



Companies House

## NOTICE OF ILLEGIBLE PAGES

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The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause



COMPANIES HOUSE

(DUPLICATE FOR THE FILE)

No. 53814



# CERTIFICATE OF INCORPORATION

I Hereby Certify

that The North-East Fisheries Museum Trust Limited

is this day incorporated under the Companies Act, 1948, and that this Company  
is limited

Signed by me at Edinburgh, this Seventeenth day of  
January One Thousand Nine Hundred and ~~Forty-eight~~

*J. B. MacLellan*  
Registrar of Companies

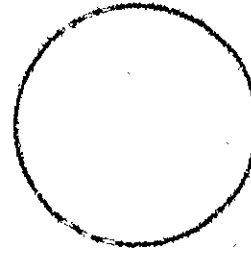
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THE COMPANIES ACT, 1948.



A 5/-  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

DECLARATION of compliance with the requirements of the Companies

Act, 1948, on application for registration of a Company.

*Pursuant to Section 15 (2).*

Name  
of  
Company

THE SCOTCH FISH-FINE MASHIN TRUST LIMITED

J. N. OSWALD & SON,  
LIMITED,  
EDINBURGH.

50371

55063

of Messrs. D. & A. Cook,  
Solicitors,  
Ainslie

Do hereby certify  
that the above named  
"An enrolled Law-Agent"  
"engaged in the formation"  
of  
"A public company in the  
"Statutory Declaration as a  
"Director of the Company."

Do solemnly and sincerely declare I am an enrolled Law-Agent  
engaged in the formation

of THE SCOTTISH FISHING MERCHANT TRUST

Limited, and That all the requirements of the Companies Act, 1948, in  
respect of matters precedent to the registration of the said Company and  
incidental thereto have been complied with. And I make this solemn  
Declaration conscientiously believing the same to be true and by virtue of  
the provisions of the "Statutory Declarations Act, 1835."

Declared at

*T. A. Henderson*

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THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL



## MEMORANDUM of ASSOCIATION

of

THE SCOTTISH FISHERIES MUSEUM TRUST LIMITED

1. The name of the Company (hereinafter called "the Trust") is "The Scottish Fisheries Museum Trust Limited".
2. The Registered Office of the Company will be situated in Scotland.
3. The objects of the Trust are:-

(a) To establish a Fisheries Museum to be known as "The Scottish Fisheries Museum" at the range of buildings known as the "Old Harbour House" at Anstruther, Fife, and to collect and to preserve in relics, articles, specimens, maps, equipment and pictures, portraits, and other objects and representations of these, and also related with the Scottish Fishing Industry, and to maintain and to exhibit the same and to make the same available to the public at such times and in such manner as the Trust may be desired.

(b) To acquire and to maintain and to improve the same and to make the same available to the public at such times and in such manner as the Trust may be desired.

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SCOTTISH

- (c) To acquire by purchase or otherwise, or to take on lease and thereafter restore and to maintain and rebuild any buildings contiguous or adjacent to the said property, and to adapt the buildings and erect any further buildings which may be necessary for the said purpose.
- (d) To sell, feu, lease or exchang or otherwise grant the use of any land, buildings, rights or privileges or other assets and property of the Trust, heritable or moveable, or any part thereof, and to grant conveyances, feu rights, leases and all other deeds as necessary for the fulfilment of these objects.
- (e) To convey or make over property or land to any body, association, corporation or local authority to be held in trust for the public.
- (f) To co-operate with any local authority, public body, association, museum, or any other body of an uncommercial character, having interest similar to the objects of the Trust, and that for the purpose of obtaining assistance or of exchanging ideas for the plans of the upkeep of a museum.
- (g) To acquire either by purchase or otherwise, collect, uplift and take over any objects which may be of a nature suitable to form exhibits within the said museum, and to sell or otherwise dispose of any such objects as may appear to the Trust to be appropriate from time to time, in so far as they competently so do, and to arrange from time to time exchange exhibits with other museums or bodies of a nature, and to store exhibits from time to time.
- (h) To provide and collect from the Members or otherwise funds for the purpose of carrying on or furthering the objects of the Trust, and to accept testamentary gifts of land or other property or of money and also objects suitable for exhibitions.
- (i) To charge a sum of money for admission to the Museum, which sum may be varied as may from time to time be appropriate.
- (j) To insure, in so far as may be deemed appropriate, the building housing the Museum or associated therewith and the contents thereof including the exhibits.
- (k) To raise or borrow any money required for the purposes of the Trust upon any such terms and such securities as may be determined, and to create mortgages or issue debentures or debenture stock, perpetual or otherwise, charged upon all or any of the property, both present and future, of the Trust, to secure any money so borrowed or raised, or to secure any of the property to which the Trust is subject.
- (l) To invest the moneys of the Trust not immediately required upon the objects or otherwise in such manner as may from time to time be determined.

(a) To do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4. The income and property of the Trust whencesoever derived shall be applied solely towards the promotion of the objects of the Trust as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Trust.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Trust, and to any member of the Trust in return for any services actually rendered to the Trust, nor prevent the payment of interest at a reasonable rate to any member to the Trust but so that no member of the governing body of the Trust shall be appointed to any salaried office of the Trust, or any office of the Trust paid by fees and that no remuneration or other benefit in money or monies worth shall be given by the Trust to any member of such governing body except repayment of out of pocket expenses and interest at the rate aforesaid on money lent to the Trust.

5. The liability of the members is limited.
6. Every member of the Trust undertakes to contribute to the assets of the Trust in the event of the same being wound up during the time that he is a member, or within one year afterwards for payment of the debts and liabilities of the Trust contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up of the same, and for the adjustment of the rights of the contributories such amount as may be required not exceeding one pound.
7. If upon the winding up or dissolution of the Trust there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Trust but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Trust, and which shall provide for the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, or in default of any such determination by the Court of Session or any Judge of the Court of Session shall have power to do so with the distribution of the said property.
8. A book shall be kept of the sums of money received and paid by the Trust and the matters in respect of which such sums are so received and paid, and of the property, real and personal, of the Trust, and subject to any

reasonable restrictions as to the time and manner of inspecting the same which may be imposed in accordance with the regulations of the Trust for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the Trust shall be examined and the correctness of the Balance Sheet ascertained by one or more properly qualified Auditor or Auditors, who shall report the result to the Trust.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers.

<u>Haddington</u>	Chairman of the Board of Trustees of the National Museum of Antiquities of Scotland.
<u>Wemyss</u>	Chairman of Council, The National Trust for Scotland
<u>John McIlwain</u>	Inspector, Glasgow Herald By Despatch.
<u>J. Stewart</u>	Principal of the University of St Andrews
<u>Jas W. L. Laidlaw</u>	East Perthshire Agricultural Society
<u>Rev. Dr. Wilson</u>	Chairman of the Scottish Society
<u>Henry L. Laidlaw</u>	Kellicott Laidlaw Pitt-Rivers Sculptor
<u>Craighero</u>	Balerno (Christians)
Jas & Co. Laidlaw	

Witness my hand and seal this 1st day of November one thousand  
and no years.

Attest the name of the subscribers

W. H. Anderson  
Secretary  
Haddington



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THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL



ARTICLES of ASSOCIATION

of

THE SCOTTISH FISHERIES MUSEUM TRUST LIMITED

PRELIMINARY

1. In these Articles, unless the context requires otherwise the following expressions shall have the following meanings:-

"The Trust" shall mean The Scottish Fisheries Museum Trust Limited.

"The Trustees" shall mean the Governing Body for the time being of the Trust.

"Year" means a year beginning on the first day of November.

"Month" shall mean calendar month.

Words importing the masculine shall include the feminine.

Words importing persons shall include corporations.

Words importing the singular shall include the plural and vice versa.

MEMBERSHIP

2. For the purpose of registration the number of Members of the Trust is to be taken to be limited to One thousand five hundred.

3. The form of the Memorandum of Association and such other documents as shall be required in connection with the registration of the Trust shall be in accordance with the provisions of the Companies Act, 1948.

