

THE COMPANIES ACT 1985

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

MEMORANDUM OF ASSOCIATION

of

FINTRY RENEWABLE ENERGY ENTERPRISE

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MEMORANDUM OF ASSOCIATION

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FINTRY RENEWABLE ENERGY ENTERPRISE

- 1 The company's name is "Fintry Renewable Energy Enterprise".
- 2 The company's registered office is to be situated in Scotland.
- 3 The company's objects are:-
 - (a) to assist in providing a renewable energy source (wind turbine) and to promote the benefit of same to households within Fintry and the surrounding area - as defined by the Fintry Community Council boundaries (the Operating Area) - with a view to improving their conditions of life;
 - (b) to arrange for the maintenance and management of a renewable energy source (wind turbine) to the benefit of the Operating Area;
 - (c) to promote and support a range of environmentally friendly and renewable energy projects and initiatives within the Operating Area with the long term view of making Fintry a carbon neutral community;
 - (d) to provide financial and practical assistance to householders within the Operating Area to improve the energy efficiency of their homes;
 - (e) to encourage awareness of renewable energy sources and the benefits of improved energy efficiency towards reducing greenhouse gas emissions within the area of benefit and to the public in general;
 - (f) [×]to make donations (whether by way of gift aid or otherwise), and/or provide other forms of support, to Fintry Development Trust or any other charitable body (and that irrespective of whether the provision of such support advances the interests of the company).
 - (g) ^{*}To promote the interests of Fintry Development Trust and/or any company which is at the time a subsidiary of Fintry Development Trust, in any manner whatever and in particular by paying or

[×] As altered by written resolution dated 7 May 2007

^{*} As inserted by written resolution dated 7 May 2007

discharging the liabilities of such other company or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities, by granting any charge in security of any such indemnity or guarantee or in security of the payment of money or performance of obligations by such other company or by transferring any assets to such other company, and in each case either with or without consideration and whether or not any benefit flows to the company other than the promotion of such interests, to the intent that the promotion of the interests of any such other company shall be an object and not a power of the company.

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

- (a) to acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company;
- (b) to promote community enterprises and companies whose activities may further one or more of the above objects, acquire and hold shares, stocks, debentures and other interests in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company;
- (c) ^xto purchase, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company;
- (d) to improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company;
- (e) ^xto sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company;
- (f) to lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person;
- (g) to borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person;
- (h) to draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments;

^x As altered by written resolution dated 7 May 2007

- (i) to remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the company and the spouse, widow/er, relatives and dependents of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person;
- (j) to oppose or object to any application or proceedings which may prejudice the company's interests;
- (k) to enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company and to obtain from any such organisation, government or authority any right, privilege or concession;
- (l) to enter into any arrangement for co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated;
- (m) to effect insurance against risks of all kinds
- (n) to invest funds not immediately required for the purposes of the company's activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities;
- (o) to establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the company is authorised to carry on;
- (p) to subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the company or with the furtherance of its objects;
- (q) to accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the company;
- (r) to take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the company,

whether by way of subscriptions, grants, loans, donations or otherwise;

- (s) to carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others;
- (t) to do anything which may be incidental or conducive to the attainment of any of the objects of the company.

And it is declared that

- A) in this clause where the context so admits, “property” means any property, heritable or moveable, real or personal, wherever situated
- B) in this clause and throughout this memorandum of association the word “charitable” shall have the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act, including any statutory amendment or re-enactment for the time being in force.

- 5 [∇]The liability of the members is limited. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company’s assets if it should be wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the company’s debts and liabilities contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 6 [∇]Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company; such accounting records shall be open to inspection at all times by any director of the company.

[∇] As renumbered by written resolution dated 7 May 2007

WE the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Names and addresses of subscribers

1. GORDON COWTAN (signed)
The Mill House
Kippen Road
Fintry
G63 0YD
2. MARTIN TURNER (signed)
Hillend Cottage
Quarry Road
Fintry
G63 0XD
3. WILLIAM ACTON (signed)
Camallt
Fintry
G63 0XH
4. DAVID HOWELL (signed)
Burnbank Cottage
10 Main Street
Fintry
Stirlingshire
G63 0XB

Dated 12/5/2005

Witness to the above signature:- (signed)

Colin Roxburgh
Barrisdale
Dalyinross
Comrie
Perthshire
PH6 2EG