

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

- of -

**Rhynie Community Facilities Development Charitable Trust (the "Company") a
Company Number: SC309832**

PRIVATE COMPANY LIMITED BY GUARANTEE

CHANGE OF MEMORANDUM AND ARTICLES OF ASSOCIATION

At a general meeting of the Company, duly convened and scheduled to be held at [14 The Square, Rhynie, Aberdeenshire](#) on [10 October 2021](#), the following resolution will be put to the membership as a special resolution.

Following the demise of Tap O Noth Community Council the ex-councillors are seeking a way forward to continue to represent their communities. A possible solution would be for them to join the Company and continue working through the Company. This would require a change to the Memorandum and Articles of RCT to accommodate the enlarged area and to ensure representation on the Board

Initially it was agreed to defer this decision as Aberdeenshire Council had issued a notice for the election of a new Council and it was decided to await the outcome of this process. However, shortly after, one of the ex-councillors asked if this might still be progressed as they considered that there are community matters better addressed through a separate body to the Community Council.

To enable this process to be enacted would necessitate changes to the Memorandum and Articles of the Company and this must be referred to the membership for approval.

The Board consider that there could be advantages to the Company from expanding it's remit to include an enlarged community but potential issues to some matters such as existing funds would need to be addressed. The matter is therefore placed before the membership for discussion and a decision.

SPECIAL RESOLUTION

THAT the existing memorandum of association of the company be modified as follows:

The wording of article 3 to be amended to read as follows, text struck through to be removed and replaced by text shown in red:

3 The Company has been formed to benefit the communities of Rhynie, **Gartly, Kennethmont and Clatt** ("the Community) with the Objects ("the Objects') detailed below. For the purpose the Community shall be defined as the ~~catchment area of the Primary School in Rhynie, Aberdeenshire~~ is comprised of the following ~~postcode units AB54 4[EG, GG, HD, HH, HX, JD, LN, LS, NA, PT, GA, GH, HE, HJ, HT, LH, LP, LT, NB, QJ, GD, GJ, HF, HL, JA, LJ, LQ, LU, ND, QL, GF, HB, HJ, HN, JB, LL, LR, LX, PR, WA]~~ **parishes of Rhynie, Gartly, Kennethmont and Clatt.**

Reason: to extend the community the company represents.

THAT the existing articles of association of the company be modified as follows:

The wording of article 31 to be amended to include a new article:

31.4 up to Three individual persons co-opted in terms of Article 34, ("the Co-opted Directors"), to represent the three parishes of Gartly Kennethmont and Clatt.

Reason: to ensure representation of all villages in the Community.

Mike Davies

Chair/Director