

**THE COMPANIES ACTS 1985 and 2006**

**COMPANY LIMITED BY GUARANTEE**

**NOT HAVING A SHARE CAPITAL**

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**ARTICLES OF ASSOCIATION<sup>1</sup>**

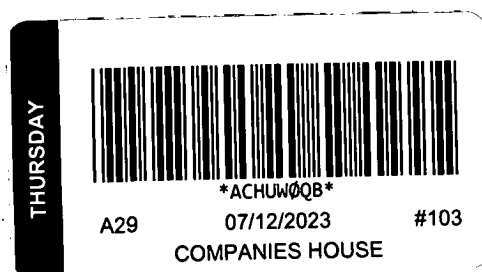
**of**

**BALCARRES HERITAGE TRUST LIMITED**

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**Company Number: 2101229**

<sup>1</sup>Adopted by Special Resolution in writing on 22 December 2009.



**The Companies Acts 1985 and 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION<sup>i</sup>**  
**of**  
**BALCARRES HERITAGE TRUST LIMITED**

**Interpretation**

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

**WORDS**

**MEANINGS**

**the Act**

The Companies Act 2006 (including any statutory modification or re-enactment thereof for the time being in force)

**the Articles**

These Articles of Association, and the regulations of the Company from time to time in force

**the Charities Act**

The Charities Act 1993 including any statutory modification or re-enactment thereof for the time being in force

**clear days**

In relation to a period of notice means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

**the Company**

The above-named Balcarres Heritage Trust Limited

**the Council**

The Council of Management for the time being of the Company

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<sup>i</sup>Adopted by Special Resolution in writing on 22 December 2009.

<b>Electronic Form</b>	Includes electronic means (for example, email or fax) or any other means while in electronic form (for example, sending a disk through the post)
<b>the Office</b>	The Registered Office of the Company
<b>Ordinary Resolution</b>	A resolution (of the members or, if applicable, a class of the members) that is passed by a simple majority of the votes cast by those entitled to vote in accordance with the Act
<b>the Seal</b>	The Common Seal of the Company
<b>Special Resolution</b>	A resolution (of the members or, if applicable, a class of the members) that is passed by a majority of not less than 75% of the votes cast by those entitled to vote in accordance with the Act
<b>the United Kingdom</b>	Great Britain and Northern Ireland
<b>Month</b>	Calendar Month
<b>in writing</b>	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

## **Members**

- 2 The number of members with which the Company proposes to be registered is twenty, but the Council may from time to time register an increase of members.
- 3 The provisions of Sections 113 and 114 of the Act shall be observed by the Company, and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

- 4 The Company is established for the purposes expressed in the Memorandum of Association.
- 5 The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Company.
- 6 Membership of the Company and all rights of a member shall be personal to him and shall not be transferable and the name of a member shall be removed from the register of members upon his death.
- 7 A member of the Company shall cease to be a member:-
  - (a) if the member resigns by giving six months' notice in writing of his resignation to the Office;
  - (b) if he becomes of unsound mind;
  - (c) if after the issue of at least two requests for payment (and unless the Council considers there to be extenuating circumstances) there shall be default for a period of three months in the payment of any subscription payable by him to the Company;
  - (d) if he otherwise ceases to qualify for membership under the Articles.
- 8 The annual subscription (if any) payable by all or any of the members of the Company shall be of such amount and payable on such date as may from time to time be determined by the Company in General Meeting upon the recommendation of the Council.
- 9 There shall be one class only of membership of the Company for the purposes of the Act.

#### **General Meetings**

- 10 The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held no more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 11 All General Meetings, other than Annual General Meetings, shall be called General Meetings.
- 12 The Council may whenever they think fit convene a General Meeting, and General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Act.

- 13 Fourteen clear days' notice in writing at the least of every Annual General Meeting and of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, and including a statement pursuant to the Act informing the recipient of his rights regarding proxies, shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
- 14 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any such resolution passed, or proceeding had, at any meeting.

