

ARTICLES OF ASSOCIATION  
of  
FORTH ESTUARY FORUM

2008  
AEB

**MORTON FRASER**  
SOLICITORS

FAS4958AB

THE COMPANIES ACT 1985  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION  
OF  
FORTH ESTUARY FORUM (“the Forum”)  
(Amended pursuant to Special Resolution passed 8 December 2000)  
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GENERAL

1. 1.1 In these Articles, if not inconsistent with the subject or context:-

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|-----------------------------|---|
| “the Act”                   | means the Companies Act 1985 and every statutory modification, amendment or re-enactment thereof for the time being in force;   |
| “these Articles”            | means these articles of association, or other articles of the Forum from time to time in force;   |
| “Forth Estuary Forum”       | means Forth Estuary Forum, an unincorporated association, as it exists as at the date of incorporation of the Forum;  |
| “the Forum Annual Meeting”  | means the meeting of the Ordinary Members, Corporate Members, Research Members, Statutory Members and Affiliate Members to be held each year in accordance with Article 49; |
| “the Management Group”      | means the Management Group for the time being of the Forum;   |
| “Memorandum of Association” | means the memorandum of association of the Forum, as amended from time to time;   |
| “month”                     | means calendar month;   |
| “person”                    | means any person, natural or legal, and includes any firm or corporation;   |
| “the Office”                | means the Registered Office for the time being of the Forum;  |
| “the Register”              | means the Register of Members of the Forum;   |

- “the Statutory AGM” means the annual general meeting of the Forum required in accordance with the Act;
- “the United Kingdom“ means Great Britain and Northern Ireland;
- “in writing” written, printed, photographed xerographed or lithographed or partly one or and partly another, and other modes of representing or reproducing words in a visible humanly readable form; and
- “year” means calendar year.
- 1.2 Where the context so admits words importing the singular number only shall include the plural number and vice versa.
- 1.3 Where the context so admits words importing the masculine, feminine or neuter gender only shall include either or both of the others.
- 1.4 Words importing persons shall include corporations.
- 1.5 Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

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

### MEMBERS

3. The initial members of the Forum shall be the subscribers to the Memorandum of Association, who shall be Ordinary Members.
4. There shall be five classes of members to reflect the differing needs of the participants in the Forum, namely:-
- 4.1 Ordinary Members (open to any person), whose qualification shall be their due admission as such in terms of Article 5 below and whose membership shall continue until terminated under the provisions of Article 7 or 8 below;
- 4.2 Corporate Members (open to any person), whose qualification shall be the provision of exceptional support or services to the Forum and their due admission as such in terms of Article 5 below and whose membership shall continue until terminated under the provisions of Article 7 or 8 below. The contribution of a Corporate Member shall be recognised by the Forum in such manner as the Management Group may decide;
- 4.3 Affiliate Members (open to any person), whose qualification shall be their due admission as such in accordance with Article 5 below. Affiliate Members shall not be members of the company for the purposes of the Act, but shall have the specific rights and be subject to the specific obligations set out in these Articles. Membership of Affiliate Members shall continue until terminated under the provisions of Article 7 or 8 below;

- 4.4 Research Members (open to any person), whose qualification shall be their due admission as such in accordance with Article 5 below, and whose membership shall continue until terminated under the provisions of Article 7 or 8 below;
- 4.5 Statutory Members (open to any person), whose qualification shall be their due admission as such in accordance with Article 5 below, and whose membership shall be continue until terminated under the provisions of Article 7 or 8 below,

and each Member which is not a natural person shall at the time it applies for membership nominate a voting representative to attend Forum meetings and vote on its behalf and shall supply to the Secretary the name and address of such representative, and such representative shall continue to represent the nominating member until the termination of the appointment is notified in writing to the Secretary.