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4. There shall be three Classes of Members, namely:-
  - (a) Subscribing Members, (b) Life Members, (c) Honorary Members.
5. The Subscribing Members shall be persons who signify to the Trust their desire to become Subscribing Members and shall be admitted to membership as such by the Trustees, and who in any year make a payment to the Trust of the sum of 10/- or such other sum as the Trustees shall prescribe. If such sum is not paid by the Subscribing Member before the 1st May in any year the Trustees may remove the name of the Member from the Register of Members, and he shall thereupon cease to be a Member.
6. The Life Members shall be such persons as signify their desire to become Life Members and are admitted to membership as such by the Trustees, and as shall at one time pay to the funds of the Trust the sum of £5 or such other sum as the Trustees shall prescribe.
7. Honorary Members shall be such persons as may be elected by the Trustees as Honorary Members of the Trust by reason of their services to the Trust or by reason of benefactions made to the Trust by them or persons or bodies whom they represent.
8. The privileges of a Member shall not be transferable.
9. Any Member may by notice in writing to the Trust resign his membership, and he shall thereupon cease to be a Member.

#### MEETINGS

10. The first General Meeting of the Trust shall be held at such time within not less than two weeks nor more than three months after the incorporation of the Trust and at such place as the Trustees shall determine. Subsequent General Meetings of the Trust shall be held once every year at such time and place as the Trustees shall appoint, but so that not more than fifteen months shall be allowed to elapse between any two such General Meetings.
11. The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary.
12. The Trustees may when ever they think fit convene an Extraordinary General Meeting and shall do so whenever requested in writing by not less than twenty Members of the Trust by a requisition stating the objects for which such Meeting is required to be held. If the Trustees do not proceed to cause a Meeting to be held within twenty-one days after the receipt of such requisition the requisitionists or a majority of them may themselves convene the Meeting and the provisions of the Companies Act, 1901 and any Statute enacted since

PROCEEDINGS AT GENERAL MEETINGS

13. Seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) specifying the place, the day and the hour of Meeting, and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner if any as may be prescribed by the Trustees, to such persons as are under these Articles entitled to receive such notices, but the accidental omission to give such notice to or the non-receipt of such notice by any Member shall not invalidate the proceedings at any General Meeting.
14. All business shall be deemed special that is transacted at an extraordinary Meeting, and all that is transacted at an Ordinary Meeting with the exception of the consideration of the accounts, balance sheets and the ordinary report of the Trustees and Auditors, the election of Trustees in the place of those retiring by rotation and the fixing of the remuneration of the Auditors shall also be deemed special.
15. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; three Members personally shall be a quorum.
16. The Chairman, if any, of the Trustees shall preside as Chairman at every General Meeting of the Trust.
17. If there is no such Chairman, or if at any Meeting he is not present within fifteen minutes after the time appointed for holding the Meeting, or is unwilling to act as Chairman, the Members present shall choose some one of their number to be Chairman.
18. 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, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.
19. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is demanded or on the declaration of the result of the show of hands demanded by at least three Members, and, unless a poll is so demanded, a declaration by the Chairman that a Resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of the proceedings 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.  
  
If a poll is only demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed the result of the Meeting at which the poll was demanded.

21. In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
22. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs.

#### VOTES OF MEMBERS

23. On a show of hands and on a poll every Member who is entitled to receive notice of the Meeting shall have one vote. All votes must be given personally.

#### TRUSTEES

24. The business and affairs of the Trust shall be managed and administered by a Governing Body which is herein referred to as the Trustees, and shall be vested in the Trustees, who may pay all expenses incurred in setting up and registering the Trust, and may exercise all such powers and do all such acts and things as may be exercised or done by the Trust, and are not hereby or by statute expressly directly or required to be exercised or done by the Trust in General Meeting, but subject, nevertheless, to the provisions of the Companies Act, 1948 and of these presents and to any regulations from time to time made by the Trust in General Meeting; provided that no regulations so made shall invalidate any prior act of the Trustees which would have been valid if such regulations had not been made. The Trustees may also by regulation or otherwise prescribe for the matters which under these presents are referred to them.
25. Subject to any conditions attached to any gifts to the Trust all moneys received by the Trust and not required for the purpose of payment of interest on borrowed moneys, repayment of borrowed moneys and working and establishment expenses, and the cost of management, maintenance and upkeep of the property of the Trust shall be applied by the Trustees in furthering the objects of the Trust, and may pending such application (but subject to the provisions of the Memorandum of Association), be invested on such securities as the Trustees shall think fit.
26. The Trustees may elect from amongst the Members of the Trust an Honorary President, and any number of Honorary Vice-Presidents of the Trust, but the persons so elected shall not by reason of such election be Trustees.
27. The Trustees (all of whom, except the ex-officio Trustees, must at all times be Members of the Trust) shall be constituted as follows:-

EX-OFFICIO TRUSTEES. - The ex-officio Trustees shall be the Chairman, for the time being, of the Board of Trustees of the National Museum of Antiquities for Scotland, the Chairman for the time being of the National Trust for Scotland, the Governor for the time being of the County of ...

Council of the County of Fife, the Principal for the time being of the University of St. Andrews, the Provost for the time being of the Royal Burgh of Kilrenny, Anstruther Easter and Anstruther Wester and the Chairman for the time being of the East Neuk of Fife Preservation Society.

- (ii) **NOMINATED TRUSTEES.** - The nominated Trustees shall be three nominees of the County Council for the County of Fife, one of whom at least should be a member of the Education Committee of the County Council and one nominee of the Town Council of Kilrenny, Anstruther Easter and Anstruther Wester together with one nominee from any other body or from each of other bodies of a non-commercial character, whether national or local, having interests similar to the objects of the Trust, and which the Trust in General Meeting shall consider to its advantage to be represented on the Governing Body.
- (iii) **ELECTED TRUSTEES.** - The elected Trustees shall be not less than three nor more than nine members of the Trust elected by the Trust in General Meeting.
- (iv) **CO-OPTED TRUSTEES.** - The Co-opted Trustees shall be such Members of the Trust as shall be from time to time co-opted as Trustees by the Trustees. The number of such co-opted Trustees shall at no time be in excess of the combined number of ex-officio and nominated Trustees.

Until Trustees shall have been nominated and elected under paragraphs (ii) and (iii) of this Article the subscribers of the Memorandum and Articles of Association may exercise all powers of the Trustees.

28. The following provisions shall have effect:-

- (a) Each ex-officio Trustee may from time to time appoint some Member of the Trust to be a Trustee in the place of such ex-officio Trustee. The person so appointed shall remain a Trustee until he ceases to be a Member of the Trust or until notice of revocation of his appointment is given to the Trust by the appointer or his successor in office. An ex-officio Trustee may at any time on receiving such appointment resume the office of Trustee.
- (b) Each nominated Trustee shall remain a Trustee until he resigns or ceases to be a Member of the Trust or until notice of revocation of his appointment is given to the Trust by the body or persons exercising the power of nomination.
- (c) Each elected Trustee shall hold office until he resigns or ceases to be a Member of the Trust or until notice of revocation of his appointment is given to the Trust by the body or persons exercising the power of election.
- (d) Each co-opted Trustee shall hold office for such period as the Trustees shall determine. On the expiration of his co-opted period he shall be eligible for re-election. Any Trustee elected or co-opted shall be eligible for re-election at any time, or at any time.

default of any such determination at the pleasure of the Trustee. Provided that a co-opted Trustee shall ipso facto cease to be a Trustee if he resigns or for any cause he ceases to be a Member of the Trust.

29. Any Trustee may by notice in writing to the Trust resign his office as Trustee.

#### ROTATION OF ELECTED TRUSTEES

30. At the first General Meeting of the Trust twelve Members of the Trust shall be elected Trustees. At the Annual Meeting of the Trust in every subsequent year one-third of the elected Trustees shall retire from office. The Trustee to retire shall be those who have been longest in office since their last election, but as between persons who became Members on the same day those to retire (unless they otherwise agree among themselves) shall be determined by lot. A retiring Trustee who has completed one term in Office since his election shall be eligible for re-election for a further term in Office.
31. Any casual vacancy occurring in the elected Trustees may be filled up by the Trustees by the appointment of some Member of the Trust, but the Member so chosen shall subject to retirement at the same time as if he had become a Trustee on the day on which the Member in whose place he is appointed was last elected a Trustee.

