility

- 108 A person shall not be eligible for election/appointment as a Member Director unless they are an Ordinary Member of the company; a person appointed as a Co-opted Director need not, however, be a member of the company.
- 109 A person shall not be eligible for election/appointment as a director if they are an employee of the company.

Election, retiral, re-election: Member Directors

- 110 At each annual general meeting, the Ordinary Members may (subject to articles 105 to 109) elect any Ordinary Member (providing they are willing **to act) to be a director (a "Member Director")**).
- 111 The board may (subject to articles 105 to 109) at any time appoint any Ordinary Member (providing they are willing to act) to be a director (a **"Member Director"**).
- 112 At the first annual general meeting, one third of the Member Directors shall retire from office; the question of which of them is to retire shall be determined by some random method.
- 113 At each annual general meeting (other than the first):
- (a) any Member Director appointed under article 111 during the period since the preceding annual general meeting shall retire from office;
 - (b) out of the remaining Member Directors, one third shall retire from office.
- 114 The directors to retire under paragraph (b) of article 113 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.
- 115 To ensure the constitutional aims, overarching objectives and integrity of the trust means the founding members, signatories on this document, cannot be removed from office.
- 116 A director who retires from office under article 112 or 113 shall be eligible for re-election for three terms.

On the third "third" occasion on which a director retires from office (disregarding for this purpose any retiral under paragraph (a) of article 113), they shall not be eligible for re-election by the members under article 110 (or for appointment by the board under article 111 or 117) prior to the date of the next annual general meeting, per article 17.

Appointment/re-appointment: Co-opted Directors

- 117 In addition to their powers under article 111, the board may (subject to articles 105 to 109) at any time appoint any individual (providing they are **willing to act**) to be a director (a "Co-opted Director") on the basis that:
- (a) they have specialist experience and/or skills which could be of assistance to the board; or
 - (b) they are in a position to bring an additional perspective (e.g. a young **person's perspective**) to the work of the board.
- 118 At each annual general meeting, all of the Co-opted Directors shall retire from office – but shall then (subject to articles 105 to 109) be eligible for re-appointment under article 117.

Termination of office

- 119 A director shall automatically vacate office if:
- (a) they cease to be a director through the operation of any provision of the Companies Act or become prohibited by law from being a director;
 - (b) they become debarred under any statutory provision from being a charity trustee (within the meaning of section 106 of the Scottish Charities Act);
 - (c) they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months;
 - (d) (in the case of a Member Director) they cease to be an Ordinary Member of the company;
 - (e) they become an employee of the company;
 - (f) they resign office by notice to the company (either in writing or by email);
 - (g) they are absent (without permission of the board) from more than three consecutive board meetings, and the board resolve to remove them from office;
 - (h) they are removed from office by resolution of the board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Scottish Charities Act;
 - (i) they are removed from office by resolution of the board on the grounds that they are considered to have committed a serious breach of the code of conduct for directors (as referred to in article 170); or
 - (j) they are removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Companies Act.

- (k) they breach the code of conduct and found to be guilty of accusations made.

120 A resolution under paragraph (h) or (i) of article 119 shall be valid only if:

- (a) the director who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for removal is to be proposed;
- (b) the director concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
- (c) at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

Register of directors

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

Office-bearers

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

123 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.

124 A person elected to any office shall cease to hold that office if they cease to be a director, or if they resign from that office by written notice to that effect.

Powers of directors

125 Subject to the provisions of the Companies Act and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the board, who may exercise all the powers of the company.

126 A board meeting at which a quorum is present may exercise all powers exercisable by the board.

Conflicts of interest involving directors - general

127 The board shall use every effort to ensure that conflicts of interest involving directors (including those which relate to individuals or bodies connected with directors) are identified at the earliest opportunity and appropriately managed; the following provisions of these articles are of particular relevance in that regard:

- (a) articles 127 to 135 (reflecting similar provisions contained in the Companies Act) require directors to declare any personal interest which they (or an individual or body connected with them) may have in any transaction or arrangement with the company;
- (b) article 132 prohibits a director with a personal interest of this nature from voting on the question of whether the company should enter into that arrangement;
- (c) articles 136 to 139 refer to the duty on directors under the Companies Act to avoid any conflict of interest situation, and outline the process by which the board may authorise a conflict of interest situation if they consider that to be appropriate (note: this does not apply to a conflict of interest relating to a transaction or arrangement with the company);
- (d) articles 140 to 142 (reflecting similar provisions contained in the Scottish Charities Act) set out restrictions and conditions which would apply to any arrangement under which remuneration would be paid to a director (or where the director might benefit from remuneration paid to a connected party).