5. Applications for membership of any class shall be in writing specifying the class of membership sought and signed for or on behalf of the applicant. The Secretary shall, upon the due admission of any applicant by the directors (who may admit a person to membership or not in their sole discretion) or in accordance with such delegated procedure as the directors may from time to time authorise, and upon payment by the applicant of any applicable subscription, in the case of Corporate Members, Ordinary Members, Research Members and Statutory Members, enter the name of such applicant in the Register. Upon such entry the applicant shall become a member accordingly, having the rights and benefits of membership appropriate to its category of membership, as decided by the directors from time to time. In the case of Affiliate Members the Secretary shall upon payment by the applicant of any applicable subscription enter the name of the applicant in a separate Register of Affiliate Members, and upon such entry such applicant shall become an Affiliate Member of the Forum having the rights of Affiliate Members in terms of these Articles.
6. There shall be no maximum number of members.
7. The directors may in their sole and unfettered discretion at any time terminate the membership of any member which has in the opinion of the directors brought the purposes of the Forum into disrepute. Further, a member may at any time withdraw from membership of the Forum by giving at least seven clear days' notice to the directors. The membership of any member shall automatically terminate if that member fails to pay any applicable subscription by the date falling 3 months after the same becomes due for payment.
8. Membership of the Forum shall not be transferable (other than, in the case of Statutory Members, to their statutory successors) and shall cease on death or, in the case of a corporation on liquidation or winding up.
9. Every member shall further to the best of his ability the objects and interests of the Forum and shall observe all regulations and bye-laws of the Forum lawfully made pursuant to the powers in that respect contained in these Articles.

### SUBSCRIPTIONS

10. The annual subscription (if any) for members shall be such as may be determined by the Forum at the Statutory AGM and subscriptions shall be due for payment annually on a date to be decided at the Statutory AGM at which the subscription is

fixed. The Statutory AGM may provide for different rates of subscription for different classes or sub-categories of member or for different types of person (e.g. for students, pensioners or families).

#### OFFICE BEARERS OF THE FORUM

11. There shall be a maximum of two office bearers of the Forum, namely a Secretary and, if the directors so decide, a Treasurer. The directors may in their sole discretion decide that the role of Secretary and Treasurer shall be combined.
12. The Secretary's term of office shall be three years. The Secretary shall resign at the Statutory AGM falling in the third year after his or her appointment and may offer him or herself for re-election.
13. In the event that the directors decide to appoint a Treasurer, the first Treasurer will be appointed by the directors. The Treasurer appointed by the directors will resign and may offer himself for re-election at the Statutory AGM next following his or her date of appointment. Thereafter the Treasurer shall resign at the next Statutory AGM and may offer him or herself for re-election for a period of one year. If the directors have decided, in accordance with Article 11, that the role of Secretary and Treasurer shall be combined, the provisions of this Article stating that the Treasurer's term of office shall be one year shall not apply, and a person shall hold such combined role of Secretary and Treasurer for so long as he or she shall remain the Secretary.
14. The nomination of any person for election as an office bearer of the Forum shall be proposed and seconded by members of the Forum, shall be in writing and must contain the consent of the nominee. All nominations must be sent to the Chairperson of the Forum at the Office no later than 48 hours prior to the time set for the Statutory AGM. Should the number of nominations exceed the number of vacancies, elections shall be by a show of hands, or, should the Chairperson of the Statutory AGM decide otherwise, by ballot. The Chairperson shall not have a vote on any election to the position of office bearer of the Forum except in the event of a tied vote, when he or she shall have the casting vote.

#### THE DIRECTORS

15. The business of the Forum shall be managed by the directors of the Forum, who may exercise all such powers of the Forum and do on behalf of the Forum all such acts as may be exercised and done by the Forum, and which are not by statute or by these Articles required to be exercised or done by the Forum in general meeting; subject nevertheless to the provisions of the Act or these Articles and to such regulations, being consistent with the said provisions, as may be prescribed by the Forum in general meeting. No regulation, however, made by the Forum in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made. Unless otherwise specified in the document appointing them directors take part in the activities of the board of directors as individuals and not as representatives of their employers or any body nominating them as directors.
16. Unless otherwise determined by ordinary resolution, there shall be a minimum of three, and a maximum of five, directors of the Forum.
17. The first directors shall be the Chairperson of the Forum as at the date of adoption of these Articles, the Vice-chairperson of the Forum as at the date of adoption of

these Articles and up to three further persons (“**the 2000 Directors**”) elected as such at the Statutory AGM in the year 2000 (“**the 2000 AGM**”), being drawn from those nominated by the Management Group and the members. The 2000 Directors shall serve for a period of three years from the date of their appointment. They shall then resign at the Statutory AGM in the year 2003, and may offer themselves for re-election.

