



Safeguarding public access in Scotland since 1845

THE SCOTTISH RIGHTS OF WAY AND ACCESS SOCIETY

Company No SC24243

The Companies Act 1985

The Directors propose that the Society's Objects, as set out in the Memorandum of Association, are widened slightly to permit the Society to comment on matters that affect the qualitative aspects of the public's rights of way and access; and to update the Articles of Association as regards the appointment of directors. Accordingly the Directors recommend members vote in favour of the Special Resolutions as set out in the notice below.

The Inland Revenue have been consulted and have indicated that the proposed amendments will not affect the charitable status of the company.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the above named Company will be held at the Dewar's Centre, Glasgow Road, Perth on 20 November 2004 at 11.30am and for the purpose of, inter alia, considering and, if thought fit, of passing as Special Resolutions the following:-

- 1 THAT the Memorandum of Association of the Company be amended by the addition at the end of the existing Clause III (a) of the words ", and their amenity".
- 2 THAT the Articles of Association of the Company be amended by deleting the first sentence of Article 15 and replacing it with the following sentence :-

"The business of an annual general meeting shall be to receive and consider the reports of the Directors, the accounts and balance sheet and the report of the Reporting Accountant, to appoint the Directors of the Society and the Reporting Accountant and to fix the remuneration of the Reporting Accountant."

- 3 THAT the Articles of Association of the Company be amended by deleting the existing Article 35 and replacing it with the following as a new Article 35 :-

"The number of Directors (other than alternate Directors) shall not exceed thirty, but shall not be less than five (there being included in the said maximum number (but not said minimum number) any Honorary President or Honorary Vice-Presidents)."



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Registered Company Number: 24243 (Scotland). Registered with the Inland Revenue as a charity, ref: SC 015460.

- 4 THAT the Articles of Association of the Company be amended by deleting the existing Article 37(b) and replacing it with the following as a new Article 37(b):-

"Thereafter the Directors shall be appointed by the Society in general meeting. Subject to the further provisions of this Article 37(b), Directors appointed by the Society shall hold office until the third annual general meeting following their appointment or re-appointment when they shall retire from office and be eligible for re-appointment. If the number of Directors falls below five, the remaining Directors shall have power to appoint as many Directors as shall bring the number of Directors to five. At the three annual general meetings following the adoption of this Article 37(b), one third of the Directors (or, if their number is not three or a multiple of three, the number nearest to one-third) shall retire from office. Subject to the provisions of the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last appointed or re-appointed Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The President and Vice-President of the Society, during the periods of their appointment, shall be ex officio Directors of the Society."

- 5 THAT the Articles of Association of the Company be amended by deleting Paragraph (b) of Article 38 and replacing it with the following as a new paragraph (b):-

"(b) notice has been given to the Secretary not less than forty two days prior to the meeting of the proposed appointment (or re-appointment) of such person stating (other than in the case of an existing Director) the particulars which would, if he were appointed, be required to be included in the Company's Register of Directors, together with (other than in the case of an existing Director) written confirmation from such person of his willingness to be appointed or re-appointed."

- 6 THAT the Articles of Association of the Company be amended by deleting the second sentence of paragraph (c) of Article 39 and replacing it with the following sentence:-

"He shall be deemed to have resigned office at the annual general meeting following his seventy-fifth birthday, but he shall be eligible for re-appointment at such annual general meeting (such re-appointment to be for the balance of the original term for which that Director was appointed or re-appointed)."

- 7 THAT the Articles of Association of the Company be amended by the addition of the following as a new final sentence at the end of the existing Article 56:-

"Neither the Secretary nor the deputy or assistant secretary may be a Director of the Society."