128 In addition to complying with the articles referred to in article 127:

- (a) **the board shall maintain a register of directors' interests, identifying all directorships or other similar positions with other organisations held by each director from time to time;**
- (b) every individual, on becoming a director, shall be required to declare any matters which ought to be entered against their name in the **register of directors' interests;**
- (c) every director shall notify the board promptly of any change which should be made to the matters entered against their name in the **register of directors' interests;**
- (d) the chairperson of each board meeting shall, shortly after the commencement of the meeting, ask the directors participating in the meeting to declare any personal interest which they (or an individual or body connected with them) may have in the matters to be discussed at that meeting (except to the extent that that is evident from entries **in the register of directors' interests;**
- (e) the minutes of each board meeting shall identify any conflicts of interest which have been declared at the meeting, and shall record in detail how any such conflicts of interest have been managed.

129 The code of conduct for directors (as referred to in article 170) shall include rules on conflict of interest which shall define in greater detail, and supplement, the requirements set out (or referred to) in articles 127 and 128.

Conflicts of interest relating to transactions/arrangements with the company

- 130** A director who has a personal interest (directly or indirectly) in any transaction or other arrangement which the company is proposing to enter into, must declare that interest (including details of the nature and extent **of the director's interest**) **at a board meeting**.
- 131** Any declaration under article 130 must be made before the discussion at the board meeting on the question of whether the transaction or other arrangement should be entered into.
- 132** A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into will be debarred under article 162 (unless the special circumstances outlined in article 133 apply) from voting on the question of whether or not the company should enter into that arrangement.
- 133** Where a transaction or arrangement has already been entered into by the company and a director has a personal interest in that arrangement, that director must (unless they declared their interest in advance of the company entering into the arrangement, in accordance with articles 130 and 131) declare the nature and extent of their interest at a board meeting or by way of a notice to the directors.
- 134** For the purposes of articles 130 and 132, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of theirs or any third sector organisation of which they are a board member or any firm of which they are a partner or any limited company of which they are a substantial shareholder or director or any limited liability partnership of which they are a member (or any other party who/which is deemed to be connected with them for the purposes of the Companies Act), has a personal interest in that arrangement.
- 135** Provided
- (a) the director has declared their interest;
 - (b) they have not voted on the question of whether or not the company should enter into the relevant arrangement; and
 - (c) the requirements of articles 140, 141 and 162 are complied with,
- a director will not be debarred from entering into an arrangement with the company in which they have a personal interest (or are deemed to have a personal interest under article 134) and may retain any personal benefit which they gain from their participation in that arrangement.

Conflict of interest situations

- 136 Section 175 of the Companies Act imposes a duty on every director to avoid any **situation (referred to below as a "Conflict Situation") in which they** have, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company – unless the matter has been authorised by the board under article 139.
- 137 For the purposes of section 175 of the Companies Act, conflict of interest is taken to include a conflict of interest and duty, and a conflict of duty.
- 138 The duty referred to in article 136 does not apply to a conflict of interest arising in relation to a transaction or arrangement with the company; any conflict of interest of that kind should be addressed in accordance with the provisions of articles 130 to 135, and the code of conduct referred to in article 170.
- 139 The board may, if they consider it appropriate to do so, pass a resolution (in accordance with the provisions of section 175 of the Companies Act), authorising any particular Conflict Situation; the board may give authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances, and may amend or vary any such authorisation.

