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09/4604

AT EDINBURGH the Fourth day of February Two thousand and nine the Deed hereinafter reproduced was presented for registration in the Books of the Lords of Council and Session for preservation and is registered in the said Books as follows:-

in order to create a trust to be known as THE MORVERN COMMUNITY TRUST (“the Trust”)

- (One) appoint as trustees ourselves (who and whose successors are referred to as “the Trustees”)
- (Two) pay the sum of £1 to the Trustees;

And we direct as follows:-

Trust purposes

- The Trustees shall hold and apply the sum of £1 paid by us to them, and such other funds and assets as may from time to time be comprised in the Trust Property, in trust for the following purposes:-
- (a) to advance community development including the advancement of rural or urban regeneration within the area represented by the Morvern Community Council ("**the Area of Benefit**");
 - (b) to advance education within the Area of Benefit;
 - (c) to advance health and to promote or relieve ill-health within the Area of Benefit;
 - (d) to advance citizenship including the promotion of civic responsibility, volunteering, the voluntary sector and/or the effectiveness or efficiency of charities within the Area of Benefit;
 - (e) to advance the arts, heritage, culture or science within the Area of Benefit;
 - (f) to advance public participation in sport within the Area of Benefit;
 - (g) to assist in the provision of recreational facilities and/or the organisation of recreational activities, within the Area of Benefit, such facilities/activities being available to members of the public at large with the object of improving their conditions of life;
 - (h) to advance environmental protection or improvement within the Area of Benefit;
 - (i) to relieve those in need within the Area of Benefit by reason of age, ill-health, disability or other disadvantage

and in particular through raising funds and other contributions for, and providing support to a range of projects which advance any of the above aims.

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- 2 The expenses of creating and administering the Trust, and any tax payable in relation to the Trust, shall be met in priority to all other payments and transfers of assets out of the Trust Property.

Powers

- 3 In the administration of the Trust, the Trustees shall, in addition to the powers and rights which are conferred by law upon trustees who are acting without remuneration, have the fullest powers with regard to investment, sale, administration and management of the Trust Property as if they were owners; in particular (but without limiting the scope of the powers which they may exercise under the preceding provision), the Trustees shall have the following powers:-
- (a) To provide financial support through the award of grants in pursuance of the Trust Purposes.
 - (b) To take such steps as may be deemed appropriate for the purpose of raising funds and obtaining in kind donations.
 - (c) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
 - (d) To form companies whose activities may generate income to support the furtherance of the Trust Purposes, acquire and hold shares and other interests in such companies, and carry out in relation to any such company all such functions as may be associated with a holding company.
 - (e) To carry on any other activities which further any of the Trust Purposes.
 - (f) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the Trust Purposes.
 - (g) To purchase, take on lease, hire, or otherwise acquire, any property or rights.
 - (h) To improve, manage, develop, or otherwise deal with, all or any part of the Trust Property.
 - (i) To sell, let, hire out, license, or otherwise dispose of, all or any part of the Trust Property.
 - (j) To borrow money, and to give security in support of any such borrowings by the Trust.
 - (k) To engage such consultants and advisers as are considered appropriate from time to time.
 - (l) To effect insurance of all kinds (which may include officers' liability insurance).
 - (m) To invest any funds which are not immediately required for the administration of the Trust or for the Trust's activities, in such investments as may be considered appropriate (and to dispose of, and vary, such investments).

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- (n) To liaise with other voluntary sector bodies, local authorities, international, European, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the Trust Purposes.
- (o) To form any company which is a charity with objects which are similar (wholly or in part) to the Trust Purposes, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the Trust Property.
- (p) To retain any property comprised in the Trust Property for such time as the Trustees think proper.
- (q) To have any part of the Trust Property registered in the name of a nominee and to pay reasonable fees to such nominee.
- (r) To grant proxies in favour of any of the Trustees (or any other person) to attend, act and vote for the Trustees at any meetings (whether of the nature of general meetings, class meetings, creditors' meetings or otherwise) relating to any investment held by the Trustees or relating to any claim by the Trustees in any liquidation or sequestration proceedings.
- (s) To compromise or settle by arbitration all disputed claims by or against the Trust or the Trust Property.
- (t) To appoint one or more of the Trustees (or any general or limited liability partnership of which any of the Trustees is a partner or member) to be solicitors to the Trust or agent for the Trustees in any other capacity, and to pay to such solicitors or other agent his/her/their usual charges.
- (u) To reimburse any of the Trustees out of the Trust Property, in relation to all expenses reasonably incurred by him/her in the administration of the Trust.
- (v) To do anything which may be incidental or conducive to the administration of the Trust Property, the operations of the Trust or the furtherance of the Trust Purposes.

