

THE COMPANIES ACTS 1948 - 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE SCOTTISH WILDLIFE TRUST

(as amended by Special Resolutions passed on 13 November 1982, 6 October 2001 and 23 June 2007)

INTERPRETATION

1 In these Articles:

“**Charities Act**” means the Charities and Trustee Investment (Scotland) Act 2005 and shall, where the context so requires include any statutory modification or re-enactment of the provisions of the same;

“**the Auditor**” means the person or firm appointed from time to time to act as auditor of the Trust within the provisions of the Statutes;

“**the Council**” means the governing body for the time being of the Trust;

“**electronic communication**” means a document or information sent or supplied in electronic form;

“**electronic signature**” means, in the case of an electronic communication, authentication in accordance with section 1146 of the Companies Act 2006;

“**the Secretary**” means any person appointed to perform the duties of the Secretary of the Trust;

“**the Statutes**” means every statute (including any orders, regulations or other subordinate legislation made under it) from time to time in force concerning companies in so far as it applies to the Trust; and

“**the Trust**” means the above named Trust.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to typewriting, printing, lithography, photography, electronic and digital reproduction and any other mode of representing or reproducing words in a visible form.

The provisions of Section 1168 of the Companies Act 2006 shall apply in determining whether or not a document or information has been sent in electronic form.

Words importing the singular number only shall include the plural number where appropriate and vice versa.

Words importing persons shall include corporations.

Unless otherwise specified or unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Act 1985 (the “**1985 Act**” which includes any statutory modification or re-enactment of the same including, without limitation the Companies Act 2006).

MEMBERS

- 2 The number of members with which the Trust is registered is unlimited.
- 3 As regards classes of membership:-
 - 3.1 the Council may at its sole and unfettered discretion at any time create such classes of membership (including, without prejudice to the foregoing generality, honorary membership), having such rights, obligations and benefits as the Council may from time to time think fit.
 - 3.2 notwithstanding the terms of paragraph 3.1 above there shall be honorary members, up to a maximum of 20 in number, whom the Council shall have power to appoint in recognition of outstanding services to wildlife conservation, and who shall have all the benefits of ordinary membership for the duration of their life (or until such time as the honorary member concerned notifies the Council in writing in accordance with Article 6.1 of a wish to relinquish honorary membership). Honorary members shall not be liable to pay annual subscriptions.
 - 3.3 where any class of member comprises more than one individual, they shall nevertheless count as only one member for voting purposes with the exception of family members and joint members, who shall be entitled to two votes.
- 4 Applications for membership shall be in writing and signed or otherwise authenticated by the applicant or by someone making the application on behalf of the proposed member in such form as the Council may require from time to time. The Secretary shall, upon the due admission of any applicant by the Council or in accordance with such delegated procedure as the Council may from time to time authorise, and upon payment of the applicant's subscription (or lifetime subscriptions in the case of life members), enter the name of such applicant in the books of the Trust, and upon such entry such applicant shall become a member accordingly. The Council shall for the avoidance of doubt have the right to refuse to admit any applicant to membership of the Trust, provided notification of refusal is given to the applicant within a reasonable time.
- 5 In relation to subscriptions:-
 - 5.1 the annual subscriptions for ordinary, affiliate, joint, junior and family members, the lifetime subscriptions to be paid by life members and the subscription payable by any other class of member as the Council may create from time to time shall be such as may from time to time be determined by the Trust in general meeting. Such determination may further provide for differential rates of annual subscription (e.g. for students, senior citizens and families) and of lifetime subscriptions (e.g. for joint life membership for two adults living at one address) or other classes of membership as may be determined from time to time by Council; and