18. Directors shall, subject to Article 17 above, hold office for a period of one year from the date of their appointment. At every Statutory AGM one-third of the directors who are subject to retirement by rotation, or if their number is not three or a multiple of three, the number nearest to one-third, shall retire from office.
19. Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves), be determined by lot.
20. If the Forum, at the meeting at which a director retires by rotation, does not fill the vacancy, the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
21. Subject to any limit on the maximum number of directors from time to time the directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director. A director so appointed shall hold office only until the next following Statutory AGM, and shall not be taken into account in determining the directors (if any) who are to retire by rotation at the Meeting. If not reappointed at such meeting, he shall vacate office at the conclusion thereof.
22. In addition to the provisions for retirement set out above, the office of a director shall be vacated if:-
  - 22.1 he ceases to be a director by virtue of any provision of the Act, or he becomes prohibited by law from being a director; or
  - 22.2 if he becomes bankrupt or makes any arrangement or composition with his creditors; or
  - 22.3 he is, or may be suffering from mental disorder; or
  - 22.4 he resigns his office by notice to the Forum; or
  - 22.5 he is required to do so by notice in writing served on him by a majority of the Management Group; or
  - 22.6 he is, for more than nine consecutive months, absent without permission of the directors from meetings of directors held during that period, and the directors resolve that his office be vacated.
23. The directors shall receive no remuneration for their services, although they shall be entitled to be reimbursed expenses in accordance with the provisions of Article 39 below.
24. Directors shall not be a party to, or otherwise interested in, any contract or proposed contract with the Forum or in which the Forum is otherwise interested. The same prohibition shall apply to persons connected with the director, with the term “connected” having the meaning set out in section 63 of the Capital Gains Tax Act 1979.

PROCEEDINGS OF THE DIRECTORS

25. Subject to the provisions of these Articles, the directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless otherwise agreed, the directors shall meet on a quarterly basis. Subject as otherwise provided in these Articles, each director shall have one vote, and subject as otherwise provided in these Articles questions arising at any meeting shall be decided by a majority of the directors present. In case of an equality of votes, the Chairperson shall have a second or casting vote. The Secretary of the Forum shall have the right to attend and speak (but not vote) at meetings of the directors.
26. The quorum for the transaction of business by the directors shall be [two].
27. The directors may appoint one of their number to act as Chairperson of the board of directors, and may at any time remove him from that office. The first Chairperson shall be the Chairperson of the Forum as at the date of adoption of these Articles. A Vice-chairperson may likewise be appointed or removed from office. The Chairperson of the board of directors shall be the Chairperson of the Forum. The Chairperson shall be entitled to preside at all meetings of the board of directors at which and during the time for which he is present, but if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting or is unwilling to preside then the Vice-chairperson may preside whilst the Chairperson shall be absent or unwilling to preside. If no Chairperson or Vice-chairperson is elected or is present and willing to preside, the directors present shall choose one of their number to be Chairperson of the Meeting whilst the Chairperson and Vice-chairperson (if any) are absent or unwilling to preside.
28. A meeting of the board of directors at which a quorum is present shall be competent to exercise all the authorities, powers, and discretions by or under the regulations of the Forum for the time being vested in the directors generally.
29. The directors may delegate any of their powers to a committee or committees consisting of such director or directors as the directors 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 board of directors. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the board of directors so far as applicable and so far as the same shall not be superseded by any regulations made by the board of directors.
30. The directors shall cause proper minutes to be made of all appointments of officers made by the directors and of the proceedings of all meetings of the Forum and of the board of directors and of committees of the board of directors, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
31. A resolution in writing signed by all the directors for the time being or of any committee of the board of directors entitled to receive notice of a meeting of the board of directors or of such committee shall be as valid and effectual as if it has been passed at a meeting of the board of directors or of such committee duly convened and constituted and may consist of several documents in the like form, each signed by one or more members of the board of directors or committee as

appropriate.