#### **Proceedings at General Meetings**

- 15 All business shall be deemed special that is transacted at a General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
- 16 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided two members personally present shall be a quorum.
- 17 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
- 18 The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside the members present shall choose some member of the Council, or if no such member be present, or if all members of the Council present decline to take the Chair, they shall choose some member of the Company who shall be present to preside.
- 19 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment

took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

- 20 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 upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has 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 minute book of the Company 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. The demand for a poll may be withdrawn.
- 21 Subject to the provisions of the Articles, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be demanded to be the resolution of the meeting at which the poll was demanded.
- 22 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 23 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 24 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 25 Save for a resolution to remove a member of the Council before the expiration of his period of office or to remove an auditor before the expiration of his term of office, any resolution of the members may be proposed and passed as a written resolution in accordance with the Act.

#### **Votes of Members**

- 26 Subject as hereinafter provided, every member shall have one vote.
- 27 Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
- 28 Votes may be given on a poll or a show of hands either personally or by proxy. A proxy need not be a member.

- 29 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or an officially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 30 A vote given in accordance with the terms of an instrument or proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 31 An instrument appointing a proxy may be in the usual common form or in such other form as the Council may accept and shall be deemed to confer authority to demand or join in demanding a poll. It need not be witnessed and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the General Meeting as for the General Meeting to which it relates.
- 32 Any corporation which is a member of the Company may by resolution of its board of directors or other governing body authorise such individual as it thinks fit to act as its representative at any meeting of the Company and the individual so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

### **Council of Management**

- 33 Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than five nor more than eight. A member of the Council need not be a member of the Company.
- 34 The first members of the Council shall be:-
- (i) The Earl of Crawford and Balcarres
  - (ii) The Earl of Woolton
  - (iii) Nicolas Barker
  - (iv) Doctor Robert Donaldson
  - (v) Lord Anthony Balniel

(vi) John Henry Wise.

- 35 The Council may from time to time and at any time appoint any person (whether or not a member of the Company) as a member of the council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum is not thereby exceeded. Any member of the Council so appointed shall retain his office only until the next Annual General Meeting, but shall be eligible for re-election.

### **Powers of the Council**

- 36 The business of the Company shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by the Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations contained in the Articles, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

- 37 The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Council for the purposes of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

38

- (a) The Council shall have power to appoint and pay reasonable remuneration to any person (whether or not being one of their number) as the Chief Executive of the Company and may delegate to such person the day to day management of the Company;
- (b) any Council member being a Solicitor or other person engaged in any profession shall be entitled to charge and be paid all usual professional or other charges for work done by him or his firm in connection with the carrying out of the Company's objects;
- (c) provided that such Chief Executive if a Council member or such Council member being a Solicitor or other person engaged in any profession shall not participate in discussion of or voting upon matters relating to his appointment or dismissal or to the terms and conditions of his employment (including remuneration) nor shall he be counted in the quorum necessary for the transaction of any such business as aforesaid.



## Conflicts of Interest

- 39 Whenever a member of the Council has a personal interest (including but not limited to a personal financial interest or a duty of loyalty owed to another organisation or person) directly or indirectly in a matter to be discussed at a meeting of the members of the Council or a committee of the members of the Council or in any transaction or arrangement with the Company (whether proposed or already entered into), the Council member concerned shall:
- (a) declare an interest at or before any discussion on the item;
  - (b) withdraw from any discussion on the item save to the extent that he is invited expressly to contribute information;
  - (c) not be counted in the quorum for the part of any meeting and any vote devoted to that item; and
  - (d) withdraw during the vote and have no vote on the item.
- 40 If a conflict of interests arises for a member of the Council, which may but need not be because of a duty of loyalty owed to another organisation or person, and the conflict is not authorised by virtue of any other provision in the Articles, then, on the matter being proposed to the Council members, the unconflicted Council members may authorise the conflict of interests (the **authorised conflict**) subject to the conditions in Article 41.
- 41 A conflict of interests may only be authorised under Article 40 if:
- (a) the unconflicted Council members consider it is in the interests of the Company to do so in the circumstances applying;
  - (b) the procedures of Article 39 are followed in respect of the authorised conflict; and
  - (c) the terms of Article 38 and clause 4 of the clauses previously included in the Memorandum of Association and which are annexed to these Articles are complied with in respect of any direct or indirect benefit to the conflicted Council member which may arise from the authorised conflict.
- 42 Where a conflict is authorised in accordance with Articles 40 and 41 above, the unconflicted Council members, as they consider appropriate in the interests of the Company, may set out any express terms of the authorisation, which may, but need not, include authorising the conflicted Council member:
- (a) to disclose information confidential to the Company to a third party; or
  - (b) to refrain from taking any step required to remove the conflict.