#### PROCEEDINGS OF THE TRUSTEES

32. The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their Meetings as they think fit. Questions arising at any Meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have deliberating and a casting vote. Subject to the provisions of any bye-laws made by the Trustees the Secretary shall summon a Meeting of the Trustees on the requisition of any three Members of the Trustees.
33. The quorum necessary for the transaction of the business of the Trustees may be fixed by the Trustees, and unless so fixed shall be three.
34. The continuing Trustees may act notwithstanding any vacancy in their body.
35. The Trustees may elect a Chairman of their Meetings and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any Meeting the Chairman is not present at the time appointed for holding the same, the Members may choose one of their number to be Chairman of the Meeting.
36. The Trustees may delegate any of their powers to Committees consisting of such Member or Members of the Trust as they may think fit. Any Committee so formed shall in the exercise of the power so delegated, conform to any regulations that may be imposed on it by the Trustees.

37. A Committee may elect a Chairman of their Meetings: if no such Chairman is elected, or if at any Meeting the Chairman is not present at the time appointed for holding the same, the Members present may choose one of their number to be Chairman of the Meeting.
38. A Committee may meet and adjourn as they think proper. Questions arising at any Meeting shall be determined by a Majority of votes of the Members present, and in case of an equality of votes, the Chairman shall have a second or casting vote.
39. All acts done by any meeting of the Trustees or of a Committee thereof or by any person acting as a Member thereof shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Members or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee.
40. Within the limits permitted by the Memorandum of Association a Trustee, who discloses his interest, may enter into Contracts and arrangements with the Trust, and any such contract or arrangement shall have the same validity and effect as it would possess had the Trustee not been a Trustee. But in no case shall the interested Trustee vote on the contract or arrangement, and, if he attempt to vote, his vote shall not be counted.
41. The Trustees may appoint such officers as they may consider necessary for the proper discharge of the business of the Trust.

#### MINUTES

42. The Trustees shall cause minutes to be made in books provided for that purpose -
  - (a) Of all appointments of Officers made by the Trustees;
  - (b) Of the names of the Trustees present at each Meeting of the Trustees;
  - (c) Of all Resolutions and proceedings at all Meetings of the Trust and of the Trustees and Committee thereof.

#### SEAL

43. The Seal of the Trust shall not be affixed to any instrument except under the Authority of a Resolution of the Trustees or of a Committee of the Trustees and in the presence of two Trustees who shall sign every instrument to which the Seal is affixed.

#### ACCOUNTS

44. The Trustee shall cause true accounts to be kept of the sums of money received and expended by the Trust, and the matters in respect of which such sum has been paid and expended, and the assets, credits and liabilities of the Trust.

45. The books of account shall be kept at the Registered Office of the Trust, and subject to any reasonable restriction as to time and manner of inspecting the same that may be imposed by the Trust in General Meeting, the same shall be open to the inspection of the Members at all times during the usual business hours.

#### AUDIT

46. Auditors shall be appointed and their duties regulated in accordance with Sections 139, 150, 151 and 162 of the Companies Act, 1948, or any statutory modification thereof for the time being in force, and for this purpose the said sections shall be read as if the word "Trustees" were substituted for the word "Directors", the word "Members" were substituted for the word "Shareholders", and the words "the First General Meeting" were substituted for the words "the Statutory Meeting".

#### NOTICES

47. A notice may be sent by the Trust to any Member by leaving it or sending it through the post in a pre-paid letter addressed to the Member at his address as appearing on the Register of Members. A notice so sent through the post shall be deemed to have been received at the time when the letter containing the same is put into the post office.
48. Notice of every General Meeting shall be given in <sup>same</sup> ~~same~~ manner heretofore authorised to all Members who have registered addresses within the United Kingdom. No other person shall be entitled to receive notice of a General Meeting.
49. Any notice may be sent to the Trust or to the Secretary by/



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by leaving it or sending it through the post in a prepaid letter addressed to the Trust or to the Secretary at the Registered Office of the Trust.

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Names, Addresses and Descriptions of Subscribers.

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Haddington	Chairman of the Board of Trustees of the National Museum of Antiquities of Scotland Chairman of Council.
Wemyss	The National Trust for Scotland
John McWilliam	Vinfield Hall, Glasgow County Council of Life
Stephen Watson	By Darnley Bullgoose Gate St Andrews Principal of the University of St Andrews
Mr. L. Clement	East Pitthead Dunbartonshire Provost.
Mr. Scott	St. Andrew's The East Duff House Dunbartonshire
Henry Limer	Kellic Castle Pithead Dunbartonshire
Crawford	Balcarras, Edinburgh Agent of the Trust

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Dated the 1st day of January One Thousand  
Nine Hundred and Sixty-seven.

Witness to the above Signatures:-

C. S. Henderson  
Solicitor

Robertson, Esq.

(Parsons & Company, Inc. 1918, p. 141 (25.))

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COMPANY LIMITED.

Received 17th February, 1972 .

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1. 凡在本行开立存款账户的客户，均可向本行申请开具存款证明。  
 2. 存款证明的有效期由客户自行约定，最长不超过一年。  
 3. 存款证明一经开具，即作为本行对客户存款情况的书面确认。  
 4. 存款证明不得用于抵押、质押或任何形式的担保。  
 5. 如客户在有效期内销户或提前支取，本行有权收回原出具的存款证明。  
 6. 本行对存款信息的真实性负责，但不对其真实性承担法律责任。  
 7. 本行保留对本行存款证明业务规则进行修订的权利。  
 8. 如有疑问，请咨询本行客户服务部。

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1. Subject: [illegible]  
 2. Re: [illegible]  
 3. Date: [illegible]  
 4. Place: [illegible]

7. Boat Members shall be such vessels, of all kinds capable of travelling across salt or fresh water, whose owners or captains or skippers signify their desire to register their vessels as Boat Members and are admitted to membership as such by the Trustees, and in any year make payment to the Trust of £5 or such other sum as the Trustees shall prescribe. If such sum is not paid for the said Boat Member before the 1st day of May in each year, the Trustees may remove the name of the said Boat Member from the Register of Members, whereupon the said membership shall cease. Each Boat Member shall have one vote only in the deliberations of the Trust and in at its meetings. The right to act, represent and vote on behalf of the Boat Member shall be such individual representative whose name shall be duly intimated to the Trust in writing."

8. The following sentence shall be added at the end of Article Number 23:-

"Nominated representatives of corporate and Boat Members shall be required to produce written evidence of their nomination prior to voting."

Witness my hand and seal this 10th day of January 1924.  
Secretary

# THE COMPANIES ACT, 1948.

## Special Resolution

(Pursuant to Companies Act, 1948, s. 141 (2).)

or

The Scottish Fisheries Museum Trust

## COMPANY LIMITED.

Passed 10th May 1975.

The Statute for  
this purpose  
may be found  
in the Statute  
Book.

At an Extraordinary General Meeting of the Members of the said Company,  
after due notice specifying the intention to propose the following Resolution as a  
Special Resolution had been given, held at Amstruth  
in the County of Fife on the tenth  
day of May 1975, the following Special Resolution  
was duly passed.

The Statute for  
this purpose  
may be found  
in the Statute  
Book.

1. In Article No. 21, clause (1), delete "County Council of Fife" and substitute "Fife Regional Council".
2. In Article No. 21, clause (2), delete "the Mayor for the time being of the Royal Burgh of Fife", delete "the Mayor and Amstruth" and substitute "the respective Chairman for the time being of the Fife Regional Council, Fife County Council and Fife District Council".
3. In Article No. 21, clause (3), delete "three members of the County Council of Fife, one of whom at least shall be a member of the Fife Regional Council" and substitute "three members of the Fife Regional Council, one of whom at least shall be a member of the Fife County Council and one of whom at least shall be a member of the Fife District Council".
4. In Article No. 21, clause (4), delete "the Mayor and Amstruth" and substitute "the respective Chairman for the time being of the Fife Regional Council, Fife County Council and Fife District Council".

Signature  
in witness  
whereof

To be  
authenticated  
by the written  
signature of  
an Officer of  
the Company.

