

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 online on 11 September 2021.

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

1. To amend article 17.4 to clarify the voting procedure:

Proposed wording:

- 17.4 In relation to the election of Elected Trustees (as defined in article 19 below) a resolution may, if so decided by Council and notwithstanding any other provision of these articles, be passed (as an alternative to the passing of the resolution at a general meeting) by majority vote (taking account of those votes cast in favour as compared with those votes cast against) conducted by such electronic means as the Council shall determine (an "Electronic Ballot"). If a vote is to be conducted by an Electronic Ballot:-
- 17.4.1 the Company Secretary, or their representative will conduct the Electronic Ballot and the counting of votes;
 - 17.4.2 a person or persons independent of the Trust will also be appointed to serve as scrutineers to audit the conduct of the Electronic Ballot and the counting of votes;
 - 17.4.3 the Trust must send to members of the Trust entitled to vote at the relevant annual general meeting not less than 21 days before the deadline for receipt of votes cast in this way a notice in writing, which may be given by any of the means specified in article 16.5, including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and instruction of how to vote by electronic means together with details of candidates for election, as applicable;
 - 17.4.4 the voting procedure for votes cast by electronic means must require the member to be identified and the vote must be authenticated in the manner specified in the voting procedure;
 - 17.4.5 votes must be returned by the means specified for returning votes and must be accessed only by authorised individuals;
 - 17.4.6 the voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted;
 - 17.4.7 the Company Secretary, or their representative, must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid;
 - 17.4.8 votes cast in the Electronic Ballot must be counted and audited by the scrutineers before the annual general meeting. The Company Secretary must provide to the person chairing the meeting written confirmation of the number of valid votes received in the Electronic Ballot and the number of votes received which were invalid [together with a report of the scrutineers confirming that they have audited and agreed the numbers];

- 17.4.9 the result of the Electronic Ballot will not be disclosed, other than to the Chair of the annual general meeting or their representative, who will announce the result of the Electronic Ballot at the annual general meeting; and
- 17.4.10 following the final declaration of the result of the Electronic Ballot, the scrutineers, if requested to, must provide to the Council, or its nominee, anonymised evidence of members submitting valid votes in the Electronic Ballot, evidence of invalid votes; the valid votes; and the invalid votes. Any dispute about the conduct of an Electronic Ballot must be referred initially to a panel set up by the Council, to consist of two trustees and two persons independent of the Trust. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

2. To amend article 21.1 to ensure due diligence by adding wording “Council will make arrangements ahead of any election to ensure that candidates are suitably qualified, experienced and eligible to act as trustees, and that there are no unassailable conflicts of interests.”

Following changes to article 21.1:

Proposed wording

- 21.1 Subject always to the terms of article 17.4, at each annual general meeting, the members may (subject to articles 19 and 20.1) elect any member (providing he/she is willing to act) to be a trustee. The trustees will timeously make such arrangements (including advertising in membership publications) as they think fit to advertise vacancies and invite nominations for elections. No person (other than a retiring trustee) shall be eligible for appointment at any annual general meeting unless notice in writing in a form specified by the Trust of his or her intention to stand for election has been received by the Trust by 31 May immediately preceding the annual general meeting or by such other date as the Council shall determine for receipt of notice of intention to stand for election at the next annual general meeting of the Trust. Council will make arrangements ahead of any election to ensure that candidates are suitably qualified, experienced and eligible to act as trustees, and that there are no unassailable conflicts of interests. 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 annual general meeting) shall be deemed elected as trustees at the annual general meeting. Except where the election is conducted by Electronic Ballot in accordance with article 17.4, notice of any counter motion opposing a candidate's appointment must be received by the Trust no later than 48 hours before the date of the annual general meeting.

3. To add as new Articles 15.6, 15.7 and 15.8 in order to be explicit that the Trust has powers to call meetings by a variety of means – by electronic means; in multiple locations and by a mixture of both.

Proposed wording

- "15.6 The Council shall determine in relation to each general meeting the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate (including by means of voting) in the meeting shall be enabled to do so:-*

- 15.6.1 *by means of electronic facility or facilities pursuant to article 18.15 (and for the avoidance of doubt, the Council shall be under no obligation to offer or provide such facility or facilities, whatever the circumstances); and/or*
- 15.6.2 *by simultaneous attendance and participation at a satellite meeting place or places pursuant to article 15.7 (and for the avoidance of doubt, the Council shall be under no obligation to offer or provide such facility or facilities, whatever the circumstances).*
- 15.7 *Without prejudice to article 18.15, the Council may resolve to enable persons entitled to attend and participate in a general meeting to do so by simultaneous attendance and participation at a satellite meeting place or places anywhere in the world. The members present in person or by proxy at satellite meeting places shall be counted in the quorum for, and be entitled to participate in, the general meeting in question, and the meeting shall be duly constituted and its proceedings valid if the Chair is satisfied that adequate facilities are available throughout the meeting to ensure that members attending at all the meeting places are able to:*
- 15.7.1 *participate in the business for which the meeting has been convened;*
- 15.7.2 *hear all persons who speak (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) in the principal meeting place and any satellite meeting place; and*
- 15.7.3 *be heard by all other persons so present in the same way, and the meeting shall be deemed to take place at the place where the Chair of the meeting presides (the principal meeting place, with any other location where that meeting takes place being referred in these Articles as a **satellite meeting**). The Chair shall be present at, and the meeting shall be deemed to take place at, the principal meeting place and the powers of the Chair shall apply equally to each satellite meeting place, including his or her power to adjourn the meeting as referred to in article 18.4. Unless otherwise determined by the Chair of the meeting a satellite meeting will not be recorded.*
- 15.8 *If pursuant to article 18.15 the Council determines that a general meeting shall be held partly by means of electronic facility or facilities, the notice shall:*
- 15.8.1 *include a statement to that effect;*
- 15.8.2 *specify the means, or all different means, of attendance and participation (including voting) thereat, and any access, identification and security arrangements; and*
- 15.8.3 *state how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting.*
- The notice shall also specify such arrangements (if any) as have at that time been made for the purpose of article 15.7."*

4. To add as new article 18.15

"18.15 Without prejudice to the terms of article 15.7 the Council may resolve to enable persons entitled to attend and participate (including by means of voting) in a general meeting to do so partly (but not wholly) by simultaneous attendance and participation by means of electronic facility or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The members present in person or by proxy by means of an electronic facility or facilities (as so determined by the Council) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the Chair is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:-

18.15.1 participate in the business for which the meeting has been convened;

18.15.2 hear all persons who speak at the meeting; and

18.15.3 be heard by all other persons attending and participating in the meeting, and the meeting shall be deemed to take place at the place where the Chair of the meeting presides (the principal meeting place, with any other location where that meeting takes place being referred in these articles as a satellite meeting). The chairperson shall be present at, and the meeting shall be deemed to take place at, the principal meeting place and the powers of the Chair shall apply equally to each satellite meeting place, including his or her power to adjourn the meeting as referred to in Article 18.4."

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