and may impose conditions on the authorisation.

## **Secretary**

- 43 The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

## **The Seal**

- 44 The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council, or in the presence of one member of the Council and the Secretary and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## **Disqualification of Members of the Council**

- 45 The office of a member of the Council shall be vacated -
- (A) If the Council member ceases to be a Council member by virtue of any provision of the Act or becomes prohibited by law from being a Council member.
  - (B) If the Council member becomes bankrupt or he makes any arrangement or composition with his creditors generally.
  - (C) If a registered medical practitioner who is treating the Council member gives a written opinion to the Company stating that the Council member has become physically or mentally incapable of acting as a Council member and may remain so for more than three months.
  - (D) If the Council member resigns his office by written notice provided at least the number of Council members remaining in office after the resignation takes effect is not less than provided by these Articles.

## **Rotation of Members of the Council**

- 46 The first members of the Council named in Article 34 shall hold office until the Annual General Meeting to be held in the following years:-
- 1988
  - 1989
  - 1990
  - 1991

1992

1993

1994

They shall then retire (but shall be eligible for re-election).

- 47 Subject as aforesaid members of the Council shall hold office until the sixth Annual General Meeting after that at which they respectively were elected (or most recently re-elected) and shall then retire (but shall be eligible for re-election).
- 48 The Company may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
- 49 No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
- 50 The Company may from time to time in General Meeting increase or reduce the number of members of the Council and determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase.
- 51 In addition and without prejudice to the provisions of the Act, the Company may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

#### **Proceedings of the Council**

- 52 The Council may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. All or any of the members of the Council may participate in a meeting of the Council by means of a

conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chairman then is.<sup>ii</sup>

- 53 The Chairman or any two other members of the Council may, and on his or their request the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 54 The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
- 55 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Council generally.
- 56 The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
- 57 All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the council.
- 58 The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Company and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

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<sup>ii</sup> Amended by Special Resolution passed on 23 November 2023

59. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

60

- (a) each member of the Council shall have power to nominate any other member, or, with the approval of a majority of the other members of the Council, any other person, to act as alternate member of the Council in his place at any meeting of the Council at which he will not be present and at his discretion to remove such alternate and on any such appointment being made the alternate member of the Council shall (except as regards the power to appoint an alternate) be subject in all respects to the provisions of the Articles as affecting the other members of the Council but the appointor shall be liable for the acts and defaults of his alternate in the same manner as if they were his own acts and defaults. Any member of the Council who is appointed an alternate shall be entitled at any meeting of the Council to a separate vote on behalf of the member of the Council who has appointed him in addition to the vote to which he is entitled in his own capacity as a member and shall also be considered as two separate members of the Council for the purpose of making a quorum of the Council (but only when such quorum shall exceed two). Any person appointed as an alternate shall vacate his office as such if and when the member of the Council by whom he has been appointed vacates his office as a member of the Council or removes the alternate by written notice to the Company;
- (b) every instrument appointing an alternate under this Article shall be in the following form or in such other form as the Council may accept:-

<sup>4</sup> BALCARRES HERITAGE TRUST LIMITED

I, \_\_\_\_\_, a member of the Council of the above-named Company, in pursuance of the power in that behalf contained in the Articles of Association of the Company, do hereby nominate and appoint

of

to act as alternate member of the Council in my place at any meeting of the Council of the Company at which I am not present, and to exercise and discharge all my duties as a member of the Council of the Company.