Remuneration and expenses

- 140 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 their ordinary duties as a director.
- 141 Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then:
- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
 - (b) the board must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount); and
 - (c) less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).
- 142 The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at board meetings, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

DIRECTORS' MEETINGS

Procedure at board meetings

- 143 Any director may call a board meeting or request the secretary to call a board meeting.
- 144 At least 7 days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.
- 145 If directors are to be permitted to participate in a board meeting by way of audio and/or audio-visual link(s), the directors must, in advance of the meeting, be provided with details of how to connect and participate via that link or links; and (particularly for the benefit of those directors who may have difficulties in using a computer or laptop for this purpose) the **directors'** attention should be drawn to the following options:
- (a) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
 - (b) (where attendance in person is to be permitted, either on an open basis or subject to a restriction on the total number who will be permitted to attend) the ability to attend the meeting in person.
- 146 Questions arising at a board meeting shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall (subject to article 147) have a casting vote.
- 147 A chairperson who is not an Ordinary Member shall not be entitled to a casting vote.
- 148 No business shall be dealt with at a board meeting unless a quorum is present; the quorum for board meetings shall (subject to article 149) be (rounded upwards if applicable) not less than 50% of the total number of directors in office at the time
- 149 A quorum shall not be deemed to be constituted at any board meeting unless the Member Directors who are also Ordinary Members form a majority of the total number of directors present at the meeting.
- 150 An individual participating in a board meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a director, will be deemed to be in attendance) at the meeting.
- 151 If at any time the number of directors in office falls below the number fixed as the quorum or ceases to comply with the provisions of article 149, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 152 The board may if they consider appropriate (and must, if this is required under article 153), allow directors to participate in board meetings by way of an audio and/or audio-visual link or links which allow them to hear and contribute to discussions at the meeting, providing:

- (a) the means by which directors can participate in this manner are not subject to technical complexities, significant costs or other factors which are likely to represent – for all, or a significant proportion, of the directors – a barrier to participation; and
 - (b) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those directors who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those directors (if any) who are attending in person (and vice versa).
- 153** If restrictions arising from public health legislation, directions or guidance are likely to mean that attendance in person at a proposed board meeting would not be possible or advisable for one or more of the directors, the board must make arrangements for directors to participate in that board meeting by way of audio and/or audio-visual link(s); and on the basis that:
 - (a) the requirements set out in paragraphs (a) and (b) of article 152 will apply; and
 - (b) the board must use all reasonable endeavours to ensure that all directors have access to one or more means by which they may hear and contribute to discussions at the meeting.
- 154** A board meeting may involve two or more directors participating via attendance in person while other directors participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 155** Where a director is participating in a board meeting via audio or an audio-visual link, they may cast their vote on a given resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.
- 156** The principles set out in article 103 (technical objections to remote participation) shall apply in relation to remote participation and voting at board meetings, as if each reference in that article to a member were a reference to a director and each reference in that article to a members' meeting were a reference to a board meeting.
- 157** A resolution agreed to in writing (or by e-mail) by a majority of the directors then in office shall (subject to articles 158 and 159) be as valid as if duly passed at a board meeting.
- 158** A resolution under article 157 shall not be valid unless a copy of the resolution was circulated to all of the directors, along with a cut-off time (which must be reasonable in the circumstances) for notifications under article 159.

- 159 If a resolution is circulated to the directors under article 157, any one or more directors may, following receipt of a copy of the resolution, notify the secretary that they consider that a board meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the secretary prior to the cut-off time:
- (a) the secretary must convene a board meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
 - (b) the resolution cannot be treated as valid under article 157 unless and until that board meeting has taken place;
 - (c) the board may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that board meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by e-mail) by a majority of the directors then in office.
- 160 Unless they are unwilling to do so, the chair of the company shall preside as chairperson at every board meeting at which they are 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.
- 161 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to participate (whether in person or by way of an audio or audio-visual link) in any board meeting; for the avoidance of doubt, any such person who is invited to participate in a board meeting shall not be entitled to vote.
- 162 A director shall not vote at a board meeting (or at a meeting of a sub-committee) on any resolution concerning a matter in which that director has a personal interest which conflicts (or may conflict) with the interests of the company; and they must withdraw from the meeting while an item of that nature is being dealt with.
- 163 For the purposes of article 162, a person shall (subject to article 164) be deemed to have a personal interest in a particular matter if any partner or other close relative of theirs or any third sector organisation of which they are a board member or any firm of which they are a partner or any limited company of which they are a substantial shareholder or director or any limited liability partnership of which they are a member, has a personal interest in that matter.
- 164 Where a subsidiary of the company has an interest in a particular matter which is to be considered by the board, a director of the company who is also a director of that subsidiary will not be debarred from voting on that matter (unless they have a different personal interest in that matter, unrelated to their position as a director of that subsidiary).

