

ARTICLES OF ASSOCIATION

The JOHN MUIR TRUST*

The John Muir Trust is a company limited by guarantee and without a share capital registered in Scotland with registered number 81620

REGULATIONS FOR THE MANAGEMENT OF A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL INCORPORATED UNDER THE COMPANIES ACTS

MEMBERSHIP

1. Membership of the Trust is open to any of the following:
 - 1.1 an Ordinary Member being an individual who pays the Ordinary Member's subscription annually;
 - 1.2 a Life Member being an individual who pays the Life Membership subscription;
 - 1.3 a Corporate Member being a company or any unincorporated body which pays the Corporate Members' subscription annually;
 - 1.4 a Family Membership being one or two adults and their children under the age of 18 who pay the Family Member subscription annually;
 - 1.5 an Honorary Member who pays no subscription; and
 - 1.6 such other persons or classes of persons as may be approved by the members.

Each member shall be entitled to one *vote* each except in the case of a Family Membership which shall have two votes in accordance with Article 10.

2.
 - 2.1 Applications for membership shall be in such form as the Trustees may require from time to time.
 - 2.2 The Trustees or their delegated representative shall be entitled to decline any application for membership at their discretion.
 - 2.3 The subscriptions for each category of member and any concessionary rates shall be determined by the members at the Trust's Annual General Meeting.
3. Membership of the Trust is not transferable and will end immediately in any of the following events:
 - 3.1 The death of a member or in the case of Family members, the last surviving adult member;
 - 3.2 the Trustees' receipt of a written resignation of a member;
 - 3.3 a written resolution of the Trustees;
 - 3.4 the failure by a member to pay any subscription within six months of the due date for payment.

* As updated by special resolution passed on 25th May 2019

HONORARY MEMBERSHIP OF THE TRUST

4. A person or persons may be appointed as an Honorary Member of the Trust by the Trustees if the Trustees consider that person has made a significant contribution to the Trust or the pursuit or promotion of the Trust's objectives or, directly or indirectly, in any related field of interest to the Trust. The Honorary Member need not be or have been a member of the Trust.

PATRON

5. A person may be nominated for selection as a Patron of the Trust by a majority of the Trustees from time to time. A Patron need not be a member of the Trust. A person so nominated shall be required to be approved as a Patron of the Trust by a resolution of a general meeting. A Patron may, at the recommendation of a majority of the Trustees, be removed by a resolution of a general meeting.

GENERAL MEETINGS

6. The Trust's Annual General Meeting shall take place within 6 months of the end of the Trust's financial year, to receive and discuss the Annual Report and accounts, to appoint the Auditors and to consider any other business proposed by Trustees, or proposed by members and accepted onto the agenda by Trustees. Members shall be given 21 clear days' notice of the Annual General Meeting. All meetings other than Annual General Meetings are Extraordinary General meetings.
7. For any matter which requires the approval of the members, other than matters in relation to the Annual General Meeting, the Trustees shall be entitled either to convene an Extraordinary General Meeting of the members, specifying in the notice of the meeting the date on which such meeting will be held and the nature of the business of the meeting, or to hold a ballot of all members.
8. An Extraordinary General Meeting shall be held where this is requested by the lesser of 100 members or members representing not less than five percent of the total membership; or where this is requested by a smaller number of members, with the agreement of the Trustees. Any such meeting shall be held within 7 weeks of receipt of the request, unless those making the request agree otherwise. The notice of the meeting shall give at least twenty-one days' notice.
9. The accidental omission to give notice of a meeting or a postal ballot to, or the non-receipt of notice of a meeting or a postal ballot by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
10. In any vote or ballot of members every member who is entitled to vote (including a duly authorised of a Corporate member), shall have one vote except in the case of a Family Membership, which shall be entitled to two votes provided that each vote is cast by a separate adult person who is part of that Family Membership.

PROCEEDINGS OF GENERAL MEETINGS

11. Quorum No business shall be transacted at any meeting unless a quorum is present. Fifty persons entitled to vote on the business to be transacted shall be a quorum.
12. Chairing Meetings The chairman of the Trustees shall preside at the meeting. In the chairman's absence the Trustees present shall appoint one of their number to preside. If this cannot be done, the members present and entitled to vote shall choose one of their number to preside.
13. Adjournment of Meetings
 - 13.1 If a quorum is not present within half an hour from the time appointed for a meeting, or if a quorum ceases to be present during a meeting, the meeting shall be adjourned to such time and place as the Trustees may determine.

