

**Resolution to amend the articles of
association of a Scottish Charitable
Incorporated Organisation (SCIO)**

Charities and Trustee Investment (Scotland) Act 2005

Name of SCIO	Scottish Seabird Centre
Scottish Charity Number	SC025837
Scottish Company Number	SC172288
Date resolution was passed¹	Annual General Meeting 30 June 2022

Members of the above-named SCIO have resolved that the following amendments be made to the articles of association:

- i. Delete Article 5. (a) East Lothian Council (acting through its authorised representative or representatives).
- ii. Delete Article 33. (a) for so long as East Lothian Council remains a member of the Trust, it shall have the right to appoint two persons to be Trustees and shall be entitled to remove/replace such persons as it may decide from time to time. Any such appointment or removal or replacement shall be made by notice in writing to the Trust by a duly authorised officer of East Lothian Council and shall take effect on and from the date on which the notice is lodged at the Trust's registered office. The rotation and re-election provisions contained in Article 34 do not apply to such members of the Board of Trustees.
- iii. Amend all person references to be gender inclusive by adding the following terms, highlighted in bold below, and changing 'is' to 'is/are' in the text that follows.
 - he/she/**they**
 - his/her/**their**
 - him/her/**them**
 - him/herself/**themselves**
- iv. Amend all references of 'chair' to 'Chair' to ensure consistency in the document.
- v. Insert a new Article 12. **Meeting Format:** All meetings of the Charity, its Trading subsidiary and committees can be conducted as in person, by virtual means (conference telephone, video link or similar) or as hybrid meetings that are both in person and virtual. Every effort will be made to ensure all

SATURDAY



SC *SBCA708X* 10/09/2022 #161
COMPANIES HOUSE

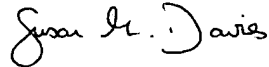
¹ If the resolution was passed at a general meeting, insert the date of that meeting. If it was passed otherwise than at a general meeting, insert the date on which the last member agreed to it.

participants can be heard and can hear each other without the need to be physically present at the same location.

The resolution was passed:

- (a) by at least a two-thirds of those members of the SCIO who voted (including those voting by proxy or by post, if voting that way is permitted by the constitution) at an **Annual General Meeting on 30 June 2022.**

Signed by:

A handwritten signature in black ink, appearing to read "Susan H. Davies". The signature is written in a cursive style with a large, looped 'S' and 'D'.

Name: Susan Davies

Position: Chief Executive

Amendments to the Articles of Association

30 June 2022

Author Susan Davies (CEO)

Purpose

1. The purpose of this paper is to set out the proposed amendments to the Articles of Association of the Scottish Seabird Centre (SCSC025837) as previously adopted on 10 August 2017.

Action

2. The Board are invited to:
 - a. Adopt the proposed changes to the Articles of Association.

Background

3. The Articles of Association have been reviewed and it is proposed to reflect the following changes to the 10 August 2017 Articles – see Annex 1 for tracked changes. These being to remove as previously agreed with East Lothian Council the references to the council or its representatives being members of the Trust.
 - i. Delete 5. (a) East Lothian Council (acting through its authorised representative or representatives); and
 - ii. Delete 33. (a) for so long as East Lothian Council remains a member of the Trust, it shall have the right to appoint two persons to be Trustees and shall be entitled to remove/replace such persons as it may decide from time to time. Any such appointment or removal or replacement shall be made by notice in writing to the Trust by a duly authorised officer of East Lothian Council and shall take effect on and from the date on which the notice is lodged at the Trust's registered office. The rotation and re-election provisions contained in Article 34 do not apply to such members of the Board of Trustees;

And,

- iii. Make amends throughout the document so that they are gender inclusive by adding the following terms, highlighted in bold below below, and changing 'is' to 'is/are' in the text that follows.
 - he/she/**they**
 - his/her/**their**
 - him/her/them
 - him/herself/**themselves**
- iv. Ensure consistency throughout the document so that 'chair' is referred to as 'Chair'.