- 5.2 the annual subscription and other payments due by corporate members shall be established by the Council, or in accordance with such delegated procedure as the Council may authorise, from time to time.
- 6 Membership of the Trust shall automatically terminate:-
- 6.1 on the intimation to the Secretary of a member's wish to resign membership; or
- 6.2 on the death of a member or, in the case of joint membership, on the death of the last surviving joint member; or
- 6.3 if any member shall have failed to pay the annual subscription six months after the date on which the same shall have fallen due for payment, but such member may thereafter be reinstated at the discretion of the Council on payment of all arrears of subscription; or
- 6.4 if the Council resolves that a member's membership of the Trust be terminated as a consequence of the conduct of such member being in the reasonable opinion of the Council, contrary to the objects of the Trust or injurious to the Trust or its character or reputation provided that, before passing any such resolution the Council shall give to any such member an opportunity within 21 days to justify or explain such conduct or resign. Any subscription paid by any such member shall be forfeited.
- 7 No right or privilege of any member shall be in any way transferable, but all such rights and privileges shall cease upon the member ceasing to be a member, whether by death, resignation or otherwise.
- 8 With regard to activities of the Trust at a local level:-
- 8.1 the Council may from time to time establish rules governing (i) the circumstances in which members may come together to form, with the approval of the Council, a members centre or such other grouping as may be approved from time to time by the Council (and with such title as may be approved by the Council); and (ii) such other arrangements as the Council thinks fit for the co-ordination and management of Trust events and activities in a particular location or area. Subject to any such rules, members may come together to form any such members centre or other grouping to further the object and activities of the Trust in any part of Scotland; and
- 8.2 any local group of members, including members centres, may raise and hold funds only if they work to a constitution or other rules decided by the Council. Funds of the Trust raised or expended by a members centre or other grouping shall be accounted for in the general accounts of the Trust and shall be subject to direction by the Council.

GENERAL MEETINGS

- 9 The Trust shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. Not more than 15 months shall elapse between the date of one annual general meeting of the Trust and that of the next. The annual general meeting shall be held at such time and place as the Council shall appoint.

- 10 The Council may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists as is provided by Section 368 of the 1985 Act, but with the additional provision that the number of members required for such requisition shall be (a) 50 current members or (b) one-tenth of the total number of current members, whichever is the lower.

NOTICE OF GENERAL MEETINGS

- 11 Not less than 21 days' written notice (exclusive of the day on which it is posted and the day of the meeting) shall be given to all current members of all general meetings of the Trust. Such notice shall specify the time and place of the meeting and the nature of the business to be conducted at the meeting shall, in the case of an annual general meeting, specify the meeting as such and shall be served in accordance with Articles 56 and 57. Notice of every such general meeting shall also be given to the Auditor for the time being of the Trust. References in this Article to notice in writing shall include the use of electronic communications, but shall not, for the avoidance of doubt, include making the notice available on a website.
- 12 The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive such notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 13 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, 12 persons entitled to vote upon the business to be transacted, each being a member present in person or a duly authorised representative of a corporate member, shall be a quorum.
- 14 If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the chairman of the meeting may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 15 The Chairman of the Council, or if the Chairman is absent, the Vice-Chairman present who has been longest in office, shall preside as chairman at every general meeting of the Trust. If no such Chairman or Vice-Chairman shall be present and willing to act within 15 minutes after the time appointed for the holding of the meeting, the members present shall choose some other member of the Council or, if no such member shall be present and willing to act, they shall choose some other attending member of the Trust to act as chairman.
- 16 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- 17 At all general meetings a motion which is put to the vote shall be decided on a show of hands by a majority of the members present in person and entitled to vote. However, this vote may be set aside if, before or upon the declaration of the result of the show of hands, a poll shall be demanded by (a) the chairman, or (b) by at least three members present in person and entitled to vote. The only exception to this is a motion for the appointment of a chairman or for the adjournment of the meeting, on which a show of hands shall be conclusive. If a poll is not demanded, a declaration by the chairman of the meeting that a motion has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive. An entry to that effect in the minute book of the Trust shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such motion.
- 18 If a poll be demanded in the manner specified in Article 17, it shall be taken at such a time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 19 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
- 20 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that upon which a poll has been demanded.
- 21 Every member present at a meeting and duly qualified in terms of Article 3 of these Articles shall (subject always to paragraph 3.3 and Article 22 of these Articles) have one vote on a show of hands. On a poll every member present in person (which shall include any person present as a duly authorised representative of a corporate member) at the meeting and entitled to vote shall have one vote.
- 22 For the avoidance of doubt, members under the age of 16 are not entitled to attend, or vote at, any annual or extraordinary general meetings of the Trust, and accordingly, are not entitled to receive notices of such meetings, nominate members to the Council or receive postal ballot papers.
- 23 A general meeting or adjourned meeting may be held at more than one place. The notice of meeting will specify the place at which the Chairman will be present (the "**Principal Place**") and a letter accompanying the notice will specify any other place(s) at which the meeting will be held simultaneously.
- 24 A general meeting or adjourned meeting will be held in one room or a series of rooms at the place specified in the notice of meeting or any other place at which the meeting is to be held simultaneously.
- 25 If the meeting is held in more than one place and/or in a series of rooms, it will not be validly held unless all persons entitled to attend and speak at the meeting are able:-
- 25.1 if excluded from the Principal Place or the room in which the Chairman is present, to attend at one of the other places or rooms; and
- 25.2 to communicate with one another audio visually throughout the meeting.
- 26 The Council may make such arrangements as it thinks fit for simultaneous attendance and participation at the meeting and may vary any such arrangements or make new arrangements. Arrangements may be notified in advance or at the