Ernst & Whinney Chartered Accountants

37 Melville Street  
Edinburgh EH3 7JL

Phone: 031 226 4621  
Telex: 727832

Our ref: JGL/LS/1

10 June 1982

The Secretary  
The Scottish Fisheries Museum Trust Ltd  
St Ayles  
Harbourhead  
Anstruther  
Fife  
KY10 3AB

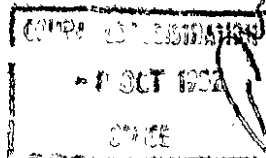
Dear Madam

In accordance with Section 16 of the Companies Act 1976, we write to notify you of our formal resignation as auditors of your company. This resignation takes effect from the time at which you receive this letter.

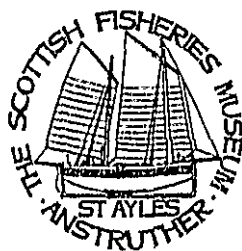
In accordance with Section 16(2) of the 1976 Act, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the notice of the members or creditors of the company.

Yours faithfully

*Ernst Whinney*



# the scottish fisheries museum trust lto.



Company Number 45381

## Special Resolution

of

The Scottish Fisheries Museum Trust Ltd

Passed

At the Annual General Meeting of the above Company, convened and held at The Crows Nest Hotel, Anstruther on 1st May 1991 the subjoined Resolution viz:-

### RESOLUTION

"that the recommendation of The Scottish Museums Council be accepted whereby the Constitution of the Scottish Fisheries Museum Trust Ltd was reconstructed to set up an Executive Board of 8 - 15 individuals on whom would fall the legal and financial obligations of the Trust."

The Resolution was passed unanimously.

David Tod

David Tod, Chairman.

## THE COMPANIES ACT, 1948

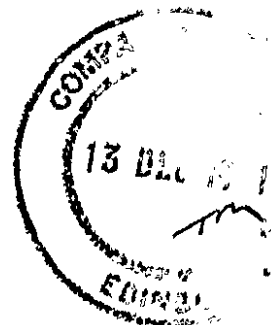
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

## MEMORANDUM OF ASSOCIATION

of

## THE SCOTTISH FISHERIES MUSEUM TRUST LIMITED

- 1 The name of the Company (hereinafter called "the Trust") is "The Scottish Fisheries Museum Trust Limited".
- 2 The Registered Office of the Company will be situated in Scotland.
- 3 The objects of the Trust are:-
  - a) To establish a Fisheries Museum to be known as "The Scottish Fisheries Museum" at the range of buildings known as St. Ayles, Harbour Head, Anstruther, Fife, wherein to collect and to preserve relics, articles, implements, boats, equipment and pictures, portraits, photographs, models and representations of these, all associated with the Scottish Fishing Industry, and examples of marine life or structure all as may be deemed desirable and to present these or make them available for exhibition to the public at such time or times as may seem to the Trust to be desirable.
  - b) To acquire by purchase or otherwise, or to take on lease and thereafter restore and to maintain and rebuild the said subjects situated in the Burgh of Kilronny, Anstruther Easter and Anstruther Wester, County of Fife, comprising the range of buildings known as St. Ayles, Anstruther, and to establish therein the said Scottish Fisheries Museum.
  - c) To acquire by purchase or otherwise, or to take on lease and thereafter restore and to maintain and rebuild any buildings contiguous or adjacent to the said property, and to adapt the buildings and erect any further buildings which may be necessary for the said purpose.



- d) To sell, feu, lease or excamb or otherwise grant the use of any land, buildings, rights or privileges or other assets and property of the Trust, heritable or moveable, or any part thereof, and to grant conveyances, feu rights, leases and all other deeds as necessary for the fulfilment of these objects.
- e) To convey or make over property or land to any body, Association, corporation or local authority to be held in trust for the public.
- f) To co-operate with any local authority, public body, association, museum, or any other body of an uncommercial character, having interest similar to the objects of the Trust, and that for the purpose of obtaining assistance or of exchanging ideas for the plans of the upkeep of a museum.
- g) To acquire either by purchase or otherwise, collect, uplift and take over any objects which may be of a nature suitable to form exhibits within the said museum, and to sell or otherwise dispose of any such objects as may appear to the Trust to be appropriate from time to time, in so far as they competently so do, and to arrange from time to time exchange exhibits with other museums or bodies of a similar nature, and to store exhibits from time to time.
- h) To provide and collect from the Members or otherwise funds for the purpose of carrying on or furthering the objects of the Trust, and to accept testamentary gifts of land or other property or of money and also objects suitable for exhibitions.
- i) To charge a sum of money for admission to the Museum, which sum may be varied as may from time to time be appropriate.
- j) To insure, in so far as may be deemed appropriate, the building housing the Museum or associated therewith and the contents thereof including the exhibits.
- k) To raise or borrow any money required for the purposes of the Trust upon such terms and such securities as may be determined, and to create mortgages or issue debentures or debenture stock, perpetual or otherwise, charged upon all or any of the property, both present and future, of the Trust, to secure any monies so borrowed or raised, or to secure any obligations to which the Trust is subject.
- l) To invest the monies of the Trust not immediately required upon such securities or otherwise in such manner as may from time to time be determined.
- m) To do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them.



- 4 The income and property of the Trust whencesoever derived shall be applied solely towards the promotion of the objects of the Trust as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Trust.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Trust, and to any member of the Trust in return for any services actually rendered to the Trust, nor prevent the payment of interest at a reasonable rate to any member of the Trust but so that no member of the governing body of the Trust shall be appointed to any salaried office of the Trust, or any office of the Trust paid by fees and that no remuneration or other benefit in money or monies worth shall be given by the Trust to any member of such governing body except repayment of out of pocket expenses and interest at the rate aforesaid on money lent to the Trust.

- 5 The liability of the members is limited.

- 6 Every member of the Trust undertakes to contribute to the assets of the Trust in the event of the same being wound up during the time that he is a member, or within one year afterwards for payment of the debts and liabilities of the Trust contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up of the same, and for the adjustment of the rights of the contributories such amount as may be required not exceeding one pound.

- 7 If upon the winding up or dissolution of the Trust there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Trust but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution failing which any Judge of the Court of Session shall have power to deal with the distribution of the said property.

- 8 True accounts shall be kept of the sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Trust; and subject to any reasonable restrictions as to the time and manner of inspecting the same which may be imposed in accordance with the regulations of the Trust for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the Trust shall be examined and the correctness of the Balance Sheet ascertained by one or more properly qualified Auditor or Auditors who shall report the result to the Trust.

WE, the several persons whose names and addresses are subscribed are desirous of being formed in a Company in pursuance of this Memorandum of Association.

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Names, Addresses and Descriptions of Subscribers

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|                  |   |   |
|------------------|---|---|
| HADDINGTON       | Chairman of the Board of Trustees of the National Museum of Antiquities |   |
| WEMYSS           | Chairman of Council.<br>The National Trust for Scotland.                |   |
| JOHN McWILLIAM   | Viewfield Hallbeath<br>By Dunfermline                                   | Convener<br>County Council<br>of Fife.            |
| J. STEVEN WATSON | College Gate<br>St. Andrews.  | Principal of<br>the University<br>of St. Andrews. |
| JAS. W. CLEMENT  | East Pitkierie<br>Anstruther.   | Provost   |
| A. W. SCOTT      | Seaquoin<br>Elie  | Chairman,<br>East Neuk<br>Preservation<br>Society |
| HUGH LORIMER     | Kellie Castle<br>Pittenweem.  | Sculptor  |
| CRAWFORD         | Balcarres<br>Colinsburgh  | Peer of the<br>Realm                              |

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Dated the first day of November One Thousand Nine Hundred and Sixty-seven.

Witness to the above signatures:-

J. Alex Henderson,  
Solicitor,  
Anstruther,  
Fife.

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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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ARTICLES of ASSOCIATION  
of  
THE SCOTTISH FISHERIES MUSEUM TRUST LIMITED

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PRELIMINARY

- 1 In these Articles, unless the context requires otherwise the following expressions shall have the following meanings:-

"The Trust" shall mean The Scottish Fisheries Museum Trust Limited.

'The Articles' means these Articles of Association or such as are in force from time to time.

'Member' means a member for the time being of the Trust in terms of the Articles.

'The Executive Board' means the Executive Board of Management of the Trust appointed in terms of the Articles.

'The Office' means the Registered Office for the time being of the Trust.

