

THE COMPANIES ACT

COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

ARTICLES OF ASSOCIATION OF THE WATER OF LEITH CONSERVATION TRUST (as amended by Special Resolution on 5th October 2020)

GENERAL

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

<u>Words</u>	<u>Meanings</u>
The Act	The Companies Act 1985
These presents	These Articles of Association and the regulations of Trust from time to time in force.
The Trust	The Water of Leith Conservation Trust
The Office	The registered office of the Trust
Month	Calendar month
In writing	Written, printed, electronically transmitted or stored and other modes of representing or producing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender and vice versa: and words importing persons shall include corporations.

Reference herein to any provision of the Act shall be reference to such provisions as modified or re-enacted by any Statute from the time being in force.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modifications or re-enactment thereof in force at the date on which these presents become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The Trust is established for the purposes expressed in the Memorandum of Association.

MEMBERS

3. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership of the Trust in accordance with these Articles shall be members of the Trust, and their names shall be entered in the Register of Members accordingly.
4. Every member of the Trust shall either sign a written consent to become a member, complete an application in writing or complete an application using an electronic form.
5. The power of admitting members of the Trust shall be exercisable by the Trustees or Trust Manager on behalf of the Trustees. The following persons shall qualify for membership of the Trust, namely:-
 - (a) Any person, firm or company who shall pay to the Trust a donation or a subscription at not less than the minimum rate fixed by the Trustees from time to time for the category concerned., together with such entrance fee, if any, as may also be fixed by the Trustees from time to time. The membership of any such person (if he is admitted) shall subsist (subject to any provisions contained in these Articles relating to termination of membership) for the period covering by such donation or subscription as may from time to time be determined by the Trust and no longer. In the event of two or more persons jointly paying such donation or subscription and entrance fee (if any), then the first named may either apply himself for membership or nominate another person qualified to become a member of the Trust for membership in his place.

(b) Any person elected by the Trustees in accordance with the provisions of Article 7 hereof shall be a member of the Trust for the period for which he is elected (subject, however, to the provisions regarding termination of membership hereinafter contained).

All nominations shall be made in writing (in a form approved by the Trust) signed by the person, firm or association so nominating, and shall be delivered to the Registered Office of the Trust, whereupon the person so nominated shall be deemed to have become qualified to be a member of the Trust in accordance with the provisions of these Articles.

6. Every person desiring to become a member must, before he can do so, sign and deliver to the Trust an application for admission in such form as the Trustees may from time to time require, and such application must be accompanied by a sum equal to not less than the donation or subscription payable by such member in accordance with the minimum rate for the time being applicable to him in accordance with the provisions of these Articles, unless such donation or subscription shall have already been paid to the Trust in respect of such application for membership. Upon receipt of any application for membership and subject to the payment in respect thereof and to the provisions of Article 12 hereof, the Trust shall enter the name of such person in the records of the Trust, and upon such entry such person shall become a member accordingly.
7. The Trustees may from time to time award any persons, who shall sign a written consent, to be honorary members for life or for such other period as the Trustees may determine. Honorary members shall be entitled to all the rights of members, except the right to vote at meetings, but shall not be subject to the obligations under Clause 9 of the Memorandum of Trust.
8. The Trustees may from time to time subdivide membership into different categories, and may create different branches or sections and determine to which category, branch and section individual members shall belong.
9. The Trustees may from time to time fix a minimum rate of donation or subscription for different classes of members, or for different categories, branches or sections, and may from time to time vary the same, and the Trustees shall fix the period which any such donation or subscription shall cover and shall notify members accordingly.
10. A member whose donation or subscription shall remain unpaid for three months from the date on which the period covered by the previous donation or subscription expired shall thereupon cease to be a member. Donations or subscriptions paid within such period of three months shall relate back to the date upon which the period covered by the previous donation or subscription expired or otherwise as may from time to time or in a particular case be determined by the Trustees.
11. Any person ceasing to be a member shall nevertheless remain liable to pay all sums (if any) personally payable by him to the Trust at the date of his ceasing to be a member.
12. Any member being a firm, unincorporated association or body corporate may from time to time nominate any individual to represent it at meetings of the Trust and to vote on its behalf as provided by Section 375 of the Act and by notice revoke or vary such nomination.
13. The Trustees shall have full power and discretion as to the admission or refusal of any person as a member. The Trustees may also, pursuant to a resolution passed by not less than three-fourths of the Trustees present at a meeting thereof, refuse to accept a renewed subscription from any existing member whose continued membership is, in their opinion, undesirable in the interest of the Trust; provided that such a member shall have been given reasonable notice of such meeting and a reasonable opportunity of being heard thereat in support of the continuation of his membership.
14. Each member shall be entitled to receive free of charge or at a price to be fixed by the Trustees one copy of all official publications of the Trust which may from time to time be published by it.