meeting by whatever means the Council thinks appropriate to the circumstances. Each person entitled to attend the meeting will be bound by the arrangements made by the Council.

- 27 Where a meeting is held in more than one place and/or a series of rooms, then for the purpose of these Articles the meeting shall consist of all those persons entitled to attend and participate in the meeting who attend at any of the place or rooms.

THE COUNCIL OF THE TRUST

- 28 The Council shall consist of not fewer than 8 and not more than 14 members of the Trust plus the Chairman, or such other number as may from time to time be determined by the Trust in general meeting.

- 29 Council members shall be appointed as follows:-

29.1 The Council shall be made up of such members as shall have been proposed by one fully paid-up member of the Trust and seconded by another fully paid-up member of the Trust and, in the event of there being more nominations than vacancies, subsequently elected by postal voting in accordance with paragraph 29.2 below. Written notice of any such nominations or proposals for election in such form as the Council shall require (and which may take the form of an electronic communication) must be in the hands of the Secretary not later than 30 June in each year. Candidates must, by the same date, confirm in writing that they are fully paid-up members of the Trust and are willing to stand for election. No election of members of the Council shall take place until the number of members of the Council is less than 14 and those persons who are members of the Council as at the date of adoption of these Articles shall continue to be members of the Council until the conclusion of their current term of office and shall then resign.

29.2 In the event of there being more candidates for election to the Council than there are vacancies, the election of candidates to fill these vacancies shall be in accordance with the aggregate number of votes cast by members of the Trust by postal voting carried out before the meeting in accordance with such procedure as the Council may lay down from time to time. Forms for postal voting shall be made available to all members of the Trust with the notice calling the annual general meeting. In the event of there being a tie as a result of the postal voting, the Chairman of the Council shall have a second or casting vote. If there are fewer candidates than vacancies the candidates (other than any candidate in respect of whom a counter motion opposing that candidate's appointment is passed at the AGM) shall be deemed elected as members of the Council at the AGM.

29.3 If there are fewer candidates than vacancies and if any fully paid-up member of the Trust wishes to put a counter motion opposing the election of a candidate as a member of the Council at the Annual General Meeting they must inform the Chairman of the AGM not less than 48 hours before the meeting.

29.4 To achieve membership of the Council from different parts of Scotland, provided that sufficient members offer themselves for election in each of three geographic areas - North, East and West or such other areas as may be determined by the Trust in general meeting, the Council shall include at

least two members resident in each area, or such other number of members as may be determined by the Trust in general meeting.

The three geographic areas defined above consist of the following local unitary authorities:

North: Aberdeenshire, Aberdeen City, Highland, Moray, Orkney Islands, Shetland Islands, Comhairle nan Eilean Siar;

East: Angus, Scottish Borders, Clackmannanshire, Dundee City, City of Edinburgh, Falkirk, Fife, East Lothian, West Lothian, Midlothian, Perth & Kinross, Stirling;

West: Argyll & Bute, East Ayrshire, North Ayrshire, South Ayrshire,, East Dunbartonshire, West Dunbartonshire, Dumfries and Galloway, Glasgow City, Inverclyde, North Lanarkshire, South Lanarkshire, Renfrewshire, East Renfrewshire.