'The Act' means the Companies Act, 1985, and any amendment, extension or re-enactment thereof for the time being in force.

'The United Kingdom' means Great Britain and Northern Ireland.

'A Museum' means an institution which collects, documents, preserves, exhibits and interprets material evidence and associated information for the public benefit; and which is recognised or capable of being recognised by the Museums & Galleries Commission as being properly constituted and as performing the required functions in an acceptable manner.

'The Collection' means that body of material evidence having collective or individual historical, artistic or scientific importance, the possession of which enables the Trust to be constituted as a Museum.

'A Specimen' means any individual item comprised in the Collection.

Expressions referring to 'writing' shall, unless otherwise stated, be construed as including references to printing, lithography, photography and other means of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act in force at the date at which these Articles of Association became binding on the Trust except that the word 'Trust' shall be substituted herein for 'Company' and the words 'Executive Board' for 'Directors' as these other words respectively appear in the Act.

"Year" means a year beginning on the first day of November.

"Month" shall mean calendar month.

Words importing the masculine shall include the feminine.

Words importing persons shall include corporations.

Words importing the singular shall include the plural and vice versa.

#### MEMBERSHIP

- 2 For the purpose of registration the number of Members of the Trust is to be taken to be limited to One Thousand five hundred.
- 3 The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these Articles shall be Members of the Trust.
- 4 There shall be three Classes of Members, namely:-
  - (a) Subscribing Members, (b) Life Members, (c) Honorary Members.
- 5 The Subscribing Members shall be persons who signify to the Trust their desire to become Subscribing Members and shall be admitted to membership as such by the Executive Board, and who in any year make a payment to the Trust of the sum of 50p or such other sum as the Executive Board shall prescribe. If such sum is not paid by the Subscribing Member before the 1st May in any year the Executive Board may remove the name of the Member from the Register of Members, and he shall thereupon cease to be a Member.
- 6 The Life Members shall be such persons as signify their desire to become Life Members and are admitted to membership as such by the Executive Board, and as shall at one time pay to the funds of the Trust the sum of £5 or such other sum as the Executive Board shall prescribe.

- 7 Honorary Members shall be such persons as may be elected by the Trustees as Honorary Members of the Trust by reason of their services to the Trust or by reason of benefactions made to the Trust by them or persons or bodies whom they represent.
- 8 The privileges of a Member shall not be transferable.
- 9 Membership of the Trust shall, subject to the provisions of these Articles, be open to all persons irrespective of political or religious opinions, sex, nationality, race or colour.
- 10 The Executive Board may for the time being and from time to time authorise the formation within the Trust of Sections amongst the Members, for the furtherance of a common activity.
- 11 The forms of application for Membership and the manner of the election shall be such as the Executive Board from time to time decide. Every Member upon admittance to membership shall be bound by the Articles.
- 12 The Executive Board shall have absolute power and authority to refuse any application for membership, irrespective of qualification and without giving any reason for such refusal.

#### DECEASED MEMBERS

- 13 The representatives of any deceased Member shall have no interest in the Trust, but the Trust shall be entitled to claim from the representatives of a deceased Member any sums due to the Trust.

#### TERMINATION OF MEMBERSHIP

- 14 A Member may resign on giving to the Secretary one calendar month's notice in writing.
- 15 The Executive Board shall be entitled at any time, should it in its absolute discretion deem it desirable, to remove from membership any Member for any one of the following causes:-
  - a) if the Member neglects or refuses forthwith to comply with any Article and shall continue to do so for a period of seven days after written notice is sent to him by registered post by the Secretary, on the instructions of the Executive Board, requiring him to remedy such neglect or refusal;
  - b) if the Executive Board at a meeting at which the Member concerned shall have been given a reasonable opportunity to be present and speak on his own behalf, should resolve that it is desirable in the interests of the Trust that the Member should cease to be a Member;

- c) if the Member becomes of unsound mind, or for any reason becomes incapable of managing his affairs;
  - d) if the Member becomes apparently insolvent or is sequestrated or makes an arrangement or composition with his creditors; or
  - e) if any Member neglects for three months to pay the annual subscription payable by such Member, or persistently neglects or refuses to pay any other monies payable by him to the Trust.
- 16 Upon the resignation or removal of any Member his interest in the rights and privileges of membership of the Trust shall cease (without prejudice to the continuation in force of his guarantee).

#### MEETINGS

- 17 The first General Meeting of the Trust shall be held at such time within not less than two weeks nor more than three months after the incorporation of the Trust and at such place as the Executive Board shall determine. Subsequent General Meetings of the Trust shall be held once every year at such time and place as the Executive Board shall appoint, but so that not more than fifteen months shall be allowed to elapse between any two such General Meetings.
- 18 The above-mentioned General Meetings shall be called Annual General Meetings; all other General Meetings shall be called Extraordinary.
- 19 The Chairman or Treasurer may, whenever he 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 provided by Section 368 of the Act.

#### NOTICE OF GENERAL MEETINGS

- 20 Seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) specifying the place, the day and the hour of Meeting, and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner if any as may be prescribed by the Executive Board, to such persons as are under these Articles entitled to receive such notices, but the accidental omission to give such notice to or the non-receipt of such notice by any Member shall not invalidate the proceedings at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 21 All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the ordinary report of the Executive Board and Auditors. The election of Executive Board members and Trustees in the place of those retiring by rotation and the fixing of the remuneration of the Auditors shall also be deemed special.
- 22 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; three Members personally shall be a quorum.
- 23 The Chairman of the Executive Board or, failing him, the Vice Chairman shall preside at every General Meeting of the Trust. If at any meeting neither of these be present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of the members of the Executive Board present to be Chairman of the meeting.
- 24 If no such Chairman is available, or if at any Meeting these officers and members of the Executive Board are unwilling to act as Chairman, the Members present shall choose some one of their number to be Chairman.
- 25 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. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.
- 26 At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least three Members, and, unless a poll is so demanded, a declaration by the Chairman that a Resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of the proceedings 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.
- 27 Except as provided in Article 22, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll was demanded.
- 28 In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

- 29 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs.

#### VOTES OF MEMBERS

- 30 On a show of hands and on a poll every Member who is entitled to receive notice of the Meeting shall have one vote. All votes must be given personally. No member shall be entitled to vote at any General Meeting unless all monies presently payable by him to the Trust have been paid.
- 31 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

#### RESOLUTION IN WRITING

- 32 Subject to the provisions of the Act, a resolution in writing executed by or on behalf of all the Members for the time being entitled to receive notice of and to attend the vote at General Meetings shall be as 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 executed by or on behalf of one or more Members.

#### THE EXECUTIVE BOARD

- 33 The entire business of the Trust shall be arranged and managed by the Executive Board, which may exercise all such powers of the Trust (including power to borrow money) as are not by the Act or the Articles declared to be exercisable only by the Trust in General Meeting, subject nevertheless to the provisions of the Act and the Articles and to such regulations, being not inconsistent with the aforesaid regulations, as may be prescribed by the Trust in General Meeting; and no such regulation made by the Trust shall invalidate any prior act of the Executive Board which would have been valid if such regulation had not been made.
- 34 The Executive Board shall consist of not less than eight and not more than fifteen members (excluding the President and any Vice-Presidents), elected by members of the Trust at an Annual General Meeting. All members of the Board must be members of the Trust.
- 35 The Executive Board shall adopt a written Collecting Policy and review it at least every five years, which policy shall define the types of Specimens which the Trust wishes to include in the Collection and the geographical area from which such Specimens may be drawn.



- 36 The Executive Board shall maintain an accurate and current Register of all Specimens acquired for, or removed from, the collection.

#### ROTATION OF EXECUTIVE BOARD MEMBERS

- 37 At each Annual General Meeting of the Trust one-third of the Board Members shall retire from office. The Members to retire shall be those who have been longest in office since their last election, but as between persons who became Members on the same day those to retire (unless they otherwise agree among themselves) shall be determined by lot. A retiring Executive Board Member who has completed one term in Office since his election shall be eligible for re-election for a further term in Office.
- 38 The persons elected under Article 34 shall have power, subject only to the provisions of the Articles, to co-opt additional Members to the Executive Board, provided that not more than a voting minority of such persons are members of the Executive Board at any one time.
- 39 A member of the Executive Board appointed under Article 38 shall hold office for the period of his appointment or, if no period is specified, for a period of three years.
- 40 The Executive Board shall have power, subject to the provisions of the Memorandum of Association, to appoint and remove such paid officers and staff of the Trust as it shall think fit, and also to appoint and remove Solicitors and such other Agents and consult such experts, legal and others, as it may think fit. It shall have full power from time to time to determine the respective duties and powers of the persons so appointed and to fix their respective salaries, fees or remuneration and pension or superannuation arrangements (if any).

