

THE COMPANIES ACTS 1985 to 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Company No. SC 211012
Charity No. SC 030590

WOOPLOW COMMUNITY WOODLANDS

Incorporated the 14th SEPTEMBER 2000

MEMORANDUM and ARTICLES
of
ASSOCIATION

SCOTT'S COMPANY FORMATIONS
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THE COMPANIES ACTS 1985 to 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
of
WOOPLAW COMMUNITY WOODLANDS

1. The name of the Company (hereinafter referred to as “the Company”) is
WOOPLAW COMMUNITY WOODLANDS
2. The Company’s registered office is to be situated in Scotland.
3. Each and every clause (including this clause) both of the Memorandum and of the Articles of Association of the Company shall be read and interpreted as if there were embodied therein an over-riding qualification to the effect that no expenditure of income by the Company shall be permitted for the purpose of carrying out any activities which are not wholly charitable within the meaning of Section 505 Income and Corporation Taxes Act 1988, or of any amending act or regulation thereunder (which meaning shall be ascribed to the Word “charitable” wherever used in this Memorandum) and that in all cases in which activities permitted by the objects of the Company are in their nature capable of being exercised for the purposes which are not wholly charitable, the powers contained in the objects of the Company shall be held to limit such activities to those which will not prejudice the charitable status of the Company within the statutory meaning before mentioned, subject to the said over-riding qualifications the objects for which the Company is established are:-
 - (i) To manage Wooplaw Woods, Lauder and (any land adjacent which is either purchased or leased by the company or which is offered to it under a management agreement) in a way which is sustainable and which enhances biodiversity, for the benefit of the local community, by:-
 - (a) making the woods and land available to all for the purposes of education, training, recreation and the sustainable production of forest products. (where no activity should be to detriment of others)
 - (b) holding regular events to provide a woodland culture.

(c) Implementing a long term plan involving balanced harvesting and planting of appropriate woodland trees and plants.

(d) Wherever possible, use local contractors and spending generated income locally.

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

(ii) (a) To purchase 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.

(b) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(c) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property rights of the Company.

(d) To invest and deal with the moneys 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.

(e) To lend and advance money or give credit 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.

(f) To borrow and raise money in any manner and to secure the repayment 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.

(g) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(h) To apply for, promote, and obtain any Private Act of Parliament, order, or licence of the Department of Trade or other 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.

(i) To enter into any arrangements with any Government or Authority (supreme, municipal, local or otherwise) 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.

(j) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, 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.

(k) To control, manage, finance, any Company or Companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such Company or Companies and to make payments 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.

(l) To promote any other Company for the purpose of acquiring the whole or any part of the property or 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 subscribe for, or otherwise acquire all or any part of the shares or securities of any such Company as aforesaid.

(m) To sell or otherwise dispose of the whole or any part of the property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any Company purchasing the same.

(n) To act as agents or brokers and as trustees for any person, firm or Company.

(o) To employ and remunerate any person, firm or Company rendering services to the Company.

(p) 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.

(q) 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.

(r) 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 provisions of such pensions and other benefits for such persons.

(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 do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(u) To do all such other things as may be incidental or conducive to 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 employees or organisations of workers and organisations of employees.

4. The liability of the members is limited.
5. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member for payment of the Company's debts and liabilities contracted before he ceases to be a member and of the cost, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

WE, the subscribers to this, Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

Names, Addresses and Descriptions
of Subscribers

STEPHEN MABBOTT LTD.
14 MITCHELL LANE
GLASGOW
G1 3NU

BRIAN REID LTD.
5 LOGIE MILL BEAVERBANK OFFICE PARK
LOGIE GREEN ROAD
EDINBURGH
EH7 4HH

DATED the 14th JULY 2000

Witness to the above Signatures:-

ANNE SHANKS
5 LOGIE MILL BEAVERBANK OFFICE PARK
LOGIE GREEN ROAD
EDINBURGH
EH7 4HH

Company Registration Agent

THE COMPANIES ACTS 1985 to 1989
COMPANY LIMITED BY GUARANTEE
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ARTICLES OF ASSOCIATION
of
WOOPLAW COMMUNITY WOODLANDS

PRELIMINARY

1. (a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called “Table A”) shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.