To achieve this minimum number of members from each area, the vacancies in each area shall be filled by those candidates from within it who receive the largest number of votes. After the minimum number of members for each area has been reached the other candidates to be elected shall be those from all the lists combined who have the most votes until all the vacancies have been filled. If there are insufficient candidates from any area to reach the minimum number of members for that area these places shall remain vacant and shall be available for co-option within the terms of Article 29.5.

- 29.5 Within the limits prescribed by Article 28 hereof, the Council may co-opt additional members of the Council who (unless the relevant member of the Council has been co-opted by the Council as Chairman, in which case his term of office shall be governed by Article 33 below) shall hold office as such until the next annual general meeting of the Trust, when they shall be subject to election as provided in paragraph 29.2 above.
- 30 A Code of Conduct for members of the Council will be determined by the Council from time to time. All members of the Council must sign the Scottish Wildlife Trust's Code of Conduct and must adhere to the conditions therein on taking office. All members of the Council must fill in a Declaration of Interest Form before attending their first meeting and thereafter each member of the Council will be required to make a declaration of interest where necessary during any debate of the Council. Normally this will be done at the start of any meeting of the Council or Committee of the Council on sight of the Agenda. Having declared an interest a Council member should not vote in the debate, and only participate at the invitation of the other members of the Council.
- 31 An individual who is or has been a salaried member of the staff of the Trust shall not, unless otherwise determined by the Council:-
- 31.1 during the period of employment with the Trust be entitled to be a member of the Council; or
- 31.2 for a period of two years thereafter be elected as a member of the Council.

- 32 Council members elected under Article 29.1 of these Articles, unless their appointment shall have been expressly stated to be for a shorter period, shall (subject as aftermentioned) hold office for a period of three years from the date of their election, after which they shall be eligible for re-election for a further period of three years, unless a shorter period of election shall have been expressly stated. Thereafter they shall (subject as aftermentioned) retire from the Council and shall not be eligible for re-election or co-option for a further period of one year. These retirement provisions shall not apply to a Council member who has been appointed as Chairman or a Vice-Chairman of the Council.
- 33 The office bearers of the Trust shall be appointed as follows:-
- 33.1 A Chairman and Vice-Chairmen shall be appointed by the Council, in the case of the Vice-Chairmen from among the members of Council. Each such appointment shall (unless a shorter period be expressly stated) be for an initial period of three years, and may thereafter be continued for a further period or periods not exceeding three years in all, after which the appointee shall not (except in the case of a Vice-Chairman appointed to be Chairman) be eligible for re-appointment, re-election or co-option to the Council for a further period of one year.
- 33.2 The Council shall have power to appoint an Honorary President of the Trust who shall hold office for such period as the Council may determine at the time of appointment or subsequently up to a maximum of two periods of three years and shall carry out such specific duties as the President wishes to accept on the invitation to do so from the Chairman.
- 33.3 The Council may further appoint such honorary office-bearers (including a patron or patrons) as they may from time to time determine. The appointment of such honorary office-bearers shall subsist until resignation, retirement or recall. Honorary office-bearers shall not *ex officio* be members of the Council. They may attend the Council meetings but will have no vote.
- 34 In addition to the foregoing retirement provisions, a member of the Council shall automatically vacate office:-
- 34.1 if the member becomes bankrupt or makes any arrangement or composition with the member's creditors;
- 34.2 if the member becomes incapable for medical reasons of fulfilling the duties of office and such incapacity is excepted to continue for a period of more than 6 months;
- 34.3 (other than the Chairman) if the member ceases to be a member of the Trust;
- 34.4 if by notice in writing to the Trust the member resigns office as Council member; or
- 34.5 if, had the member been appointed a director of the Trust, the member's actions would have resulted in disqualification as a director under the Company Directors Disqualification Act 1986 or any other provision of the Statutes or if the member is disqualified from being a charity trustee under or pursuant to Section 69 of the Charities Act

- 34.6 if the member fails, without good reason, to attend four consecutive Council meetings. (The Council shall be sole judge of what constitutes good reason.); or
- 34.7 if the member is required by notice in writing signed by a majority of the Council (other than the member) in the circumstances contemplated by subsection 66(5) of the Charities Act.