As Witness my hand this day of \_\_\_\_\_ 20 .

### Accounts

61 The Council shall cause proper books of account to be kept with respect to -

- (A) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Company; and
- (C) the assets and liabilities of the Company.

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

62

- (a) the books of account shall be kept at the Office, or, subject to the Act at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council;
- (b) the Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or books or document of the Company except as conferred by statute or authorised by the Council or by the Company in General Meeting.

- 63 At the Annual General Meeting in every year the Council shall lay before the Company such income and expenditure accounts and balance sheets as are from time to time required by the Act. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by the Act.

#### **Audit**

- 64 Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified person or persons.
- 65 Auditors shall be appointed and their duties regulated in accordance with the Act and the Charities Act.

#### **Notices and documents**

66 A notice or document may be served by the Company upon any member

- (a) personally;
- (b) by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members;
- (c) by fax to a fax number notified by the member in writing;
- (d) in Electronic Form to an address notified by the member in writing;
- (e) by a website, the address of which shall be notified to the member in writing.

67 If a notice or document

- (a) is served by post, it shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter;
- (b) is sent by fax, providing that the Company can show that it was sent to the fax number provided by the member, it is treated as being delivered at the time it was sent;
- (c) is sent in Electronic Form, providing that the Company can show that it was sent to the electronic address provided by the member, it is treated as being delivered at the time it was sent;
- (d) is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

68 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.

**COMPANIES ACTS 1985 AND 2006**

**COMPANY LIMITED BY GUARANTEE  
NOT HAVING A SHARE CAPITAL**

**BALCARRES HERITAGE TRUST LIMITED**

**CLAUSES WHICH WERE PREVIOUSLY INCLUDED IN THE  
MEMORANDUM OF ASSOCIATION BUT ARE SINCE 1 OCTOBER 2009  
INCLUDED IN THE ARTICLES OF ASSOCIATION**

- 1 The name of the Company (hereinafter called **the Company**) is "BALCARRES HERITAGE TRUST LIMITED".
- 2 The registered office of the Charity is to be situated in England.
- 3 (A) The objects for which the Company is established are:-
  - (i) to preserve for the public benefit (and for study by such scholars and other persons as the Company shall think appropriate) the collection of books incunabula manuscripts and other papers in the ownership of the Right Honourable Mary Katherine Lindsay Dowager Countess of Crawford and Balcarres (all of which as are situate at Balcarres House are hereinafter together referred to as **the Library**) or such part thereof as shall be acquired by the Company for any interest (whether on loan or on lease or by way of gift or purchase or otherwise);
  - (ii) to preserve for the public benefit such pictures statues furniture plate and other articles (hereinafter referred to as **the Art Collection**) as the Company considers it appropriate to acquire for any interest (whether on loan or on lease or by way of gift or purchase or otherwise and whether or not the same have in recent years been kept at Balcarres House aforesaid or elsewhere) and to promote for the public benefit the study and appreciation of the Art Collection as works of art or objects of historic or artistic interest;
  - (iii) to preserve for the public benefit the mansion house known as Balcarres House aforesaid together with its ancillary buildings gardens parkland and other adjacent land or such part or parts thereof as shall from time be held for any interest by the Company (which premises as from time to time held by the Company are hereinafter referred to as **Balcarres**) and to promote for the public benefit the study and appreciation of Balcarres as a place of historic and architectural interest and natural beauty;
  - (iv) to advance the education of the public in the arts and sciences in such other manner as hereinafter appears;
  - (v) to use any other part of the grounds of Balcarres for providing in the interests of social welfare facilities for physical recreation;