### THE MANAGEMENT GROUP

32. The Forum shall, in addition to the directors, have a Management Group, whose role shall be to identify issues related to the objects of the Forum and establish groups (Topic Groups or Sub-groups) to assess those issues, subject to terms of reference agreed by the Management Group prior to the establishment of the group concerned. A Topic Group or Sub-group shall where practicable include at least one member of the Management Group, who shall report the proceedings of the group to the Management Group, and the representative of organisations on such groups may be a person other than the person appointed to represent the relevant member at voting meetings of the Forum as deemed appropriate by the group and the relevant member.
33. The Management Group shall consist of not less than two and not more than 18 persons or such other number as may from time to time be determined by the Forum in general meeting.
34. On the date of adoption of these Articles the Management Group will comprise the Management Group of Forth Estuary Forum immediately prior to the adoption of these Articles..
35. The Management Group will thereafter be appointed as follows:-
  - 35.1 the spaces on the Management Group will be filled in so far as practicable by persons representing the key interests from around the Forth representing the diverse range of users, planners, managers and regulatory authorities as determined by ballot in accordance with Article 36;
  - 35.2 the office bearers of the Forum, and the Chairperson and Vice-chairperson of the Forum shall *ex officio* be members of the Management Group; and
  - 35.3 seven spaces on the Management Group shall be reserved for representatives from local authority Statutory Members of the Forum, said representatives to be appointed by the local authority Statutory Members of the Forum and notified to the Secretary in writing from time to time. The mechanism by which the local authorities appoint members to the Management Group will be notified to the Forum and subject to the Forum's approval. Those spaces available for local authority representatives and not filled by them will be made available to representatives of other key interests in accordance with the provisions of Article 35.1 above.
36. As regards members of the Management Group to be elected pursuant to Article 35.1 above, such members of the Management Group shall hold office for a period of three years from the date of their election, after which they shall be eligible for re-election on an annual basis at the Statutory AGM. Nominations of persons to serve on the Management Group should be proposed and seconded by members of the Forum and should be in writing and should have the consent of the nominee. Nominations must be in the hands of the Secretary no later than 48 hours prior to the start of the Statutory AGM. Should the number of nominees exceed the number of vacancies on the Management Group, elections shall be by

a show of hands or, if the Chairperson so decides, by ballot of those present at the Statutory AGM.

37. Subject to any limit on the maximum number of members of the Management Group from time to time the Management Group may co-opt additional members of the Management Group who shall hold office as such until the next following Statutory AGM, when they shall resign and offer themselves for re-election in accordance with the terms of Article 36 above.
38. In addition to the provisions for retirement set out above the office of a member of the Management Group shall be vacated:-
- 38.1 if he resigns office by notice to the Forum; or
  - 38.2 if he becomes bankrupt or makes any arrangement or composition with his creditors; or
  - 38.3 if he or, in the case of a member of the Management Group appointed by a Statutory or a Corporate Member, the member appointing him, ceases to be a member of the Forum; or
  - 38.4 if he becomes of unsound mind.

#### EXPENSES

39. Any person carrying out business on behalf of the Forum may be paid travelling, hotel and other expenses properly incurred by him provided the directors shall have agreed to those expenses and approved the level of those expenses in advance.

#### PROCEEDINGS OF THE MANAGEMENT GROUP

40. Subject to the provisions of these Articles, the Management Group may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Subject as otherwise provided in these Articles, each member of the Management Group shall have one vote, and subject as otherwise provided in these Articles questions arising at any meeting shall be decided by a majority of the members of the Management Group present and entitled to vote. In case of an equality of votes, the Chairperson of the Forum shall have a second or casting vote.
41. The quorum for the transaction of business by the Management Group shall be eight. No meeting of the Management Group shall be deemed quorate if local authority or landfill operator representatives form a voting majority.
42. A member of the Management Group may, and on the request of a member of the Management Group the Secretary shall, at any time summon a meeting of the Management Group by notice served upon the members of the Management Group. A member of the Management Group who is absent from the United Kingdom shall not be entitled to notice of a meeting.
43. The Chairperson and Vice-chairperson of the Forum shall be the Chairperson and Vice-chairperson respectively of the Management Group. The Chairperson shall be entitled to preside at all meetings of the Management Group at which and during the time for which he is present, but if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting or is unwilling to preside then the Vice-chairperson may preside whilst the Chairperson is absent or unwilling to preside. If no Chairperson or Vice-

chairperson is elected or is present and willing to preside, the Members of the Management Group present shall choose one of their number to be Chairperson of the Meeting whilst the Chairperson and Vice-chairperson (if any) is absent or unwilling to preside.