POWERS AND DUTIES OF THE COUNCIL

- 35 Subject to the provisions of the Statutes, the Memorandum of Association of the Trust and these Articles and to any directions given by special resolution, the business of the Trust shall be governed by the Council which may exercise all the powers of the Trust. No resolution, however made by the Trust in general meeting, shall invalidate any prior act of the Council which would have been valid had that direction not been made.
- 36 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Trust, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.
- 37 The Council shall cause minutes to be made in books provided for the purpose of recording:-
- 37.1 all appointments of officers made by the Council;
- 37.2 the names of the members of the Council present at each meeting of the Council and of any committee thereof;
- 37.3 all resolutions and proceedings at all meetings of the Trust, and of the Council, and of committees of the Council;

and all members of the Council present at any meeting of the Council shall sign their names in a book to be kept for that purpose.

PROCEEDINGS OF THE COUNCIL

- 38 The Council may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings in accordance with these Articles and otherwise in accordance with any Standing Orders adopted by the Council from time to time. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- 39 The Chairman may, and the Secretary on the request of any member of the Council shall, call a meeting of the Council.
- 40 The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless otherwise fixed shall be five.
- 41 The Chairman, or if absent, the Vice-Chairman present who has been longest in office, shall preside at the meetings of the Council. In the absence of both the Chairman and all Vice-Chairmen, the members of the Council present shall choose one of their number to be chairman of the meeting.

- 42 The continuing members of the Council may act notwithstanding any vacancy in their body, but if their number is reduced below the lowest number fixed in accordance with Article 28 hereof, the continuing members of the Council may act for the purpose of increasing the number of members of the Council to that number, or of summoning a general meeting of the Trust but for no other purpose.
- 43 The Council may delegate such powers as it sees fit to a committee comprising such current members of the Council and other members of the Trust who are not members of the Council as the Council may from time to time appoint for this purpose. Such committees shall in all respects conform to any regulations imposed upon them from time to time by the Council. Except insofar as superseded by any such regulations, the meetings and proceedings of such committees shall be governed (so far as applicable) by the provisions of these Articles for regulating the meetings and proceedings of the Council.
- 44 The Council and all committees of the Council shall be free to invite to their meetings any professional adviser to the Trust appointed by any body which the Council or any committee of the Council may consider to have specialist knowledge useful for the purposes of the Trust. Such invitees shall attend in a purely advisory capacity and shall have no voting rights.
- 45 All acts done by any meeting of the Council or any committee, or by any person acting as a member of any of the foregoing shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or who was disqualified, be as valid as if every such person had been appointed and was duly qualified to be a member of the Council or the relevant committee.
- 46 All or any of the members of the Council or any committee of the Council may participate in a meeting of the Council or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the meeting is assembled, or, if there is no such group, where the Chairman of the meeting then is.

DIRECTORS AND SECRETARY

- 47 For the purposes of the Statutes:-
- 47.1 Until such time as the number of members of the Council is 14 or less, the Chairman and Vice Chairmen shall be the Directors of the Trust, and thereafter all members of the Council shall be the Directors of the Trust.
- 47.2 Unless the Council resolves otherwise there shall be a Secretary appointed by the Council for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them

ACCOUNTS

- 48 The Council shall cause proper records of account to be kept with respect to:-

- 48.1 all sums of money received and expended by the Trust and the matters in respect of which the receipt and expenditure takes place;
- 48.2 all sales and purchases of goods by the Trust; and
- 48.3 the assets and liabilities of the Trust.

Proper records shall not be deemed to be kept if there are not kept such records of account as are necessary to give a true and fair view of the state of the Trust's affairs and to explain its transactions.

- 49 The records of account shall be kept at the registered office of the Trust, or at such other place as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
- 50 The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and records of the Trust shall be open to the inspection of members not being members of the Council. No member, not being a member of the Council, shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Council or by the Trust in general meeting.
- 51 The Council shall from time to time in accordance with the relevant provisions of the Statutes cause to be prepared and to be laid before the Trust in general meeting such profit and loss accounts, balance sheets and reports as are referred to in those provisions.
- 52 A copy of the annual accounts, which are to be laid before the Trust in general meeting, together with a copy of the Auditor's report shall, not less than 21 days before the date of the meeting, be sent to all persons entitled under Article 10 to receive notice of such meeting. Alternatively the Trust may subject to the Statutes send summary financial statements to members of the Trust instead of copies of its full accounts and reports, and for the purposes of this Article sending includes using electronic communications and publication on a website in accordance with the Statutes. A copy of the complete accounts will be provided to any member who requests it.
- 53 Once at least in every year the accounts of the Trust shall be examined and ascertained by the Auditor.
- 54 The Auditor shall be appointed and the duties regulated in accordance with the relevant provisions of the Statutes.