(b) In these Articles the expression “the Act” means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

(c) Regulations 2 to 35 inclusive, 54, 55, 57, 59, 82, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A shall not apply to the Company.

(d) The words “or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary” shall be omitted from regulation 87 of Table A.

(e) In regulation 1 of Table A the definition of “the holder” shall be omitted.

MEMBERS

2. The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company.

Categories of Member

3. Full membership only.

Qualification for Membership

4. Membership shall be open to any person who is willing to be actively involved with, or who pays a subscription to Wooplaw Community Woodlands.

Restrictions on Membership

5. No employee of the company may become a member.
6. The directors shall be entitled at their discretion to refuse to admit any person to membership notwithstanding that he fulfils one or more of the qualifications under article 4 and is not debarred from membership by article 5; in the case of an applicant nominated by a qualifying body, the directors shall be bound to refuse to admit the applicant to membership if another individual nominated by that body is already entered as a current member in the register of members.

Application for Membership

7. Any person (other than the subscribers to the memorandum of association of the company) who wishes to become a member shall lodge the company a written application for membership (in such form as the directors require), signed by him and, in the case of an applicant nominated by a qualifying body, signed by the appropriate official of the body nominating him for membership. An applicant shall indicate which type of membership under clause 3 he wishes to be considered for.
8. A person applying for admission as a member shall lodge such evidence in support of his application as the directors require.
9. Each application for membership shall be considered by the directors at the first meeting of the directors which is held after receipt by the company of the written application (and, if appropriate, supporting evidence) required under the preceding two articles.
10. The directors shall notify each applicant in writing of their decision as to whether or not to admit him to membership within seven days after the meeting at which the application is considered.

Cessation of Membership

11. A member of the company shall cease to be a member of the company on his death or if he becomes of unsound mind or resigns his membership by notice in writing sent to or left with the secretary at the office.
12. A person admitted to membership shall automatically cease to be a member if he becomes an employee of the company.

13. The directors shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before any final decision is made.

Withdrawal from Membership

14. Any person who or organisation which wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such form as the directors require), signed by him; on receipt of such notice by the company he or it shall cease to be a member.

Expulsion from Membership

15. Subject to articles 16 to 20, the company may, by special resolution, expel any person from membership.
16. Any member who wishes to propose at any meeting a resolution for the expulsion of any person from membership shall lodge with the company written notice of this intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the meeting.
17. The company shall, on receipt of a notice under the preceding article, forthwith send a copy of the notice to the member concerned and the member concerned shall be entitled to make written representations to the company with regard to the notice.
18. If representations are made to the company in pursuance of the preceding article, the company shall (unless such representations are received by the company too late for it to do so).
 - (a) state the fact of the representations having been made in the notice convening the meeting at which the resolution is to be proposed and
 - (b) send a copy of the representations to every person to whom notice of the meeting is or was given.
19. Whether or not a copy of written representations has been given to each of the persons entitled to receive notice of the meeting, the member concerned shall be entitled to be heard on the resolution at the meeting.
20. Failure to comply with any of the provisions of articles 16 to 19 shall render any resolution for the expulsion of a person from membership invalid.
21. A person expelled from membership under articles 15 to 20 shall cease to be a member with effect from the time at which the relevant resolution is passed.

GENERAL MEETINGS

22. All general meetings other than annual general meetings shall be called extraordinary general meetings.
23. An extraordinary general meeting shall be convened by the directors on requisition by members (under section 368 of the Act) or on requisition by a resigning auditor (under section 391 of the Act).
24. Subject to the preceding article and to the requirements under section 366 of the Act as to the holding of annual general meetings, the directors may convene general meetings whenever they think fit.