#### HONORARY OFFICERS

- 41 The Annual General Meeting may elect a President and any number of Vice-Presidents as it may from time to time determine; such officers may be invited at the Executive Board's discretion to officiate at General Meetings of the Trust. The President shall be elected annually, and Vice-Presidents may be elected for life, or such other period as may be specified at the time of election; declaring that appointment to the posts of President or Vice-Presidents shall not be governed by Article 46(f).
- 42 The President and all Vice-Presidents of the Trust shall be ex-officio members of the Executive Board and all Committees and Sub-Committees, but shall not be entitled to vote.

### OFFICERS OF THE TRUST

- 43 The Executive Board shall, as soon as practicable after the incorporation of the Trust and thereafter as soon as practicable after each Annual General Meeting of the Trust, hold a meeting and elect from amongst its members, by show of hands or by nomination and ballot as it shall consider necessary, a Chairman and a Vice-Chairman of the Trust, who shall hold office until the end of the Annual General Meeting next following; the holders of these offices for a previous year shall be eligible for re-election.

If any casual vacancy should occur in the office of Chairman, the Vice Chairman shall act as Chairman until a new Chairman be elected by the Executive Board.

- 44 The Secretary and the Treasurer of the Trust shall be appointed from time to time by the Executive Board from amongst their number or otherwise. At the discretion of the Executive Board, these officers may be combined in the one person.

- 45 The Executive Board shall appoint, and from time to time replace, a named person to be responsible for the care and development of the Collection, subject only to the requirement that if such person is not an appropriately qualified and/or experienced professional museum curator and if for the time being the Executive Board does not have amongst its number a person with appropriate qualifications and/or experience, the Executive Board shall seek to appoint such a person to be its Adviser.

### DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE BOARD

- 46 The office of a member of the Executive Board shall be vacated if:-

- a) the Executive Board passes a resolution by a three-fourths majority that it is desirable that the member should cease to be a member of the Executive Board;
- b) the member ceases to be a Member of the Trust;
- c) the member resigns his office by notice in writing to the Secretary;
- d) the member is removed from office by resolution duly passed pursuant to section 303 of the Act;
- e) the member becomes prohibited from being a member of the Executive Board by reason of any order made under the Insolvency Act 1986, or any amendment, extension or re-enactment thereof;

- f) the member attains his seventy-fifth birthday;
- g) the member fails to attend three consecutive meetings of the Executive Board and the Executive Board are not satisfied with any explanations that may be offered therefor; or
- h) the member accepts remuneration in contravention of Clause 4 of the Memorandum of Association.

#### PROCEEDINGS OF THE EXECUTIVE BOARD

- 47 Meetings of the Executive Board shall be held at such times and such places as the Executive Board may from time to time direct. The Chairman or any three members of the Executive Board may, and the Secretary upon request of the Chairman or such members shall at any time, convene a meeting of the Executive Board.
- 48 The quorum at any meeting of the Executive Board shall be five members who must include at least one office bearer (excluding the President and any Vice-Presidents).
- 49 Meetings of the Executive Board shall be chaired by the Chairman of the Trust or, in his absence, the Vice Chairman or, in the absence of both, by one of the members of the Executive Board to be chosen by those present.
- 50 A member of the Executive Board who is not at the material time in the United Kingdom shall not be entitled to receive notice of a meeting of the Executive Board.
- 51 The Executive Board shall have full power to appoint Committees and may delegate to such Committees all such duties, powers and privileges as it may think fit, save as is provided otherwise in the Articles, provided always that any decision to sell or otherwise dispose of any Specimen shall be made only by the Executive Board acting with the advice of an appropriately qualified and/or experienced professional museum curator and only for the purpose of improving the quality of the collection. The Committees shall have power to appoint Sub-committees to whom they may delegate such of their business as they think fit.

The members of the Committees or Sub-committees need not necessarily be members of the Executive Board or of the Committees appointing such Sub-committees; Provided always that no resolution of a meeting of a Committee or Sub-committee shall be binding on the Trust until confirmed by the Executive Board at a subsequent meeting. The number of members of any Committee or Sub-committee which shall constitute a quorum shall be decided by such Committee or Sub-committee. The Chairman of such Committees or Sub-committees may be appointed by the Executive Board or, failing such appointment, elected by the relative Committee or Sub-committee.

- 52 All acts bona fide done by the Executive Board, or by a Committee or Sub-committee, or by any person or persons acting as a member or members thereof respectively (notwithstanding that it may afterwards be discovered that there was any defect in the appointment of the Executive Board, or Committee or Sub-committee, or of any person or persons acting as aforesaid, or that they or any of them were disqualified or had ceased to be members of the Executive Board), shall be as valid as if every such person had been duly appointed, and was at the time qualified to be a member of the Executive Board or Committee or Sub-committee.
- 53 The members for the time being of the Executive Board may act notwithstanding any vacancy in their body. In the event of such vacancy or vacancies reducing the membership to less than the quorum the remaining members may meet for the sole purposes of inviting any body having the right of nomination of persons to the Executive Board and not all of whose nominated places are then filled to nominate a person or persons to fill the relevant vacancy or vacancies or of co-opting sufficient additional members to allow a quorum to meet thereafter.
- 54 A resolution in writing, signed by all the members of the Executive Board for the time being in the United Kingdom, shall be as valid and effectual as if it had been passed at a meeting of the Executive Board duly convened and held, and may consist of several documents in the like form, each signed by one or more of the members of the Executive Board.

#### TRUSTEES

- 55 Advice and guidance to the Trust and its Executive Board shall be provided by the establishment of a Board of Trustees. Trustees shall not, ipso facto, be Directors of the Trust in the meaning of the Act; their legal responsibilities shall be the same as those of ordinary members of the Trust.
- 56 The Trustees (all of whom, except the ex-officio Trustees, must at all times be Members of the Trust) shall be constituted as follows:-
- (i) **EX-OFFICIO TRUSTEES.** - The ex-officio Trustees shall be the Chairman for the time being of the Board of Trustees of the National Museum of Scotland, the Chairman for the time being of the National Trust for Scotland, the Convener for the time being of the Fife Regional Council, the Principal for the time being of the University of St. Andrews and the Chairman for the time being of the East Neuk of Fife Preservation Society.

- (ii) NOMINATED TRUSTEES. - The nominated Trustees shall be two nominees of the Fife Regional Council, one of whom at least should be a member of the Education Committee of the Council and two nominees of the NEFDC, KDC and DDC.
  - (iii) ELECTED TRUSTEES. - The elected Trustees shall be not less than three nor more than nine members of the Trust elected by the Trust in General Meeting.
- 57 The following provisions shall have effect:-
- (a) Each ex-officio Trustee may from time to time appoint some Member of the Trust to be a Trustee in the place of such ex-officio Trustee. The person so appointed shall remain a Trustee until he ceases to be a Member of the Trust or until notice of revocation of his appointment is given to the Trust by the appointer or his successor in office. An ex-officio Trustee may at any time on revoking such appointment resume the office of Trustee.
  - (b) Each nominated Trustee shall remain a Trustee until he resigns or ceases to be a Member of the Trust or until notice of revocation of his appointment is given to the Trust by the body or persons exercising the power of nomination.
  - (c) Each elected Trustee shall hold office for a period of 3 years or until he resigns or ceases to be a Member of the Trust.
- 58 Any Trustee may by notice in writing to the Trust resign his office as Trustee.

#### PROCEEDINGS OF THE TRUSTEES

- 59 The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their Meetings as they think fit. Questions arising at any Meeting shall be decided by the majority of votes. In case of an equality of votes the Chairman shall have a deliberating and a casting vote. Subject to the provisions of any bye-laws made by the Trustees the Secretary shall summon a Meeting of the Trustees on the requisition of any three Members of the Trustees.
- 60 The Chairman or Vice Chairman of the Executive Board shall preside at all meetings of the Trustees; but if no such Chairman is available at the time appointed for holding the meeting the Trustees may choose one of their number to be Chairman of the Meeting.