GENERAL MEETINGS

15. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Trustees and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Trust holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
16. All General Meetings other than Annual General Meetings shall be called Extraordinary Meetings.
17. The Trustees may whenever they think fit convene an Extraordinary Meeting and Extraordinary Meetings shall also be convened by the Trustees on such requisition, or in default may be convened by such requisitions, as proved by Section 368 of the Act.
18. Twenty-one days notice at the least of every Annual General Meeting convened to pass a Special Resolution, and fourteen days notice at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of the meetings, and in the case of special business the general nature of the business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive any notices from the Trust: but with the consent of all the members entitled to receive notice thereof, or of such proportion thereof as it prescribed by Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
19. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

20. All business shall be deemed special business that is transacted at any Extraordinary Meeting, and all that transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the report of the Trustees and of the Auditors, and the appointment of and the fixing of the remuneration of the Auditors.
21. No business shall be transacted at any General Meeting unless a quorum is present or by when the Meeting proceeds to business, save as otherwise provided herein. Seven members personally present or by their authorised representatives shall be a quorum.
22. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on 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 time and place as the Trustees shall appoint, and if at such adjourned meeting a quorum is not present, within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.
23. The Chairman of the Board of Trustees shall preside as Chairman at every General Meeting, but if at any time there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding same or shall be unwilling to preside, the members present shall choose some other Trustee to take the chair.
24. 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 the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

25. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands or by such other method as the meeting may determine. A declaration by the Chairman that a resolution has been carried, or carried unanimously, or by particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Trust, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being of the Trust shall be valid and effective as if the same had been passed at a General Meeting of the Trust duly convened and held and may consist of several documents in the like form each signed by one or more members.
26. In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.

VOTES OF MEMBERS

27. At General Meetings of the Trust every member shall have one vote.

A person producing a notice in writing, signed or purporting to be signed by a responsible officer of the member appointing such person shall be conclusively deemed to have been duly appointed and no further enquiry shall be made as to such persons authority to vote.

Subject to the provisions of this Article all votes shall be cast personally and proxy voting shall not be allowed.

POWERS OF THE TRUSTEES

28. The business of the Trust shall be managed by the Trustees, who may exercise all such powers of the Trust and do on behalf of the Trust all such acts as may be exercised and done by the Trust and as are not by the Act or by these presents required to be exercised or done by the Trust in General Meeting subject nevertheless to any regulations contained in these presents, to the provisions of the Act and to such regulations as may be prescribed by the Trust in the General Meeting, but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Trustees which would have been valid if such regulation had not been made.
29. Subject to the provisions of Section 24 of the Act and to Regulation 28 hereof, in the event of the number of members of the Trust being less than seven, the continuing Trustees may continue to act for all purposes.

BORROWING

30. The Trustees may exercise all the powers of the Trust to borrow money for the purposes of the Trust's business.

DISQUALIFICATION OF TRUSTEES

31. The office of Trustee shall ipso facto be vacated:-
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - (b) If he fails to comply with the Code of Conduct as stated in section 43
 - (c) If he ceases to be a member of the Trust.
 - (d) If by notice in writing to the Trust he resigns his office.
 - (e) If he ceases to hold office by virtue of any provision of the Act.
 - (f) If he be removed from office by an Ordinary Resolution of the Trust.

TRUSTEES

32. The Trustees shall maintain a register of Trustees, setting out full details of each Trustee, including the date on which they became a Trustee, and also specifying the date on which any person ceased to hold office as a Trustee.
33. The Trustees shall elect from among themselves a chair, secretary and a treasurer, and such other office bearers (if any) as they consider appropriate.
34. Until otherwise determine by the Trust in General Meeting the number of the Trustees shall not be less than four or more than twelve
35. The Trustees, save as mentioned in the Memorandum of Association, shall not be entitled to receive any remuneration but may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with the purpose of the Trust.
36. The Trust may from time to time by Ordinary Resolution increase or reduce the number of Trustees, but so that the number of Trustees is at no time less than four.
37. The Trustees shall have power at any time, and from time to time to appoint any person to be a Trustee, either to fill a casual vacancy or as an addition to the existing Trustees, but so that the total number of Trustees shall not at any time exceed the number fixed in accordance with these presents. Any Trustees so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election.
38. The Trust may by Ordinary Resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any Trustees before the expiration of his period of office notwithstanding anything in these presents or in any Agreement between the Trust and such Trustee. Such removal shall be without prejudice to any claim such Trustee may have for damages or breach of any contract of service between him and the Trust.
39. The Trust may by Ordinary Resolution appoint another person in place of a Trustee removed from office under the immediately preceding Article. Without prejudice to the powers of the Trustees under Article 38 the Trust in General Meeting may appoint any person to be a Trustee either to fill a casual vacancy or as an additional Trustee. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Trustee on the day on which the Trustee in whose place he is appointed was last elected a Trustee.
40. Period of Office. Trustees serve a maximum of 3 consecutive terms of 3 years with the option for a further year subject to approval by the Trustees
41. Delegation of Sub-committees. The Trustees may delegate any of their powers to any sub-committee consisting of one or more Trustees and such other persons (if any) as the Trustees may determine; they may also delegate to the chair of the Trust (or the holder of any other post) such of their powers as they may consider appropriate. Any delegation of powers may be made subject to such conditions as the Trustees may impose and may be revoked or altered. The rules of procedure for any sub-committee shall be as prescribed by the Trustees
42. Code of Conduct
Each of the Trustees shall, in exercising their functions as a Trustee of the company, act in the interests of the company; and, in particular, must
 - (a) seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects.
 - (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 of interest between the company and any other party
 - (i) put the interests of the company before that of the other party, in taking decisions as a Trustee; or
 - (ii) where any other duty prevents them from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other Trustees with regard to the matter in question
- (d) ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Each of the Trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board of Trustees from time to time. For the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of Trustees contained in these Articles of Association; and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