- 13.2 If a quorum is present the chairman may, with the consent of the meeting or at the direction of the meeting, adjourn the meeting to such time and place as the Trustees may determine; and the chairman shall do so if directed by the meeting. At such an adjourned meeting no business shall be transacted other than business which might properly have been transacted at the meeting if the adjournment had not taken place.
- 13.3 Where a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given of the time and place of the adjourned meeting and of the business to be transacted.

VOTING

14. Subject to Article 47,
- 14.1. A resolution put to the vote of a meeting shall be decided on a show of hands unless a counted vote or a ballot of all members is demanded before the show of hands or on the declaration of its result. A counted vote may be demanded by the chairman by any member present and having the right to vote. A ballot of all members may be demanded by the chairman or five per cent of those present and entitled to vote. Following a show of hands or a counted vote a declaration by the chairman that a resolution has been carried or has not been carried, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact.
- 14.2 The chairman shall direct how a counted vote is to be taken, and may appoint scrutineers (who need not be members) to oversee it. Where a counted vote and a ballot of all members are demanded on the same resolution, the demand for the counted vote shall be disregarded and the resolution shall be put to a ballot of all members. A ballot of all members shall be issued not more than 30 days after it is demanded, and 21 clear days shall be allowed for the return of votes. A counted vote on a question of adjournment shall be taken immediately.
- 14.3. In the case of equality of votes, whether on a show of hands or a counted vote or a ballot of all members, the chairman shall be entitled to a casting vote in addition to any other vote the chairman may have.
- 14.4. A demand for a counted vote or a ballot of all members shall not prevent a meeting from continuing to transact business other than the question on which the vote or ballot was demanded.
- 14.5 A demand for a counted vote or ballot of all members may be withdrawn with the consent of the chairman, and such a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

CONTENT OF PROXY NOTICES

- 14.6. (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

DELIVERY OF PROXY NOTICES

- 14.7. (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a counted vote) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

APPOINTMENT AND RETIREMENT OF TRUSTEES

15. The number of Trustees shall not exceed fifteen and shall not be less than five.
16. Each year a ballot of all members shall be held to elect five persons to serve as Trustees. Those elected shall serve as Trustees for a term of three years from the date of the Annual General Meeting.
17. Additionally, the same ballot may be used to fill vacancies caused by a Trustee not serving their full term, provided that the vacancy is notified to members at least 21 days before nominations for the annual election close. A Trustee so elected shall serve for the remainder of the unexpired term.
18. Trustees must be members of the Trust, aged at least eighteen years, and not disqualified in terms of Article 36. Current employees of the Trust may not be Trustees. A former employee may not become a Trustee within three years of ceasing to be employed by the Trust.
19. Each candidate for election shall provide the names of five other members who support their nomination, and information about themselves including a personal statement.
20. If the number of valid nominations equals or is less than five, every nominee shall be declared elected at the Annual General Meeting. If the number of valid nominations exceeds five, an election shall be held, conducted by the single transferable vote system.

21. The arrangements for the election shall be set out in Standing Orders, which shall deal *inter alia* with
- the timetable for the election;
 - the content and circulation of election material;
 - the returning and counting of votes; and
 - the operation of the single transferable vote system.

At least 90 days before the date of the Annual General Meeting members shall be informed of the date of the Annual General Meeting and of the closing date to nominate persons for election as Trustees.

The provisions of the Standing Orders shall be designed to ensure a fair, open and inclusive process.

22. A Trustee shall retire at the end of their term, but shall be eligible for re-election for a further three year term; and after that term they shall not be eligible for election as a Trustee until the next Annual General Meeting after the end of their term of office.
23. The limit on eligibility for re-election as a Trustee in article 22 shall not apply to the Trustee appointed as Chairman. Where the Chairman has been a Trustee for six years or more he/she shall be eligible for election as a Trustee until the end of his/her term of office as Chairman but shall not then be eligible for re-election as a Trustee until an Annual General Meeting held at least one year after the end of his/her term as Chairman.

STANDING ORDERS

24. There is delegated to the Trustees power to adopt from time to time such Standing Orders to regulate the administrative procedures of the Trust and the arrangements for the election of Trustees in accordance with article 21. The scope and content of the Standing Orders shall be determined by a resolution of two-thirds of the Trustees. The text of the Standing Orders shall be made available to members of the Trust. In the event of any conflict between the Articles and the Standing Orders, the terms of the Articles shall prevail.

