

Company No. 189729

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

of

EILEAN BAN TRUST

passed 15 April 1999

We, Stewart Macaulay MacDonald of Flat 5, 21 Francis Street, Stornoway, Isle of Lewis and Jean Margaret Mackenzie of 58 Balallan, Isle of Lewis, being all the members at this time of Eilean Ban Trust HEREBY RESOLVE that the objects of the Memorandum of Association of the company be and hereby are altered by the deletion of the existing Clause 3 and the insertion instead of the new Clause 3 as attached and signed by us as relative hereto.



Stewart Macaulay MacDonald  
15 April 1999



Jean Margaret Mackenzie  
15 April 1999



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EILEAN BAN TRUST



The following is the new Clause 3 of the Memorandum of Association of the company inserted by Special Resolution passed 28 November 1996.

3. This clause shall be interpreted as if it incorporated an over-riding qualification to the effect that in any case in which an activity permitted under this clause is in its nature capable of being carried on for purposes which are not charitable or only partially so as well as for purposes which are wholly charitable (the word "charitable" having the meaning ascribed to it for the purposes of Section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force which meaning shall be assigned to the word "charitable" wherever it appears in this Memorandum of Association), the powers of the Company under this clause in respect of the carrying on of such activity shall be deemed to be limited to the carrying on of such activity in such manner as will not prejudice the charitable status of the Company under the statutory provisions referred to above.

A. Subject to the above over-riding qualification the Company's objects are:-

- (a) To advance the education of the public about the Island of Eilean Ban, Lochalsh, Scotland, its history, flora and fauna, the culture of its former inhabitants and its associated heritage; and
- (b) to preserve and conserve for the benefit of the public the flora and fauna and wildlife of the Island.

B. In furtherance of the above objects but not otherwise:-

- (a) to occupy and manage the island known as Eilean Ban, Lochalsh, Scotland, with a view to promoting the awareness of and education of the public, particularly children, in i) the unique flora and fauna of the island and its associated heritage, ii) the measures which the Company will undertake to protect and conserve the many species of wildlife that inhabit the island and the natural environment thereof, iii) the historical, environmental and other aspects of the island and its environs;
- (b) to promote public access to the island and to develop facilities for access by disabled persons without detriment to conservation of its flora and fauna;
- (c) to establish and manage an Interpretative Centre at Kyleakin, Isle of Skye for educational purposes on all aspects of the island and to provide interpretative material in any medium in relation to the island;
- (d) to promote public appreciation and understanding of environment and wildlife issues, both locally and regionally and at the

discretion of the Board more widely, should it agree appropriate.

In furtherance of the above objects but not otherwise the Company shall have power:-

- C. (a) to purchase, lease, or by any other means acquire and take options over any property whatever and any rights or privileges of any kind over or in respect of any property including without prejudice to the foregoing generality the property known as Eilean Ban;
- (b) to improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licenses, options, rights and privileges in respect of, or otherwise deal with all or any part of the property rights of the Company;
- (c) to invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
- (d) to lend and advance money or give credit on any terms and with or without security to any person, firm or company, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company;
- (e) to borrow and raise money in any manner and to secure the payment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future) and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it;
- (f) to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange or promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (g) to apply for, promote and obtain any private Act of Parliament, order or licence of the Department of Trade & Industry, Department of the Environment or any other government department or authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests;

- (h) to enter into any arrangements with any Government or authority that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions;
- (i) to subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any Government or authority, municipal, local or otherwise, in any part of the world;
- (j) to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest; to provide secretarial, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies;
- (k) to promote any other company for the purpose of acquiring the whole or any part of the property, undertaking or any of the liabilities of the Company or of undertaking any operations which may appear likely to assist or benefit the Company or to enhance the value of any property of the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid;
- (l) to sell or otherwise dispose of the whole or any part of the property of the Company either together or in portions for such considerations as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same;
- (m) to act as agents or brokers and as trustees for any person, firm or company;
- (n) to retain or employ staff, professional or technical advisers in connection with the objects of the Company and to pay reasonable and proper salaries, wages and fees for their services;
- (o) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any person, firm or company to pay the same;
- (p) to conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Company and to solicit and accept subscriptions and donations of any kind and bequests for any of the purposes of the Company;

- (q) subject to Clause 4 hereof to grant or make provision for pensions, life assurance, health and retirement benefit to or for employees or former employees and to the widows, widowers, children and other dependants of deceased employees and to pay or subscribe to funds or schemes for the provision of such pensions and other benefits for such persons;
- (r) to subscribe to become a member of, or amalgamate or co-operate with, any other charitable organisation, institution, society or body not formed or established for the purposes of profit (whether incorporated or not) in the United Kingdom whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits or restricts the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company;
- (s) to establish and support or aid in the establishment and support of any charitable trust, association or institution and to donate, subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company;
- (t) to arrange lectures and conduct training courses and to publish pamphlets, books, journals and other publications relating to the work of the Company;
- (u) to receive, allocate and administer grants, gifts or bequests made available to the Company for any or all of its objects whether from public funds or from private sources under the terms and conditions referable to such grants, gifts or bequests;
- (v) to do all other such things as may further the attainment of the Company's objects or any of them.

Provided that the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.



J. Mackenzie