

SCOTTISH WILDLIFE TRUST LTD
SPECIAL RESOLUTION TO AMEND THE ARTICLES OF ASSOCIATION

At a general meeting of the members of the above named company, duly convened and held at XXX on 23 September 2017 at 11am.

The following Special Resolution to amend the Articles of Association is proposed:

1. To amend article 14 by a change to the wording replacing “chairman” with “chair”.
2. To amend article 15 by a change to the wording replacing “Chairman” with “Chair”.
3. To amend article 15 by a change to the wording replacing “chairman” with “chair”.
4. To amend article 15 by a change to the wording replacing “Vice-Chairman” with “Vice-chair”.
5. To amend article 16 by a change to the wording replacing “Chairman” with “Chair”.
6. To amend article 17 by a change to the wording replacing “chairman” with “chair”.
7. To amend article 18 by a change to the wording replacing “chairman” with “chair”.
8. To amend article 19 by a change to the wording replacing “chairman” with “chair”.
9. To amend article 23 by a change to the wording replacing “Chairman” with “Chair”.
- 10.To amend article 25 by a change to the wording replacing “Chairman” with “Chair”.
- 11.To amend article 28 by a change to the wording replacing “Chairman” with “Chair”.
- 12.To amend article 29.2 by a change to the wording replacing “Chairman” with “Chair”.
- 13.To amend article 29.3 by a change to the wording replacing “Chairman” with “Chair”.
- 14.To amend article 29.5 by a change to the wording replacing “Chairman” with “Chair”.
- 15.To amend article 32 by a change to the wording replacing “Chairman” with “Chair”.
- 16.To amend article 32 by a change to the wording replacing “Vice-Chairman” with “Vice-Chair”.
- 17.To amend article 33.1 by a change to the wording replacing “Chairman” with “Chair”.
- 18.To amend article 33.1 by a change to the wording replacing “Vice-Chairmen” with “Vice-Chairs”.
- 19.To amend article 33.2 by a change to the wording replacing “Chairman” with “Chair”.
- 20.To amend article 34.3 by a change to the wording replacing “Chairman” with “Chair”.
- 21.To amend article 38 by a change to the wording replacing “chairman” with “chair”.
- 22.To amend article 39 by a change to the wording replacing “Chairman” with “Chair”.
- 23.To amend article 41 by a change to the wording replacing “Chairman” with “Chair”.
- 24.To amend article 41 by a change to the wording replacing “Vice-Chairman” with “Vice-Chair”.
- 25.To amend article 41 by a change to the wording replacing “chairman” with “chair”.
- 26.To amend article 41 by a change to the wording replacing “Vice-Chairmen” with “Vice-Chairs”.
- 27.To amend article 46 by a change to the wording replacing “Chairman” with “Chair”.
- 28.To amend article 47 by a change to the wording replacing “Chairman” with “Chair”.
- 29.To amend article 46 by a change to the wording replacing “Vice-Chairmen” with “Vice-Chairs”.
- 30.To amend article 47 by a change to the wording replacing “Chairman” with “Chair”.
- 31.To amend article 47 by a change to the wording replacing “Vice-Chairmen” with “Vice-Chairs”.

a) Following changes to Article 14:

Proposed wording

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 chair 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.

b) Following changes to Article 15:

Proposed wording

The Chair of the Council, or if the Chair is absent, the Vice-Chair present who has been longest in office, shall preside as chair at every general meeting of the Trust. If no such Chair or Vice-Chair 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 chair.

c) Following changes to Article 16:

Proposed wording

The Chair 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.

d) Following changes to Article 17:

Proposed wording

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 chair, 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 chair 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 chair 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.

e) Following changes to Article 18:

Proposed wording

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 chair 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.

f) Following changes to Article 19:

Proposed wording

In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote.

g) Following changes to Article 23:

Proposed wording

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 Chair 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.

h) Following changes to Article 25.1:

Proposed wording

If excluded from the Principal Place or the room in which the Chair is present, to attend at one of the other places or rooms; and

i) Following changes to Article 28:

Proposed wording

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

j) Following changes to Article 29.2:

Proposed wording

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 Chair 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.

k) Following changes to Article 29.3:

Proposed wording

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 Chair of the AGM not less than 48 hours before the meeting.

l) Following changes to Article 29.5:

Proposed wording

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 Chair, 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.

m) Following changes to Article 32:

Proposed wording

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 Chair or a Vice-Chair of the Council.

n) Following changes to Article 33.1:

Proposed wording

A Chair and Vice-Chairs shall be appointed by the Council, in the case of the Vice-Chairs 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-Chair appointed to be Chair) be eligible for re-appointment, re-election or co-option to the Council for a further period of one year.

o) Following changes to Article 33.2:

Proposed wording

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 Chair.

p) Following changes to Article 34.3:

Proposed wording

(other than the Chair) if the member ceases to be a member of the Trust;

q) Following changes to Article 38:

Proposed wording

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 chair of the meeting shall have a second or casting vote.

r) Following changes to Article 39:

Proposed wording

The Chair may, and the Secretary on the request of any member of the Council shall, call a meeting of the Council.

s) Following changes to Article 41:

Proposed wording

The Chair, or if absent, the Vice-Chair present who has been longest in office, shall preside at the meetings of the Council. In the absence of both the Chair and all Vice-Chairs, the members of the Council present shall choose one of their number to be chair of the meeting.

t) Following changes to Article 46:

Proposed wording

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 Chair of the meeting then is.

u) Following changes to Article 47.1:

Proposed wording

Until such time as the number of members of the Council is 14 or less, the Chair and Vice-Chairs shall be the Directors of the Trust, and thereafter all members of the Council shall be the Directors of the Trust.

Susan McKenzie
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