Number of Trustees

- 4 The number of Trustees shall not be less than 5 nor more than 8.

Appointment/removal/resignation

- 5 The Trustees shall be entitled, by way of a resolution passed by majority vote at a meeting of the Trustees, to appoint any individual (subject to clause 6) who is registered on the electoral roll within the Area of Benefit as a Trustee.
- 6 An individual shall not be eligible for appointment as a Trustee if he/she is (a) a Community Councillor within the Area of Benefit or (b) disqualified from acting as a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005.

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- 7 At the first meeting of the Trustees which is held after the end of each financial year of the Trust, two Trustees shall retire from office.
- 8 The Trustees to retire under clause 7 shall be those who have been longest in office since they were last appointed or re-appointed; if two or more Trustees were appointed or re-appointed on the same date, the question of which of them is to retire shall be determined by some random method.
- 9 A Trustee retiring from office under clause 7 shall (subject to clause 10) be eligible for re-appointment in accordance with clause 5.
- 10 A Trustee who has held office as Trustee for a period of more than 10 consecutive years shall not be eligible for re-appointment in accordance with clause 5 until a further period of one year has elapsed.
- 11 For the purposes of article 10:-
 - (a) the period between the date of appointment of a Trustee and the first meeting of the Trustees following the Trust's financial year end which next follows shall be deemed to be a period of one year, unless it is of less than six months' duration (in which case it shall be disregarded);
 - (b) the period between the first meeting of the Trustees following the Trust's financial year end in one year and in the next shall be deemed to be a period of one year;
 - (c) if a Trustee ceases to hold office but is re-appointed within a period of six months, he/she shall be deemed to have held office as a Trustee continuously.
- 12 An individual holding office as a Trustee may retire by giving notice in writing to that effect, to the secretary to the Trust; a Trustee shall endeavour to give three months' notice of his/her retirement.

Procedure at Trustees' meetings

- 13 Subject to the provisions of the following paragraphs, the Trustees may regulate their proceedings as they think fit.
- 14 A meeting of the Trustees shall be held at least once in each year.
- 15 Any Trustee may call a meeting of the Trustees, or request the secretary to the Trust to call a meeting of the Trustees.
- 16 Notice of a meeting of the Trustees shall be given to each of the Trustees either:
 - (a) in writing, delivered personally or sent by post in a pre-paid envelope addressed to the Trustee at his/her address (as registered on the electoral roll in respect of the Area of Benefit) or by leaving it at that address; or

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- (b) by way of electronic means (where the Trustee has notified the secretary to the Trust of an electronic address to be used for this purpose).
- 17 Questions arising at a meeting of the Trustees shall be decided by a majority of votes; where there is an equality of votes, the chairperson of the meeting shall have a casting vote.
- 18 No business shall be dealt with at a meeting of the Trustees unless a quorum is present; the quorum for meetings of the Trustees shall be as follows:
- if there are 6 or fewer Trustees in office, the quorum shall be 3
 - if there are 7 or 8 Trustees in office, the quorum shall be 4.
- 19 If at any time the number of Trustees in office falls below the number fixed as the quorum, the remaining Trustee or Trustees may act only for the purpose of appointing an additional Trustee or Trustees.
- 20 The Trustees shall appoint one of the Trustees to be chair on an annual basis, and may at any time remove the individual so appointed from that office.
- 21 A person appointed to be chair under clause 20 shall cease to hold that office if he/she ceases to be a Trustee.
- 22 Unless he/she is unwilling to do so, the Trustee serving as chair shall preside as chairperson at every meeting of the Trustees at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the Trustees present may elect from among themselves the person who will act as chairperson of the meeting.
- 23 All acts *bona fide* done by any meeting of the Trustees, by a committee of the Trustees or by a person acting as a Trustee, shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any Trustee or that any of them had ceased to hold office or was not entitled to vote, be as valid as if every such person had been duly appointed and had continued to be a Trustee and had been entitled to vote.
- 24 A resolution in writing signed by all the persons holding office as Trustees at the time shall be as valid and effective as if it had been passed at a meeting of the Trustees duly convened and held; a resolution of that kind may take the form of a number of copies containing the text of the resolution, with each copy being signed by one or more Trustees.

