

DEED OF TRUST

entered into by and between

COUNCILLOR PATRICK JAMES LALLY, of Two
Tanera Avenue, Glasgow

and

COUNCILLOR JEAN McFADDEN, City
Treasurer, of Sixteen Lansdowne
Crescent, Glasgow, JOHN LOWRIE, of
Fifty seven Beech Avenue, Newton
Mearns, Glasgow, DR. GRAHAM DURANT of
the Hunterian Museum, The University of
Glasgow, MR. ALEXANDER RATTRAY
URQUHART, of Fifty seven Victoria Park
Drive South, Glasgow and LORD JENKINS
OF HILLHEAD, of Two Kensington Park
Gardens, London

Whereas the building housing the Fossil Grove, Glasgow situated in Victoria Park is in need of repair and whereas it is proposed not only to improve the building housing the said fossils but also to extend the facility and generally to use the Fossil Grove as a basis for education and the expansion of information on fossils and related matters and whereas the City of Glasgow District Council the present proprietors of the Fossil Grove have expressed their approval to the proposals and have agreed to transfer the Fossil Grove to the Trustees aftermentioned for the purposes aftermentioned and whereas various persons are willing to provide funds to carry out the foregoing purposes and in that regard are resolved to create a charitable trust for the administration and fulfilment of these purposes and the purposes aftermentioned and for a public appeal for further funds for these ends.

THEREFORE/...

THREFORE it has been agreed and it is hereby declared and agreed by and between the said Patrick James Lally of the first part and the said Councillor Jean McFadden, John Lowrie, Dr. Graham Durant, Alexander Rattray Urquhart, and Lord Jenkins of Hillhead, for themselves and all others who have agreed to act and shall act as the first trustees of the trust hereby constituted of the second part as follows, videlicet:-

ONE The name of the trust shall be the Fossil Grove Trust
(hereinafter called "the Trust")

TWO The first trustees shall be the said Councillor Patrick James Lally, Councillor Jean McFadden, John Lowrie, Dr. Graham Durant, Alexander Rattray Urquhart, and Lord Jenkins of Hillhead (who and whose successors in office and the survivors and survivor of them are hereinafter called "the Trustees").

THREE The funds of the Trust shall be such sums or assets as may have been or may be hereafter donated to or acquired by the Trust whether by voluntary subscription, donation, purchase or in any other way together with any additions thereto and the income thereof (all hereinafter called "the Funds") and shall be vested in the Trustees for the purposes aftermentioned.

FOUR The purposes of the Trust are, so far and so far only as the same are legally charitable:-

(a) the acquisition and subsequent maintenance, repair and improvement of the Fossil Grove, Glasgow and in addition the extension of the building and facilities at the Fossil Grove as a place of public recreation and education.

(b)/...

(b) the education of the general public of fossils and related geological, botanical, zoological and geographical matters.

(c) the provision of assistance to and co-operation with any other body or organisation, voluntary or otherwise having similar or complementary purposes.

(d) the raising of funds for all or any of the foregoing purposes.

(e) to do such other things as in the opinion of the Trustees are necessary or desirable to further any or all of the foregoing purposes.

FIVE

The Funds both capital and income shall be applied by the Trustees in or towards the fulfilment of all or any of the foregoing purposes (including payment of the expenses of creating, administering and winding up the Trust) in such manner and at such times as the Trustees in their absolute and uncontrolled discretion shall deem fit.

SIX

At any meeting of Trustees four Trustees personally present shall be a quorum. No Trustee may be represented at a meeting of Trustees by proxy. At all meetings of Trustees decisions shall be taken by a show of hands and in the event of equality the chairman shall have a casting vote in addition to a deliberative vote. The number of Trustees shall never be less than six but if the number of Trustees shall become less than six the Trustees shall, subject as herein provided, assume such number of persons as shall be necessary to increase the number of Trustees to at least six. There shall be an upper limit of ten Trustees. There shall/...

shall be no qualifications required for appointment of any person as Trustee under this Trust but the number of Trustees, original or assumed, who are members or officers of the City of Glasgow District Council shall always be but shall not exceed three at any time. A resolution (or separate copies thereof) signed by all the Trustees shall be as effective as a resolution passed at a meeting and a Trustee wishing to dissent from the terms of a resolution may indicate such dissent in writing on the Minute (or a separate copy thereof) or by separate letter. In the event of one or more Trustees dissenting from a resolution in respect of which no vote has been taken at a meeting such resolution shall only be deemed to be passed if a majority of the whole Trustees are in favour of the resolution. The Trustees shall meet not less than four times per annum. Meetings shall be called by the Secretary on the instructions of the Chairman or on receipt of a written request signed by two or more Trustees. Advance notice of every meeting of Trustees together with the agenda for such meeting shall be given to each Trustee'

SEVEN

The Trustees, original and assumed and including any Trustee who may be employed by the Trust shall enjoy (in addition to all powers, immunities and privileges conferred herein or conferred upon or competent to gratuitous trustees by statute or at common law) the following powers, immunities and privileges and that without prejudice to their status as gratuitous Trustees, namely:-

(i)/...