NOTICE OF GENERAL MEETINGS

25. An annual general meeting and an extraordinary general meeting convened for the passing of a special resolution or a resolution requiring special notice shall be called by at least twenty one clear days' notice; all other extraordinary general meetings shall be called by at least fourteen clear days' notice.
26. A notice convening a meeting shall specify the time and place of the meeting; it shall also state the terms of any resolution which is to be proposed as a special resolution or extraordinary resolution or which constitutes a resolution requiring special notice and shall indicate the general nature of any other business to be transacted at the meeting.
27. A notice convening an annual general meeting shall specify the meeting as an annual general meeting.
28. Notice of every general meeting shall be given to all the members and directors and to the auditors.
29. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

30. No business shall be transacted at any meeting unless a quorum is present; three persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member, shall be a quorum
31. If the quorum required under the preceding article is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairman of the meeting.

32. The convener (or, in his absence, the vice convener) shall (if present and willing to act as chairman) preside as chairman of the meeting; if neither the convener nor the vice-convener is present and willing to act as chairman within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairman or, if there is only one director present and willing to act, he shall be chairman.
33. If no director willing to act as chairman is present within half an hour after the time appointed for holding the meeting, the members present shall elect one of their number to be chairman.
34. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
35. The chairman may, with the consent of the 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.
36. No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place.
37. Where a meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted; in any other case, it shall not be necessary to give any notice of an adjourned meeting.
38. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by the chairman or by at least two members having the right to vote at the meeting and a demand by a person as proxy for a member shall be deemed to be a demand by such member.
39. Unless a poll is demanded in accordance with the preceding article, a declaration by the chairman 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 minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
40. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman; a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made nor the result of a show of hands declared after the demand is so withdrawn.

41. If a poll is demanded in accordance with article 38, it shall be taken at once by means of a secret ballot of all the persons present and entitled to vote (whether as members or as proxies for members) conducted in such manner as the chairman may direct; the result of such poll shall be declared at the meeting at which the poll was demanded.
42. A resolution in writing signed by all the members shall be as effectual as if it had been passed at a general meeting duly convened and held; it may consist of several documents in the same form each signed by one or more members.

VOTES OF MEMBERS

43. Every member shall have one vote which may be given either personally or (whether on a show of hands or on a poll) by proxy.
44. A member who wishes to appoint a proxy to vote on his behalf at any meeting (or adjourned meeting) shall lodge with the company, at the office, not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting), a written instrument of proxy (in such form as the directors require), signed by him; an instrument of proxy which does not conform with the preceding provisions or which is not lodged in accordance with such provisions shall be invalid.
45. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
46. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him to speak at the meeting and need not be a member of the company.
47. A vote given, or poll demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a poll had terminated prior to the giving of such vote or demanding of such poll unless notice of such termination was received by the company at the office before the commencement of the meeting or adjourned meeting at which the vote was given or the poll demanded.
48. 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 casting vote in addition to any other vote he may have.
49. No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

APPOINTMENT OF DIRECTORS

50. (a) The maximum number and minimum number respectively of the Directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be two.
- (b) Regulation 64 of Table A shall not apply to the Company.
51. Regulations 65 to 69 inclusive of Table A (alternate Directors) shall not apply to the Company. The Regulations of Table A which apply to the Company shall be construed as if reference to alternate Directors were omitted therefrom.
52. Regulation 73 of Table A shall be amended by the addition thereto of the following:-
- “Provided however that in event of default in holding the first or any subsequent annual general meeting the Directors who were due to retire from office at such meeting shall continue in office until such meeting is duly held, when the provisions of these Articles with respect to retiral shall take effect as if such meeting had taken place timeously”.
53. (a) The Words “stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Company’s Register of Directors” shall be omitted from Regulation 76 of Table A.
- (b) The second sentence of Regulation 77 of Table A shall be omitted.