MANAGEMENT OF THE TRUST

25. The business of the Trust shall be managed by the Trustees who may exercise all the powers of the Trust. No alteration of the Memorandum or the Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.
26. The Trustees may appoint a person or persons to any remunerated executive office for the Trust and may remove them from it. Any such appointment may be made upon such terms as the Trustees determine.
27. The Trustees may delegate any of their powers to any committee consisting of one or more Trustees and such other persons as the Trustees consider appropriate. They may also delegate to any manager or any Trustee holding any executive office such of their powers as they consider desirable to be exercised by that person other than the approval of the strategies and policies of the Trust, remuneration of Trust personnel, dealings in any land or buildings, the annual budget, and the annual report and accounts. Any such delegation may be made subject to any conditions the Trustees may impose, and may be revoked or altered at any time by the Trust. Subject to any such conditions, the proceedings of a committee with three or more members shall be governed by the Articles regulating the proceedings of Trustees so far as they are capable of applying.

PROCEEDINGS OF TRUSTEES

28. The Trustees may regulate their proceedings as they think fit subject to the terms of these Articles.
29. Three Trustees or the chairman may call a meeting of the Trustees. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. One half of the current number of Trustees shall constitute a quorum unless the Trustees have resolved otherwise for any particular matter.
30. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
31. The Trustees shall appoint one of their number to be the chairman of the board of Trustees, and may at any time remove that person from that office. A person may serve as chairman for no more than two three-year terms consecutively.
32. All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
33. A resolution intimated to all Trustees and approved by a majority of the Trustees entitled to receive a notice of a meeting of Trustees or of a committee of Trustees and to vote at such meeting shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees.

TRUSTEES' APPOINTMENTS AND INTERESTS

34. Subject to the provisions of the Act and Memorandum, and provided that a Trustee has given the Trustees reasonable written notice of the nature and extent of any material interest, a Trustee notwithstanding their office:
 - 34.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Trust or in which the Trust is otherwise interested;
 - 34.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Trust or in which the Trust is otherwise interested; and
 - 34.3 shall not, by reason of that person's office, be accountable to the Trust for any benefit which that person derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit;

but shall not vote on any matter or any resolution relating to any such matter or be counted in the quorum of Trustees in relation to any such matter.

TRUSTEES' EXPENSES

35. The Trustees may subject to the terms of the Memorandum be paid reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings or committees of Trustees or general meetings or otherwise in connection with the discharge of their duties for the Trust.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

36. Any Trustee shall cease to be a Trustee if he or she -
- 36.1 ceases to be a Trustee by virtue of any provision of the Act or that person becomes prohibited by law from being a Trustee; or
 - 36.2 becomes bankrupt or makes any arrangement or composition with that person's creditors generally; or
 - 36.3 resigns office as a Trustee by notice to the Trust; or
 - 36.4 shall for more than six consecutive months have been absent without permission of the Trustees from meetings of Trustees held during that period and the Trustees resolve that he or she shall cease to be a Trustee; or
 - 36.5 has a significant conflict of interest which the Board considers has undermined and is likely to continue to undermine his or her ability to act impartially as a Trustee, such Trustee being entitled to be heard prior to the Board taking a decision; or
 - 36.6 is considered by the Board to have been in serious or persistent breach of any of the duties listed in section 66(1) of the Charities and Trustee Investment (Scotland) Act 2005 (as may be amended or re-enacted from time to time), such Trustee being entitled to be heard prior to the Board taking a decision.

OFFICE-BEARERS OF THE TRUST

37. Subject to the provisions of the Act the Trustees may appoint office-bearers of the Trust for such term, at such remuneration and upon such conditions as they may think fit; and may at any time remove a person so appointed. The Trustees may not appoint a person to be a Trustee.

MINUTES

38. The Trustees shall cause minutes to be made and kept:
- of all appointments made by the Trustees; and
 - of all proceedings at meetings of the Trust and of the Trustees and of committees of the Trustees.

THE SEAL

39. The Trust shall not have a seal.

ACCOUNTS

40. The Trust shall maintain accounting records and prepare annual audited accounts in accordance with the Act and all other relevant legislation.
41. The full annual accounts or a summary of the Accounts shall be circulated by the Trustees but may be incorporated into the Trust's newsletter or such other publication of the Trust as the Trustees consider appropriate. The latest annual accounts shall also be available to members on request.

NOTICES

42. Any notice to be given to or by any member shall be in writing, or by electronic means if so requested by the member.
43. The Trust may give any notice to a member either by publishing such notice in a publication sent to all members or by sending a separate notice by post in a prepaid envelope addressed to the member at that member's most recently notified address or by sending notice by electronic means to the member's most recently notified e-mail address.
- 43.1. For posted notices, proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
- 43.2. For electronic notices, proof that the recorded address was used and a sent receipt was received shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the notice was sent.

WINDING UP

44. If the Trust is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property, it shall not be paid to or distributed among the members of the Trust but shall be given or transferred to some other charity or charities having objects similar to the objects of the Trust which prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Trust by the Trust's Memorandum. Such charity shall be chosen by the members of the Trust at or before the time of dissolution and if that cannot be done then the property shall be devoted to some other charitable object.