44. A meeting of the Management Group at which a quorum is present shall be competent to exercise all the authorities, powers, and discretions by or under the regulations of the Forum for the time being vested in the Management Group generally.
45. The Management Group may delegate any of its powers to a committee or committees consisting of such member or members of the Management Group as the Management Group thinks fit; and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Management Group. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Management Group so far as applicable and so far as the same shall not be superseded by any regulations made by the Management Group.
46. The Management Group shall cause proper minutes to be made of all appointments of officers made by the Management Group and of the proceedings of all meetings of the Management Group and of committees of the Management Group, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
47. A resolution in writing signed by all the members for the time being of the Management Group or of any committee of the Management Group entitled to receive notice of a meeting of the Management Group or of such committee shall be as valid and effectual as if it has been passed at a meeting of the Management Group or of such committee duly convened and constituted and may consist of several documents in the like form, each signed by one or more members of the Management Group.

#### GENERAL MEETINGS

- 48.1 There shall be two types of general meeting of the Forum, namely:-
  - 48.1.1 statutory general meetings convened for the purposes of and in accordance with the terms of the Act at which Ordinary Members, Research Members, Statutory Members and Corporate Members may vote; and
  - 48.1.2 non-statutory general meetings convened for the purposes and in accordance with the terms of these Articles at which members of all classes may be present and vote.
- 48.2 All business shall be deemed special that is transacted at an extraordinary 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 directors and Management Group and of the Auditors, the election of directors and members of the Management Group in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

### ANNUAL GENERAL MEETINGS

49. The Forum shall in each year hold a non-statutory general meeting (the Forum Annual Meeting) at which Ordinary Members, Corporate Members Statutory Members, Research Members and Affiliate Members shall be entitled to attend, such meeting to consider such business as the members may wish to discuss, other than the business set out in Article 52, or business which in terms of the Act requires a statutory general meeting of members of a company..
50. The Forum shall hold in each year a general meeting as its statutory annual general meeting (the Statutory AGM), said meeting to be convened at the same place and for a time immediately following the anticipated conclusion of the Forum Annual Meeting. Affiliate Members will be entitled to receive notice of and attend the Statutory AGM, but shall not be entitled to vote at it. The Statutory AGM shall consider the business set out in Article 52 below.
51. Twenty-eight days' notice in writing of any general meeting of the Forum (exclusive in every case both of the day on which it is served or deemed to be served and of the day on which it is given), specifying the place, the day and the hour of the meeting, and the general nature of the business to be transacted at the meeting, shall be given in manner hereinafter mentioned to such persons as are under these Articles or under the Act entitled to receive such notices from the Forum. Notwithstanding the foregoing a general meeting may be called by shorter notice if it is so agreed:-
- 51.1 in the case of an annual meeting (whether the Forum Annual Meeting or the Statutory AGM), by all the members entitled to attend and vote thereat; and
- 51.2 in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent. of the total voting rights at a meeting of all the members.

The accidental omission to give notice of a meeting to, or the non-receipt of such notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed, or the proceedings at any meeting.

### BUSINESS AT GENERAL MEETINGS

52. The business to be considered at the Statutory AGM shall be the election of Office Bearers, the election of directors and members of the Management Group, the presentation of the Annual Accounts of the Forum and such other business as is required by the Act..
53. The business to be considered at the Forum Annual Meeting shall be the business described in Article 49 above, and such other business notified no later than 7 days prior to the date of the meeting as is in the opinion of the directors relevant to be considered at such a meeting.

### PROCEEDINGS AT GENERAL MEETINGS

54. The provisions of Articles 55 to 65 shall apply to both statutory and non-statutory general meetings.

55. No business shall be transacted at any meeting of the Forum unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, a quorum shall be members representing 35% of the votes of members present in person or represented by their duly appointed representatives.
56. If within half-an-hour from the time appointed for the holding of a meeting of the Forum 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 date in the next week, at the same time and place or at such other time and place as the directors 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 member present shall be a quorum.
57. The Chairperson of the board of directors shall preside as Chairperson at every general meeting but if there shall be no such Chairperson 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 Vice-chairperson (if any) of board of directors or, failing him, some other director nominated by the directors present shall preside whilst the Chairperson is absent or unwilling to preside but if there is no such Chairperson or Vice-chairperson or director or none of them is present and willing to preside, the members present shall choose some other member of the Forum who may be present to preside.
58. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at the adjourned meeting other than the 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 the 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.