- 165 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
- 166 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 162 to 165.

Conduct of directors

- 167 It is the duty of each director of the company to take decisions (and exercise their other powers and responsibilities as a director) in such a way as they consider will be in the best interests of the company and will promote the success of the company in furthering its objects; and irrespective of any office, post, engagement or other connection which they may have with any other body which may have an interest in the matter in question.
- 168 Each of the directors shall, in exercising their functions as a director of the company, act in the interests of the company; and, in particular, must
- (a) seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects (as set out article 4)
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
 - (c) in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party
 - (i) put the interests of the company before that of the other party, in taking decisions as a director; or
 - (ii) where any other duty prevents that director from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question;
 - (d) ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Scottish Charities Act.
- 169 In addition to the duties outlined in article 167, all of the directors must take such steps as are reasonably practicable for the purpose of ensuring:
- (a) that any breach of any of those duties by a director is corrected by the director concerned and not repeated; and
 - (b) that any director who has been in serious or persistent breach of those duties is removed as a director.
- 170 Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time; for the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association, and the relevant provisions of these articles shall be

interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

ADMINISTRATION

Delegation to sub-committees

- 171** The board may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the board 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.
- 172** Any delegation of powers under article 171 may be made subject to such conditions as the board may impose and may be revoked or altered.
- 173** The rules of procedure for any sub-committee shall be as prescribed by the board.

Operation of bank accounts

- 174** The board shall adopt such systems of financial control relating to the operation of bank accounts (including online banking) as recommended from time to time **by the company's auditors** or independent examiners or other external accountants.

Secretary

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

Minutes

- 176** The board shall ensure that minutes are made of all proceedings at general meetings, board meetings and meetings of committees; a minute of any meeting shall include the names of those participating in the meeting, and (as far as possible) shall be signed by the chairperson of the meeting.
- 177** Any person may request a copy of the minutes of any meeting of the company (whether a general meeting or a board meeting) and, provided that the request is reasonable, the company must (subject to article 178) provide a copy of the minutes to that person within 28 days of the request.
- 178** Where a request for a copy of minutes is made under article 177, the company may withhold information contained in the minutes provided that the person requesting a copy of the minutes is informed of the reasons for doing so.

Accounting records and annual accounts

- 179 The board shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 180 The accounting records shall be maintained by the treasurer and overseen by the chair, or otherwise by, or as determined by, the board; such records shall be kept at such place or places as the board think fit and shall always be available for inspection by the board.
- 181 The board shall prepare annual accounts, complying with all relevant statutory requirements.
- 182 Subject to article 183, the board shall ensure that an audit of the annual accounts is carried out by an auditor.
- 183 Notwithstanding the provisions of article 182, an audit (within the meaning of the Companies Act) by a company auditor (as defined in the Companies Act) shall not be required, in a case where the company is exempt (under the Companies Act) from the requirement to have an audit, if and to the extent that proper arrangements for the auditing or independent **examination of the company's accounts are made in a manner which** satisfies the requirements of the Companies Act and (if the company is a charity at the time) the requirements of the Scottish Charities Act.
- 184 No member shall (unless they are a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or authorised by ordinary resolution of the company.