INDEMNITY

45. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Trust shall be indemnified out of the assets of the Trust against any liability incurred by such Trustee in defending any proceedings, whether civil or criminal, in which judgement is given in that Trustee's favour or in which that Trustee is acquitted or in connection with any application in which relief is granted to that Trustee by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust.

MEMBERS' GROUPS

46. Subject to the Trustees approval, members may establish local groups to support the objectives and work of the Trust. Any such group duly approved shall be entitled to describe itself as a JMT Members' Group and may be organised as the group considers appropriate. The Trust reserves the right to provide guidance and instructions on their organisation, and may withdraw the Trust's approval if the group is not considered by the Trust, at its sole discretion, to be operating in accordance with the aims of the Trust.

CHANGES TO MEMORANDUM AND ARTICLES

47. The Memorandum and these Articles may, subject to and in accordance with the terms of the Act, be amended by the passing of a resolution which has been proposed by the Trustees or proposed by the members and accepted onto the agenda for a General Meeting, with the resolution supported by not less than seventy-five per cent of those members voting.

INTERPRETATION

48. In these Articles of Association:-

"the Act"	means the Companies Act 2006, as amended from time to time;
"the Articles"	means these Articles of Association of the Trust;
"clear days"	in relation to the period of notice means that 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;
"executed"	includes any mode of execution;
"office"	means the registered office of the company;
"Manager"	means a person appointed by the Trustees in terms of Article 25;
"member"	means any person whose name is entered in the register of members; means the
"the Memorandum"	Memorandum of Association of the Trust;
uproxy notice"	has the meaning given in Article 14.6;
"secretary"	means the secretary of the Trust or any other person appointed to perform the duties of the secretary of the Trust, including a joint, assistant or deputy secretary;
"Standing Orders"	means the regulations supplementing the administrative provisions of the Articles which are delegated to the Trustees to adopt and update from time to time in accordance with article 24;
"the Trust"	means the John Muir Trust;
"Trustee"	means a director of the Trust;
"the United Kingdom"	means Great Britain and Northern Ireland;

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification not in force when these Articles become binding on the Trust.

CONFLICTS OF INTERESTS

49.1 Any Trustee and/or employee who has a personal interest (as defined in Article 49.2) in any prospective or actual contract or other arrangement with the Trust must declare that interest to the Board either generally or specifically at any relevant meeting of the Trust. Where such an interest arises, the provisions within Articles 49.3 – 49.5 shall apply.

- 49.2 A personal interest includes the following interests:
- 49.2.1 those of the Trustee or employee in question;
 - 49.2.2 those of his or her partner or close relative;
 - 49.2.3 those of any business associate;
 - 49.2.4 those of any firm of which he or she is a partner or employee;
 - 49.2.5 those of any limited company of which he or she is a director, employee or shareholder of more than 5% of the equity;
 - 49.2.6 those of any charity of which he or she is a Trustee or employee; and
 - 49.2.7 any relevant interests that the Board shall determine from time to time.
- 49.3 Whenever a Trustee finds that there is a personal interest, as defined in Article 49.2, he or she has a duty to declare this to the Board or other meeting in question. In that event, in order to avoid a material conflict of interest arising, the Trustee in question cannot take part in discussions or decisions relating to such matter.
- 49.4 It shall be for the Board (excluding the Trustee disclosing an interest, and any other conflicted Trustee) to evaluate the nature and extent of the conflict (whether actual, perceived or potential). It shall be for person chairing the meeting in question (or if it be the person chairing the meeting who is potentially or actually conflicted, it shall be for the other Trustees present), taking into account the level of risk and potential for reputational damage, to determine how to manage the conflict and in particular whether, for example, the Trustee in question should be required to be absent during that particular element of the meeting. Where a Trustee leaves, or is required to leave, the meeting in question, he or she no longer forms part of the quorum thereat.
- 49.5 The Board may at any time resolve to authorise any Trustee to continue acting where a real or potential conflict of interest exists in relation to a personal interest of that Trustee, but where it considers that the interests of the Trust have not been nor are likely to be prejudiced as a result. The Trustee in question cannot be considered as part of the quorum for that part of any Board meeting giving consideration to this authorisation.
- 49.6 The Board may resolve at any time to require all Trustees and senior employees to deliver a Notice of Relevant Interests to the Registered Office (or elsewhere as it may determine), as they arise and at least annually. The Board shall determine what additional interests, if any, shall be relevant interests and shall ensure that a Register of Notices of Relevant Interests is maintained.
- 49.7 The Board will maintain a Policy on Conflicts of Interest to amplify, but not supersede, the provisions of these Articles.