ACCOUNTS AND AUDIT

- 61 The Executive Board 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 the receipt and expenditure takes place;
  - b) all sales and purchases of goods by the Trust;
  - c) the property, 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 Trust's affairs and to explain its transactions.

- 62 The books of account shall be kept at the Registered Office of the Trust, and subject to any reasonable restriction as to time and manner of inspecting the same that may be imposed by the Trust in General Meeting, the same shall be open to the inspection of the Members at all times during the usual business hours.
- 63 The Executive Board shall from time to time, in accordance with the Act, cause to be prepared and to be laid before the Trust in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in the relevant sections of the Act.
- 64 Auditors shall be appointed and their duties regulated in accordance with the Act, or any statutory modification thereof for the time being in force, and for this purpose the said act shall be read as if the words "Executive Board Members" were substituted for the word "Directors", the word "Members" were substituted for the word "Shareholders", and the words "the First General Meeting" were substituted for the words "the Statutory Meeting".
- 65 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Trust shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Executive Board shall from time to time determine.

NOTICES

- 66 A notice may be sent by the Trust to any Member by leaving it or sending it through the post in a prepaid letter addressed to the Member at his address as appearing on the Register of Members. A notice so sent through the post shall be deemed to have been received at the time when the letter containing the same is put into the post office.

- 67 Notice of every General Meeting shall be given in same manner hereinbefore authorised to a) all Members who have registered addresses within the United Kingdom b) the Auditors for the time being of the Trust. No other person shall be entitled to receive notice of a General Meeting.

#### STANDING ORDERS

- 68 The Executive Board shall have power to adopt and issue Standing Orders and/or rules for the use of the premises controlled by the Trust. Such Standing Orders and rules shall come into operation immediately, provided always that they shall be subject to review and shall not be inconsistent with the provisions of the Memorandum and Articles of Association.

#### MINUTES

- 69 Correct Minutes of the proceedings of the Trust and of the Executive Board and of Committees or Sub-committees of the Executive Board shall be taken and shall be kept at the Office by the Secretary or by such other person as the Executive Board may from time to time appoint and shall be in such form as the Executive Board may direct.

#### INDEMNITY

- 70 Subject to the provisions of the Act, every officer or employee of the Trust shall be entitled to be indemnified by the Trust against all costs, losses and expenses which he may incur or become liable for in the execution or discharge of any office held by him in the Trust.

#### WINDING UP

- 71 If the Trust shall be wound up the Collection shall be transferred and the assets of the Trust disposed of in accordance with Clause 7 of the Memorandum of Association.

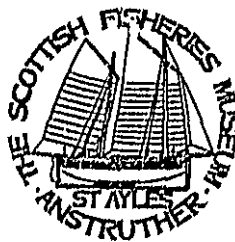
Upon the winding up or dissolution of the Trust, its debts and liabilities shall be satisfied exclusively out of the assets of the Trust other than the Collection, unless such assets shall prove insufficient for the purpose; in such event, only such minimum number of specimens out of the Collection shall be sold as shall be required to produce sufficient monies to meet the remaining debts and liabilities of the trust.

THE SEAL

- 72 The Executive Board shall provide a Common Seal and shall have full power to use the said Seal in the execution of all or any of the powers hereby vested in it, or otherwise in relation to the business or affairs of the Trust as it in its discretion thinks fit, and any document bearing the seal of the Trust and purporting to be signed by two members of the Executive Board or by one member of the Executive Board and the Secretary shall, in the absence of proof to the contrary, be deemed to be executed by the Trust: Provided that nothing of this Article shall prevent the Trust from executing any document in any other manner for the time being recognised by law.
- 73 Any notice may be sent to the Trust or to the Secretary by leaving it or sending it through the post in a prepaid letter addressed to the Trust or to the Secretary at the Registered Office of the Trust.



# the scottish fisheries museum trust ltc.



COMPANY NUMBER:

45381

Special Resolution

of

THE SCOTTISH FISHERIES MUSEUM TRUST LIMITED

passed

At an Extraordinary General Meeting of the above Company, duly convened and held at THE CRAW'S NEST HOTEL, ANSTRUTHER, FIFE on the SIXTEENTH MAY 1992 the subjoined Special Resolution was duly passed, viz:-

## RESOLUTION

"THAT THE TRUST'S MEMORANDUM OF ASSOCIATION BE MODIFIED TO MEET THE REQUIREMENTS OF SCOTTISH MUSEUMS' COUNCIL."

(proposed D Turner; seconded W D Batchelor; passed unanimously)

Designation of signatory

*W D Batchelor*  
Secretary



PRESIDENT: NEW LORIMER, R.S.A., F.R.B.S.

Registered Office:- ST. AYLES, HARBOURHEAD, ANSTRUTHER, FIFE, KY10 3AB. Telephone: (0333) 310628 or 311073.

45381  
THE COMPANIES ACTS 1985 and 1990  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION

of

THE SCOTTISH FISHERIES MUSEUM TRUST LIMITED

PRELIMINARY

In this Memorandum unless there be something in the subject or context inconsistent therewith:-

"The Memorandum" means this Memorandum of Association or such as is in force from time to time.

"The Articles" means the Articles of Association of the Trust as in force from time to time.

"The Executive Board" means the Executive Board of Management of the Trust appointed in terms of the Articles.

"The Collection" means that body of material evidence having collective or individual historical, artistic or scientific importance, the possession of which enables the Trust to be constituted as a Museum.

"A Specimen" means any individual item comprised in the Collection.

"A Museum" means an institution which collects, documents, preserves, exhibits and interprets material evidence and associated information for the public benefit; And which is recognised or capable of being recognised by the Museums & Galleries Commission as being properly constituted and as performing the required functions in an acceptable manner.

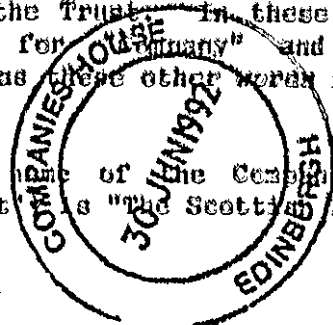
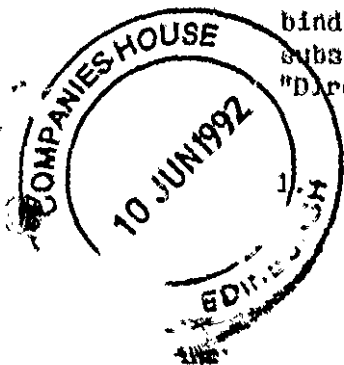
"The Act" means the Companies Act 1985, and any amendment, extension or re-enactment thereof for the time being in force.

"Member" means a member for the time being of the Trust in terms of the Articles.

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

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act as in force at the date at which this Memorandum of Association became binding on the Trust. In these presents, the word "Trust" shall be substituted for "Company" and the words "Executive Board" for "Directors" as these other words respectively appear in the Act.

The name of the Company (hereinafter referred to as "the Trust") is "The Scottish Fisheries Museum Trust Limited".



2. The Registered Office of the Company will be situated in Scotland.

3. The objects of the Trust are:-

(a) To maintain the Museum known as "The Scottish Fisheries Museum" at the range of buildings known as St. Ayles, Harbourhead, Anstruther, Fife or any other buildings as hereinafter provided wherein to bring together, hold, adequately house, conserve and document a Collection of Specimens being of historical, artistic or scientific importance and all associated with the Scottish Fishing Industry and in respect of which there will be a strong presumption against the subsequent disposal of the item.

(b) To acquire by purchase or otherwise, or to take on lease and thereafter restore, rebuild and maintain the said subjects known as St. Ayles, Anstruther and any other buildings contiguous or adjacent thereto.

(c) To advance and promote the education of the general public and in particular the inhabitants of Scotland without distinction of sex or political religious or other opinions by associating voluntary organisations, local authorities and other bodies of whatsoever status together with the inhabitants in a common effort to establish and preserve The Scottish Fisheries Museum and to obtain assistance and exchange ideas for the furtherance of these objects.