Delegation

- 25 The Trustees may delegate any of their powers to any committee consisting of two or more Trustees; any such delegation of powers may be made subject to such conditions as the Trustees may impose, and may be revoked or altered.



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- 26 Subject to any condition imposed in pursuance of the preceding clause, the proceedings of a committee consisting of two or more Trustees shall be governed by the provisions of clauses 13 to 24 so far as they are capable of applying.

Remuneration

- 27 No Trustee may serve as an employee (full-time or part-time) of the Trust, and no Trustee may be given any remuneration by the Trust for carrying out his/her duties as a trustee

Secretary

- 28 The Trustees shall appoint a secretary to the Trust for such term, at such remuneration (if any), and on such conditions, as the Trustees may think fit; and any secretary so appointed may be removed by them.
- 29 The Trustees shall ensure that the secretary:
- (a) keeps proper minutes of all proceedings at meetings of the Trustees (and at meetings of committees of the Trustees), including the names of the Trustees present at each such meeting
 - (b) keeps proper records and documents in relation to all other matters connected with the administration and management of the Trust.

Treasury

- 30 The Trustees shall appoint one of the Trustees to be treasurer on an annual basis, and may at any time remove the person so appointed from that office.
- 31 A person appointed to be treasurer under clause 30 shall cease to hold that office if he/she ceases to be a Trustee.

Accounts

- 32 The Trustees shall ensure that proper accounting records are maintained, in accordance with all applicable statutory requirements. The Trustees may appoint one of their number to be Treasurer, should they deem it necessary.
- 33 The Trustees shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if the Trustees otherwise think fit, the Trustees shall ensure that an audit of such accounts is carried out by a qualified auditor.
- 34 An accountant engaged in an audit of the Trust's accounts shall be entitled to have access to all accounting records and other documents relating to the Trust.

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Operation of bank accounts

- 35 The signature of two Trustees shall be required in relation to all cheques issued by the Trust and all other operations (excluding lodgement of funds) on the bank and building society accounts held by the Trust.

Payments to charities etc

- 36 The receipt of the treasurer or other appropriate officer for any funds or other assets paid or transferred by the Trustees to any charity shall represent sufficient discharge to the Trustees.

Limitations on liability

- 37 The Trustees shall not be liable for loss or depreciation of the value of investments retained or made by them, nor for omissions, nor for neglect in management, nor for insolvency of debtors, nor for the acts, omissions, neglect or default of one another or of any banker, solicitor, factor or other agent employed by them.

Conduct of Trustees

- 38 Each of the Trustees shall, in exercising his/her functions as a trustee of the Trust, act in the interests of the Trust; and, in particular, must
- (a) seek, in good faith, to ensure that the Trust acts in a manner which is in accordance with its objects (as set out in this trust deed)
 - (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 between the Trust and any other party
 - (i) put the interests of the Trust before that of the other party, in taking decisions as a Trustee
 - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the Trust and refrain from participating in any discussions or decisions involving the other Trustees with regard to the matter in question
 - (d) ensure that the Trust complies with any direction, requirement, notice or duty imposed on it by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

Amendment of trust deed/winding-up

- 39 If in the opinion of the Trustees any change in circumstances or alteration in the law has made or is likely to make execution of the Trust Purposes impossible or impracticable, or if in the opinion of the Trustees the administration of the Trust could be improved or the Trust Purposes be

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advanced in a more appropriate manner *or* if the Trustees consider that the name of the Trust should be changed, the Trustees may (subject to clause 40) in their discretion,

- (a) supplement or amend the provisions of this trust deed or any deed supplemental to this trust deed; or
 - (b) wind up the Trust and transfer the Trust Property (after settlement of all debts and liabilities) to some other charity or charities having similar objects to those of the Trust.
- 40 In no circumstances is the Trust Estate to be held or applied for any purpose which is not an exclusively charitable purpose.

Interpretation

41 In this trust deed

“charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2006;

“charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of sections 505 and 506 of the Income and Corporation Taxes Act 1988;

“the Trust Deed” means this trust deed (including any supplementation or amendment effected in accordance with the provisions of clauses 39 and 40);

“the Trust Property” means the sum of £1 paid by us to the Trustees, and such other funds and assets as may from time to time be received by the Trustees as trustees under the Trust Deed (from us or any other person), and the assets in which; any funds so received may from time to time be invested.

“the Trust Purposes” means the purposes specified in clause 1.