PROCEEDINGS OF THE TRUSTEES

- 43. The Trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless otherwise determine, four Trustees shall form a quorum for all business transactive at Meetings of Trustees.
- 44. A Trustee may, and on the request of a Trustee the Trust Manager shall, at any time, summon a meeting of the Board of Trustees by notice served upon the several Trustees.
- 45. The Chairman of the Board of Trustees shall be the person appointed as Chairman by such a simple majority at each Annual General Meeting of the Trust and each Chairman so appointed shall hold office from the date of his appointment until determination of the Annual General Meeting next following the Annual General Meeting at which he was appointed. If at any meeting such Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, or if no such Chairman shall for the time being be appointed the Trustees present shall choose one of their number to be Chairman of the meeting.
- 46. A meeting of the Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Trustees generally.
- 47. All acts bona fide done by any meeting of the Board of Trustees or by any person acting as a Trustee shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Trustee, or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Trustee.
- 48. The Trustees shall cause proper minutes to be made of all appointments of officers made by the Trustees and of the proceedings of all meetings of the Trust and of the Board of Trustees, and all business transacted at such meetings, and any such minutes of any meeting, subject the approval at the following meeting; shall be sufficient evidence without any further proof of the facts therein stated.
- 49. A resolution in writing signed by all Trustees for the time being of the Trust including the Chairman of the Board of Trustees shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and constituted and may consist of several documents in the like form each signed by one or more Trustee.

50. Trustees may on occasion, subject to the approval of a quorum attend a meeting of the Trustees over the phone or via remote digital device (i.e. telephone or video conferencing) this will be clearly minuted for the record.

CONFLICT OF INTEREST

51. Register of Interests. A Trustee who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the Trustees; they will be debarred from voting on the question of whether or not the company should enter into that arrangement. A register of interest will be held by the Trustees in accordance with the Conflict of Interests Policy.

52. For the purposes of the preceding article, a Trustee shall be deemed to have a personal interest in an arrangement if any partner or other close relative of theirs **or** any firm of which they are a partner **or** any limited company of which they are a substantial shareholder or Trustee **or** any limited liability partnership of which they are a member **or** any Scottish charitable incorporated organisation of which they are a charity trustee **or** any registered society or unincorporated association of which they are a management committee member (or any other party who/which is deemed to be connected with them for the purposes of the Act), has a personal interest in that arrangement.

ACCOUNTS

53. The Trustees shall cause proper books of account to be kept with respect to:-

- a. all sums of money received and expended by the Trust and the matters in respect of which such receipt and expenditure take place
- b. all sales and purchases of goods or services by the Trust
- c. the assets and liabilities of the Trust

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

54. The records of account shall be kept in writing at the Office or at such other place or places as the Trustees shall think fit, and shall as the Trustees from time to time direct, be open to the inspection of the Trustees.

55. At the Annual General Meeting in every year the Trustees shall lay before the Trust a proper income and expenditure account for the period since the last preceding account made up to a date not more than seven months before such meeting, together with a proper balance sheet made up at the same date. Every such balance sheet shall be accompanied by proper reports of the Trustees and the Auditors, and copies of such accounts, balance sheets and reports (all of which shall be made in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read at the meeting as required by Section 241 of the Act.

EXAMINATION OF ACCOUNTS

56. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Examiner.

57. Auditors or Examiners shall be appointed and their duties regulated in accordance with Section 237 and 389 of the Act.

NOTICES

58. A notice may be served by the Trust upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members *or* (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
59. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save aforesaid, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Trust or (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
60. Any notice, if sent by post, shall be deemed to have been given at the expiry of 48 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted. Any notice sent by electronic means shall be deemed to have been given at the expiry of 48 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by Chartered Governance Institute.

INDEMNITY

61. Subject to the provisions of the Act every Trustee, Examiner, Secretary or other Officer of the Trust shall be entitled to be indemnified by the Trust against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

DISSOLUTION

62. Clause 8 of the Memorandum of Association of the Trust relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.