#### VOTES OF MEMBERS

59. Subject to any provision to the contrary contained in these Articles 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 (a) the Chairperson or (b) at least one member present in person or by proxy; and unless a poll is so demanded a declaration by the Chairperson of the Meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Forum, 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 before the poll is taken but only with the consent of the Chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
60. Subject to the provisions of Article 59 , if a poll is demanded in the manner described it shall be taken at such time and place, and in such manner as

the Chairperson of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the Meeting at which it is demanded. In any other case at least seven days' notice shall be given specifying the time and place at which the poll is to be taken.

61. No poll shall be demanded on the election of a Chairperson of a meeting, or any question of adjournment.
62. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.
63. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the business in respect of which a poll has been demanded.
64. Subject as may be otherwise provided in these Articles, each member shall have one vote.
65. No person other than a member duly registered or the duly appointed representative of a member shall be entitled to be present or to vote on any question at any meeting of the Forum.

#### ACCOUNTS

66. The directors shall cause proper books of account to be kept with respect to:-
  - 66.1 all sums of money received and expended by the Forum and the matters in respect of which such receipt and expenditure take place;
  - 66.2 all sales and purchases of goods or services by the Forum; and
  - 66.3 the assets and liabilities of the Forum.
67. Proper books shall be deemed to be kept if they show a true and fair view of the state of the affairs of the Forum and explain its transactions.
68. The books of account shall be kept at the Office, or, subject to section 222 of the Act, at such other place or places as the directors shall think fit and shall as the directors from time to time direct be open to the inspection of the members.
69. At the Statutory AGM and the Forum Annual Meeting in every year the directors and the Management Group respectively shall lay before the Forum a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Forum) made up to a date not more than four months before such meeting, together with a proper balance sheet made up at the same date. Every such balance sheet shall be accompanied by proper reports of the directors or of the Management Group and the Auditors, and copies of such accounts, balance sheets and reports (all of which shall be made in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty-eight days before the

date of the Statutory AGM, be sent to the Auditors and to all other persons entitled to receive notice of general meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be laid before the Forum at such meeting as required by section 236 of the Act.

#### AUDIT

70. Once at least in every year the accounts of the Forum shall be examined and (if required by the Act) the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
71. Auditors shall be appointed and their duties regulated in accordance with the Act.

#### NOTICES

72. Any notice may be given by the Forum to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Forum for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

Notice of every meeting of the Forum shall be given in any manner hereinbefore authorised to:-

- 72.1 every member except those members who (having no registered address within the United Kingdom) have not supplied to the Forum an address within the United Kingdom for the giving of notices to them;
- 72.2 the Auditors for the time being of the Forum;
- 72.3 the directors; and
- 72.4 the members of the Management Group for the time being of the Forum.

No other person shall be entitled to receive notice of meetings of the Forum.

#### INDEMNITY

73. Every director, member of the Management Group or officer of the Forum shall be entitled to be indemnified out of the assets of the Forum against all losses or liabilities which he may sustain or incur in or about the execution or discharge of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which the charge is found not proven or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Forum and no director, member of the Management Group or other officer shall be liable for any loss, damage or

misfortune which may happen to be incurred by the Forum in the execution or discharge of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

#### DISTRIBUTIONS AND DISSOLUTION

74. The profits or other income of the Forum shall be applied in promoting its objects.
75. No distribution shall be made by way of dividends to the members of the Forum.
76. If on break up or on the winding up or dissolution of the Forum 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 Forum, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Forum, 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 imposed on the Forum under or by virtue of clause 5 of the Memorandum of Association, such institution or institutions to be determined by the members of the Forum at or before the time of dissolution, and if and so far as effect cannot be given to the foregoing provisions then to some other charitable object.

#### GENERAL

77. Notwithstanding the provisions of the Act, neither these Articles nor the Memorandum of Association of the Forum may be amended in whole or in part unless the proposed amendments have been approved by a two-thirds majority present at a non-statutory meeting of the Forum convened in accordance with the terms of Article 512.

#### ALTERNATE DIRECTORS

78. Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
79. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.
80. An alternate director shall cease to be an alternate director if his appointor ceased to be a director; but, if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.

- 81 Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.
- 82 Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

#### NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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Dated this Fifteenth day of May 1997

Witness to the above signatures:-

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Writer to the Signet