- (vi) to facilitate and encourage the use occupation and enjoyment of the whole or any part of Balcarres and the Library and the Art Collection for such other exclusively charitable purposes as the Company from time to time considers appropriate.
- (B) In furtherance of the said objects the Company shall have and may exercise (but only to the extent to which the same may lawfully be exercised by a company having exclusively charitable objects) all or any of the following powers
- (i) to take all such steps as may be necessary or expedient to protect and improve the amenities of Balcarres for the public benefit;
  - (ii) to permit scholars and other suitable persons to have access to the Library and to permit the general public to have access to Balcarres and the Art Collection or any part thereof at such times and on payment of such charges and generally on such terms and conditions as the Company may from time to time think fit and for that purpose to consult with officials of the National Library of Scotland (or other suitably qualified person) as to the accreditation and admissions of persons to the Library;
  - (iii) to establish, promote and maintain public exhibitions and displays (whether of a permanent or temporary nature and whether at Balcarres or elsewhere) of any part of the Library or the Art Collection or any other books manuscripts works of art or other exhibits or material of an educational nature in the fields of bibliography art architecture history printing bookbinding rural industry and crafts horticulture forestry agriculture estate management and any associated field of the arts and sciences;
  - (iv) to establish and maintain for the public benefit libraries and collections of all types, films, videos and sound recordings, exhibits, replicas and other materials in any of the aforesaid fields of the arts and sciences, and to afford facilities for the use of the same;
  - (v) to promote, arrange, organise and conduct (whether at Balcarres or elsewhere) conferences, meetings, discussions, and the reading of learned papers relating to any such field of the arts and sciences and to institute, establish and maintain scholarships, grants, prizes and awards and otherwise to encourage research and education in any such field of the arts and sciences;
  - (vi) to allow any building, land or other property for the time being held by the Company to be used for such charitable purpose as the Company shall determine, either gratuitously or upon the payment of such consideration (whether in the nature of fees or rent or otherwise howsoever) as the Company shall think fit;

- (vii) to solicit, receive, and to accept financial assistance, donations, endowments, gifts (both inter vivos and testamentary) and loans of or of any interest in money, lands or other property moveable or immoveable including in particular any interest in Balcarres, the Library and the Art Collection;
- (viii) to establish and maintain any scheme for regular subscribers to the Company to become patrons of Balcarres but so that (whether or not all or any of such patrons are members of the Company) no such scheme shall confer on any such patron any special privileges whose annual value exceeds the amount of his annual subscription;
- (ix) to purchase, to take on lease, or in exchange or on loan, hire or otherwise acquire any real or personal property (including books manuscripts pictures statues and furniture plate and other chattels) and any rights or privileges necessary or expedient for the promotion of the objects of the Company;
- (x) to provide or grant franchises or licences for the provision of refreshment, transport and other facilities and services for the convenience of persons or bodies obtaining admission to or using and occupying any part of Balcarres and to make charges in respect of any such franchises licences facilities or services;
- (xi) to commission, produce, publish, distribute, deal in or sell all kinds of books, pamphlets, brochures, magazines, postcards, maps, prints, pictures, photographs, drawings and other written or pictorial matter, all kinds of sound and visual records, models, replicas, and copies of works of art or objects of historical ecological or cultural interest and to grant franchises and licences on any terms (and either without consideration or for any consideration) for all or any of such purposes;
- (xii) to advertise in such manner as may be thought expedient with a view to promoting the objects of the Company;
- (xiii) to hold, manage, develop, sell, let, mortgage, dispose of or otherwise turn to account all or any of the property or assets of the Company and in particular to let or sublet any part of Balcarres not for the time being required for occupation for the Company's charitable objects;
- (xiv) to borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit;
- (xv) to invest funds of the Company not immediately required for its purposes in or upon such investments securities or property (whether or not for the time being authorised by the general law for the investment of trust moneys) as the Company shall from time to time think fit subject

nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;