(d) To stimulate public interest in the Museum as a focal point of education and of historic, artistic or scientific interest thereby improving the facilities available for general public amenity and education.

(e) To display and publicise the Collection for the public benefit, permit access to research workers and school children always providing that the safety and security of the Collection are not thereby endangered permitting with similar safeguards the loan of any Specimens for exhibition or research.

(f) To promote and assist in the collating and recording of historical, ethnological, archaeological, biological or other related information appropriate to purpose of the Museum as set out herein.

(g) To adopt a written collecting policy and review it at least every five years, which policy shall define the types of Specimens which the Trust wishes to include in the Collection and the geographical area from which such Specimens may be drawn.

(h) To maintain an accurate and current Register of all Specimens acquired for or removed from the Collection.

4. In furtherance of the objects of the Trust, the Trust shall have the following powers:-

(a) To purchase, take on lease, exchange, hire or otherwise

acquire any heritable or moveable real or personal property and any right or privileges which may from time to time be deemed necessary for the promotion of the Trust's objects and to construct, maintain, add to, improve, restore, maintain, furnish, equip and alter any building or structure necessary for the work of the Trust.

(b) To sell, let, grant security over, turn to account, manage and improve all or any of the property or assets of the Trust subject to such terms and conditions as may be thought expedient, to exercise any rights or privileges or advantages, servitudes or other benefits for the time being attached to such property or assets, and to undertake, maintain, execute and do all such lawful acts, matters and things as the Trust may be obliged or required or ought to do as owners of such property or assets, provided always that:-

i) The Trust shall create no heritable security, charge, pledge or any encumbrance (other than those arising by operation of law) over any Specimen comprised in the Collection.

ii) Any decision to sell or otherwise dispose of any Specimen shall be made only by the Executive Board of the Trust acting with the advice of an appropriately qualified and/or experienced professional Museum Curator and only for the purpose of improving the quality of the Collection.

iii) Any Specimen identified for disposal from the Collection shall be offered first for transfer by loan, gift or exchange to any Museum administered by a charitable trust or public authority, before such Specimen is otherwise gifted or offered for sale to the public at auction or in any other manner.

iv) Any moneys received from the disposal of any Specimen shall be applied for the benefit of the Collection and in particular, but not necessarily exclusively, to purchase items for the Collection.

(c) Subject to Clause 4 (b) above, to feu, sell, manage, lease, mortgage, exchange, dispose of or otherwise deal with all or any part of the property of the Trust as may be expedient with a view to the promotion of its objects.

(d) To co-operate with any local authority, public body, association, museum, or any other body of an uncommercial character, having interest similar to the objects of the Trust, and that for the purpose of obtaining assistance or of exchanging ideas for the plans of the upkeep of a museum.

(e) Subject to Clause 4 (b), to acquire either by purchase or otherwise, collect, uplift and take over any Specimens which may be of a nature suitable for the Collection to form exhibits within the said museum and to sell or otherwise dispose of any such Specimens as may appear to the Trust to be appropriate from time to time insofar as they competently so do and to arrange from time to time exchange Specimens with other museums or bodies of a similar nature, and to store Specimens from time to time.

(f) To provide and collect from the Members or otherwise funds for the purpose of carrying on or furthering the objects of the Trust, and to accept testamentary gifts of land or other property or of money, grants, donations, gifts, endowments and also Specimens suitable for exhibition.

(g) To charge a sum of money for admission to the Museum, which sum may be varied as may from time to time as appropriate.

(h) To insure, in so far as may be deemed appropriate, all the buildings belonging to the Trust or associated therewith and the contents thereof including the Specimens.

(i) Subject to Clause 4 (b), to raise or borrow any money required for the purposes of the Trust upon such terms and such securities as may be determined, and to create mortgages or issue debentures or debenture stock, perpetual or otherwise, charged upon all or any of the property, both present and future, of the Trust, to secure any monies so borrowed or raised, or to secure any obligations to which the Trust is subject.

(j) To invest the monies of the Trust not immediately required upon such securities or otherwise in such manner as may from time to time be determined.

(k) To do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them.

(l) To take such steps by personal or written appeals, advertising matter, public meeting, film shows, sales of booklets and other items or otherwise as may from time to time be deemed expedient for procuring contributions or donations or income to enable the Trust to carry out any of its objects which may require assistance.

(m) To employ and (subject to the provisions of Clause 5) remunerate staff of the Trust.

5. The income and property of the Trust whencesoever derived shall be applied solely towards the promotion of the objects of the Trust as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Trust.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Trust, and to any member of the Trust in return for any services actually rendered to the Trust, nor prevent the payment of interest at a reasonable rate to any member of the Trust but so that no member of the governing body of the Trust shall be appointed to any salaried office of the Trust, or any office of the Trust paid by fees and that no remuneration or other benefit in money or monies worth shall be given by the Trust to any member of such governing body

except repayment of out of pocket expenses and interest at the rate aforesaid on money lent to the Trust.

6. The liability of the members is limited.
7. Every member of the Trust undertakes to contribute to the assets of the Trust in the event of the same being wound up during the time that he is a member, or within one year afterwards for payment of the debts and liabilities of the Trust contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up of the same, and for the adjustment of the rights of the contributories such amount as may be required not exceeding one pound.

Upon the winding up or dissolution of the Trust, its debts and liabilities shall be satisfied exclusively out of the assets of the Trust other than the Collection, unless such assets shall prove insufficient for the purpose; In such event, only such minimum number of Specimens out of the Collection shall be sold as shall be required to produce sufficient moneys to meet the remaining debts and liabilities of the Trust, such sale or sales (save under compulsion of law) to take place as set out in Clause 4.5. The Collection and other assets of the Trust, after satisfaction of its debts and liabilities, shall not be paid to or distributed among the Members of the Trust or returned to donors but shall be given or transferred to the North East Pife District Council Museums the Collection to be integrated with the existing collection of the said Museum or maintained as a separate collection, on terms consistent with the provisions of Clause 3 hereof, at the option of the said Museum, and the other assets likewise to be added to the existing funds held for the maintenance and development of the existing collection of the said Museum or held as a separate fund for the maintenance and development of the Collection as a separate collection, provided that:-

(a) The said Museum shall in turn be empowered to give or transfer all or part of the Collection and other assets and any moneys subsequently realised from the Collection, on the same terms and with the same powers (including the power of subsequent gift or transfer) under which they were received by the said Museum, to such other institution (whether established as a local authority, Company or Trust) having objects (whether its sole objects or part only of its objects) consistent with the provisions of Clause 3 hereof and which, if a Company or Trust, shall prohibit the distribution of its income and assets among its members or beneficiaries to an extent at least as great as is imposed on the Trust under or by virtue of Clause 5 as may be determined by the Executive Board and

(b) If the said Museum shall no longer exist at the time of winding up or dissolution of the Trust, or shall not accept the Collection and other assets of the Trust, the same shall be given or transferred to another institution as described in proviso (a) above, on the same terms and with the same powers (including the power of subsequent gift or transfer of all or any part of the Collection and other assets as the said Museum

would have had as may be determined by the Members of the Trust with (if requisite) the written approval of the Lord Advocate or the authority of any court having jurisdiction over the distribution of the assets of the Trust, whether before, at or after the date of winding up or dissolution of the Trust.

Declaring that if at any time the institution holding the Collection and other assets and moneys or any part thereof desires to give or transfer all or any part of the same to another institution, the institution to which such gift or transfer is intended to be made shall, as a condition of its receipt of the Collection and other assets or moneys or any part thereof, undertake that the said other assets and moneys, and any moneys subsequently realised from the Collection, shall be applied only for the purpose of maintaining and developing the Collection, or another collection of such institution with which the Collection or parts thereof shall be integrated, or otherwise for charitable purposes only;

And if and insofar as effect cannot at any time be given to the aforesaid provisions, the Collection and other assets (if any) of the Trust shall be applied for charitable purposes only.

8. True accounts shall be kept of the sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Trust; And subject to any reasonable restrictions as to the time and manner of inspecting the same which may be imposed in accordance with the regulations of the Trust for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the Trust shall be examined and the correctness of the Balance Sheet ascertained by one or more properly qualified Auditor or Auditors who shall report the result to the Trust.