DISQUALIFICATION OF DIRECTORS

54. Without prejudice to Regulation 81 of Table A the office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs.

DIRECTORS EXPENSES

55. The words “of any class of shares or” shall be omitted from Regulation 83 of Table A.

PROCEEDINGS OF DIRECTORS

56. In paragraph (c) of Regulation 94 of Table A the word “debentures” shall be substituted for the words “shares, debentures or other securities” in both places where they occur.

MINUTES

57. The words “of the holders of any class of shares in the Company” shall be omitted from Regulation 100 of Table A.

NOTICES

58. The second sentence of Regulation 112 of Table A shall be omitted.
59. The words “or of the holders of any class of shares in the Company” shall be omitted from Regulation 113 of Table A.

THE SEAL

60. (a) The Company may have a seal if it so wishes. Insofar as the Company has a seal it shall only be used with the consent of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is to be affixed and unless otherwise so determined it shall be signed by a Director and also by the Company Secretary or by a second Director.
 - (b) Clause 101 of Table A shall not apply to the Company.
 - (c) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors.

INDEMNITY

61. (a) Every Director or other Officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution 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 judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 of 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 Company and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the Execution 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.
 - (b) Regulation 118 of Table A shall not apply to the Company.

RULES OR BY-LAWS

62. (a) The Directors may from time to time make such rules or bylaws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership and in particular but without prejudice to the generality of the foregoing they may by such rules or bylaws regulate:-
- (i) The admission and classification of Members of the Company and the rights and privileges of such Members and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members.
 - (ii) The conduct of Members of the Company in relation to one another and to the employees of the Company.
 - (iii) The setting aside of the whole or any part or parts of the premises of the Company at any particular time or times or for any particular purpose or purposes.
 - (iv) The procedure at General Meetings and Meetings of the Directors and Committees of the Directors in so far as such procedure is not regulated by these presents.
 - (v) And generally all such matters as are commonly the subject matter of rules or bylaws of a Company formed for the purposes of the Company.
- (b) The Company in General Meeting shall have the power to alter or repeal the rules or bylaws and to make additions thereto and the Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such rules or bylaws which so long as they shall be in force shall be binding on all Members of the Company; provided nevertheless that no rule or bylaw shall be inconsistent with or shall affect or repeal anything contained in the Memorandum and Articles of Association of the Company.

COMPANY NOT FORMED FOR PROFIT

63. (a) The profits or other income of the Company shall be applied in promoting its objects.
- (b) No distribution shall be made by way of dividend to the members of the Company.
- (c) 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 Charitable Institution having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Articles 63(a) and (b) respectively hereof, such Institution or Institutions to be determined by the Members of the Company at or before the time of dissolution and insofar, as effect cannot be given to such provision then to some other charitable objects.

Nothing herein shall prevent any payment in good faith by the Company:-

- (i) Of reasonable and proper remuneration to any member, officer or employee of the Company (including the Secretary) for any services rendered to the Company.
- (ii) Of reasonable and proper consideration for the purchase by the Company of any property, asset or interest herein from any member, Director, or employee of the Company.
- iii) Of interest on money lent by any member, Director, or employee of the Company at a reasonable and proper rate per annum.
- (iv) Of reasonable and proper rent or other periodic payment for property let or occupied by the Company to any member, Director or employee of the Company, or
- (v) to any Director of reasonable out-of-pocket expenses.

Names, Addresses and Descriptions of Subscribers

STEPHEN MABBOTT LTD.
14 MITCHELL LANE
GLASGOW
G1 3NU

BRIAN REID LTD.
5 LOGIE MILL BEAVERBANK OFFICE PARK
LOGIE GREEN ROAD
EDINBURGH
EH7 4HH

DATED the 14th JULY 2000

Witness to the above Signatures:-

ANNE SHANKS
5 LOGIE MILL BEAVERBANK OFFICE PARK
LOGIE GREEN ROAD
EDINBURGH
EH7 4HH

Company Registration Agent