- (xvi) to undertake, execute and perform any charitable trust or other condition affecting any property of any description acquired by the Company whether by gift or otherwise;
- (xvii) to apply the whole or any part or parts of any profits or gains of the Company for the promotion of all or any of the objects set out in Clause 3(A) hereof;
- (xviii) to employ and remunerate such persons as may from time to time be thought proper and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees of the Company or any charitable institution which may at any time be incorporated within or associated with the Company;
- (xix) to construct, erect, alter, improve, demolish, furnish, equip, insure, repair and maintain buildings, chattels and property of every description;
- (xx) to draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, warrants and other negotiable or transferable instruments;
- (xxi) to pay out of the funds of the Company all costs and expenses, preliminary or incidental to the formation of the Company and its registration;
- (xxii) to establish, support or aid in the establishment and support of any charitable companies, associations or institutions and to donate, subscribe or guarantee money for any charitable purposes in any way connected with the purposes of the Company or calculated to further its objects;
- (xxiii) to promote and incorporate or to join in the promotion or incorporation of any charitable company with limited or unlimited liability for the purpose of carrying out any object which the Company itself could carry out and to subscribe for or otherwise acquire the shares stock or securities of such company or to lend money to such company on such terms as may be thought fit;
- (xxiv) to associate, affiliate or co-operate with any authority, company, association, institution or other body (whether resident in the United Kingdom or not) in the furtherance of the objects of the Company and to enter into any arrangement or agreement to join in any venture in conjunction with any such body for such purposes;
- (xxv) to do all such other things as are necessary or expedient to the attainment of the above objects or any of them.

Provided that:-

- (i) in case the Company shall take or hold, any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as is allowed by law, having regard to such trusts;
- (ii) the objects of the Company shall not extend to the regulation or relations between workers and employers or organisations of workers and organisations of employers;
- (iii) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or by the Secretary of State for Education and Science, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property or consent as may be required by law, and as regards any such property the Council of Management of the Company shall be chargeable for any such property which may come into their hands and shall be answerable and accountable for their own acts, receipts neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management have been answerable and accountable if no incorporation had been effected; and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners for England and Wales or the Secretary of State for Education and Science over such Council of Management, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

- 4 The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company 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 Company and save as herein otherwise provided no members of its Council of Management shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:-

- (i) of reasonable and proper remuneration to any member officer or servant of the Company not being a member of its Council of Management or an excluded person for any services rendered to the Company;
- (ii) of interest on money lent by any member of the Company or of its Council of Management (not being an excluded person) at a rate per annum not exceeding two per cent less than the base lending rate

- prescribed for the time being of the Royal Bank of Scotland per cent or three per cent whichever is the greater;
- (iii) of reasonable and proper rent for premises demised or let by any member of the Company or its Council of Management (not being an excluded person);
- (iv) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council of Management (not being an excluded person) may be a member holding not more than one hundredth part of the capital of that Company;
- (v) of out-of-pocket expenses to any member of its Council of Management (not being an excluded person);
- (vi) of reasonable and proper remuneration to a member of its Council of Management (not being an excluded person) in the circumstances described in Article 38 of the Company's Articles of Association.

In this proviso 'excluded person' means The Right Honourable Mary Katherine Countess of Crawford and Balcarres and any other person who (or whose husband or wife) shall at any time have made a gift or other gratuitous transfer of assets to the Company (except the payment of annual subscriptions payable by the members of the Company generally or any other gift or gratuitous transfer not exceeding £100 in amount or value).

- 5 No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum of Association of the Company for the time being in force unless the same shall have been previously submitted to and approved by the Charity Commissioners for England and Wales.
- 6 The liability of the members is limited.
- 7 Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of the winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £100.
- 8 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions which shall have exclusively charitable objects and shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then for charitable purposes generally.

- 9 Nothing in this Memorandum and Articles of Association shall authorise an application of the property of the Company for purposes which are not charitable in accordance with any statutory provision regarding the meaning of the word "charitable" or the words "charitable purposes" in force in any part of the United Kingdom.