DISSOLUTION

- 55 Clause 8 of the Memorandum of Association of the Trust shall have effect as if the provisions thereof were repeated in these Articles.

FORMAL NOTICES

- 56 Any information or document may be served on or sent or delivered to any member by the Trust either:-

- 56.1 personally or by sending it through the post addressed to the member at a registered address or by leaving it at that address addressed to the member; or
- 56.2 where so permitted by these Articles, by sending it using electronic communications to an address notified by the member concerned to the Trust for that purpose in accordance with Statutes or by any other means authorised in writing by the member concerned.
- 57 Any notice or document:-
- 57.1 if sent by the Trust by post, shall be deemed to have been served or delivered on the day following that on which it was put in the post and, in proving service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, prepaid and put in the post;
- 57.2 not sent by post but left by the Trust at a registered address or at an address (other than an address for the purposes of electronic communications) notified to the Trust in accordance with these Articles by a person who is a member shall be deemed to have been served or delivered on the day it was so left;
- 57.3 sent by the Trust using electronic communications or (in the case of Article 52 only, posted on a website) shall be deemed to have been received in accordance with the Statutes; and
- 57.4 served, sent or delivered by the Trust by any other means authorised in writing by the member concerned shall be deemed to have been served, received or delivered when the Trust has carried out the action it has been authorised to take for that purpose.

INDEMNITY AND INSURANCE

- 58 Every member of the Council, director or other officer of the Trust shall be indemnified out of the assets of the Trust against all losses or liabilities sustained or incurred in or about the execution of the duties of that office or otherwise in relation thereto including any liability incurred in defending any proceedings whether civil or criminal in which judgement is given in favour of such person or in which such person is acquitted or in connection with any application under section 144 or section 727 of the 1985 Act in which relief is granted by the Court and no member of the Council, director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Trust in the execution of the duties of that office or in relation thereto. This article shall only have effect in so far as its provisions are not avoided by section 310 of the 1985 Act.
- 59 The Trust may purchase and maintain for any member of the Council, director or other officer insurance against any liability which by virtue of any rule of law would otherwise attach to such person in respect of any negligence, default, breach of duty or breach of trust of which such person may be guilty in relation to the Trust.

60 The Trust may provide a member of the Council or director with funds to meet expenditure incurred or to be incurred in defending any criminal or civil proceedings, or in connection with any application under section 144(3) or section 144(4) or section 727 of the 1985 Act and the Trust may take any lawful action to enable a member of the Council or a director to avoid incurring such expenditure; provided always that any loan or any other thing done as mentioned in this Article 60 is made or done in such a way as to comply with the provisions of section 337A (4) of the 1985Act.

Names, Address and Descriptions of Subscribers

CHARLES GIBSON CONNELL, 10 Duke Street, Edinburgh. Writer to the Signet

GEORGE WATERSTON, 21 Regent Terrace, Edinburgh. Ornithologist

IAN D PENNIE, The Hollies, Golspie, Sutherland. Medical Practitioner

ROBERT ERSKINE-HILL, Quothquhan Lodge, Biggar, Lanarkshire. Chartered Accountant

ERIC J IVORY, 6 Whitehouse Terrace, Edinburgh. Trust Company Manager

C E PALMAR, 5 University Avenue, Glasgow . Museum Curator

ARTHUR BRYCE DUNCAN, Gilchristland, Closeburn, Thornhill, Dumfriesshire. Farmer

DATED the 14th day of April 1964

WITNESS to the above Signatures,

KENNETH M CAMPBELL, W.S.
10 Duke Street
Edinburgh

THE SCOTTISH WILDLIFE TRUST
ARTICLES OF ASSOCIATION

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