Notices

- 185 Any notice, notification or request which requires to be given to a member under these articles shall be given either in writing or by email (or, in the case of a notice of general meeting, by way of a website - subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Companies Act); the notice, notification or request 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 that member to the company or (in the case of a member who/which has notified the company of an address to be used for the purpose of email communications) may be given to the member by way of email.
- 186 Any application, nomination, confirmation, notice or notification to the company under these articles (where it is sent by email) must be sent to the email address used by the company for communications of that nature, as intimated by the company from time to time.
- 187 Any notice or other document 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 or other document was given, it shall be sufficient to prove that the envelope containing it was properly addressed and posted.

- 188 Any notice or other document sent by email shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice or other document sent by email was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

MISCELLANEOUS

Winding-up

- 189 If – at the time when the company is being wound up – the company has registered any interest in land and/or exercised any right to buy under Part 2 of the Land Reform (Scotland) Act 2003, any property remaining after **satisfaction of all the company's debts and liabilities shall not be paid to or** distributed among the members of the company; instead, that property shall be transferred (subject to article 193) to:
- (a) such other community body or bodies, crofting community body or bodies or Part 3A community body or bodies as may be determined by the members (subject to the identity of the transferee body or bodies being approved by the Scottish Ministers); or
 - (b) (if no community body, crofting community body or Part 3A community body is approved by the Scottish Ministers) the Scottish Ministers (to be held for charitable purposes only) or to such charity as the Scottish Ministers may direct.
- 190 If – at the time when the company is being wound up – the company has exercised any right to buy under Part 3A of the Land Reform (Scotland) Act 2003, any property remaining **after satisfaction of all the company's debts** and liabilities shall not be paid to or distributed among the members of the company; instead, that property shall be transferred (subject to article 193) to:
- (a) such other community body or bodies or crofting community body or bodies as may be determined by the members (subject to the identity of the transferee body or bodies being approved by the Scottish Ministers); or
 - (b) (if no community body or crofting community body is approved by the Scottish Ministers) the Scottish Ministers (to be held for charitable purposes only) or to such charity as the Scottish Ministers may direct.
- 191 If – at the time when the company is being wound up – the company has exercised any right to buy under Part 5 of the Land Reform (Scotland) Act 2016, any property remaining **after satisfaction of all the company's debts** and liabilities shall not be paid to or distributed among the members of the

company; instead, that property shall be transferred (subject to article 193) to:

- (a) such other community body or bodies as may be determined by the members (subject to the identity of the transferee body or bodies being approved by the Scottish Ministers); or
- (b) (if no community body is approved by the Scottish Ministers) the Scottish Ministers (to be held for charitable purposes only) or to such charity as the Scottish Ministers may direct.

192 If – at the time when the company is being wound up – the company has made any asset transfer request under Part 5 of the Community Empowerment (Scotland) Act 2015, any property remaining after **satisfaction of all the company's debts and liabilities shall not be paid to or** distributed among the members of the company; instead, that property shall be transferred (subject to article 193) to:

- (a) another community transfer body;
- (b) a charity;
- (c) such community body or bodies or crofting community body or bodies as may be determined by the members (subject to the identity of the transferee body or bodies being approved by the Scottish Ministers); or
- (d) (if no community body or crofting community body is approved by the Scottish Ministers) the Scottish Ministers (to be held for charitable purposes only) or to such charity as the Scottish Ministers may direct.

193 If – at the time when the company is being wound up – the company is a charity:

- (a) the company will require to obtain the prior consent of OSCR to the winding up;
- (b) no property shall be transferred under articles 189, 190, 191 or 192 to any body unless it is a charity; for the avoidance of doubt, the Scottish **Ministers should be taken to be a "body" for the purposes of this article** and articles 189, 190, 191 and 192; and
- (c) nothing in these articles shall authorise any application of the property of the company for any purpose which is not a charitable purpose (as defined in article 2).

Indemnity

194 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Companies Act) out of the assets of the company against any loss or liability which they may sustain or incur in connection with the

execution of the duties of their office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Companies Act), any liability incurred by them in defending any proceedings (whether civil or criminal) in which judgement is given in their favour or in which they are acquitted or any liability in connection with an application in which relief is granted to them by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.

- 195 The company shall be entitled (subject to the provisions of section 68A of the Scottish Charities Act) to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of their office, and such insurance may (subject to the provisions of section 68A) extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).-----