(i) Power to purchase, take on feu, lease or in exchange, hire or otherwise acquire in any way whatever, any property, heritable or moveable, real or personal and to sell, feu, let or hire, improve, develop, mortgage, dispose of, turn to account, or otherwise deal with all or any of the property and rights of the Trust and also to construct, maintain, alter and remove any buildings, fittings or appliances.

(ii) Power to apply or invest the trust funds in the purchase of or at interest upon the security of such stocks, shares, funds, securities or other investments and property heritable and moveable, real or personal or whatsoever nature and wheresoever situate and whether involving uncalled liabilities or not as the Trustees in their absolute discretion may think fit, it being intended that the Trustees shall have the same power in all respects as if they were absolute owners beneficially entitled to the Trust funds without being responsible for any losses arising therefrom and notwithstanding that such investments may not be "Trustee" investments.


(iii) Power to realise and vary the Trust funds from time to time and to reinvest them as aforesaid.

(iv) Power to borrow such sum or sum as the Trustees shall consider desirable for the purposes of the Trust and to grant securities if any as the Trustees may think proper over the assets of the Trust.

(v) Power to attend and vote at any meeting of any company or undertaking in which they hold shares or are interested and to appoint any of their own number or other fit person to attend and vote for them.

(vi) Power to resign office without prejudice to and notwithstanding any office of employment under the Trust held by the resigning Trustee, declaring that if a Trustee who holds an office of employment under the Trust shall resign office as Trustee he shall not thereby be deemed to have resigned office as an employee and that if any Trustee resigns office as an employee he shall not thereby be deemed to have resigned office as a Trustee.

(vii) Power to assume any person as an ex officio Trustee by virtue of his office.

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(viii) Power to transfer any assets or investments and to arrange for any assets heritable or moveable or investments to be taken in name of a nominee, incorporated or otherwise, as nominee for the Trustees if the Trustees consider it expedient for convenience of management or any other reason to do so, and with power to the trustees to incorporate a nominee company under the Companies Acts for this purpose.

(ix) Power, notwithstanding the powers contained in Section 23 of The Trusts (Scotland) Act, 1921, but subject always to the terms of Condition Six hereof, to remove from office any of their own number who shall fail to attend, without just cause, three consecutive meetings of the Trust properly called.

(x) Power to insure with such reputable insurance company or companies against such risks and for such sums as the Trustees in their absolute discretion shall from time to time determine.

(xi) Power to carry on directly or indirectly by themselves or in association with others any business which in the opinion of the Trustees may be conducive to the attainment or fulfilment of the purposes of the Trust or any of them and for this purpose power to incorporate any company under the Companies Acts provided always that any surplus funds or excess of income over expenditure earned by any such business and accruing to the Trust shall form part of the Trust funds and shall be applied strictly for the purpose of the Trust.

(xii) Power to employ any suitable person or persons as staff to run the Fossil Grove on such conditions of employment as the Trustees in their absolute discretion may determine or alternatively to arrange for staffing of the subjects on an agency or other suitable basis by any suitable person or persons including any of their own number other than the granters or any of the granters of the foregoing Deed of Trust and on either a part-time or full-time basis as secretary, assistant secretary, treasurer, cashier or such other official (other than auditor) of the Trust as the Trustees may from time to time consider desirable for the proper administration of the Trust and on such terms and conditions and for such period as the Trustees may decide provided always that remuneration paid to such employee shall be limited to fair remuneration for work done or services rendered but if the employee shall be a Trustee an honorarium only shall be paid to such an employee.

(xiii)/...

(xiii) Power to make and alter standing orders for the conduct of their own meetings or proceedings.

(xiv) power in the event of the purposes of the Trust becoming in the opinion of the Trustees unattainable or not adequately attainable to pay and convey the Trust funds then remaining in their hands to such charitable organisation or trust having purposes which in the opinion of the trustees are comparable to those of the Trust or to any public authority on trust for purposes similar to the purposes of this Trust within the City of Glasgow (meaning for this purpose the administrative area of the District of the City of Glasgow in terms of the Local Government (Scotland) Act, 1973) and that in such manner and in such proportions as the Trustees in their absolute discretion may determine, provided that a proposal to transfer the Trust Funds in terms of this clause shall be dealt with in the same manner as an amendment to the Deed of Trust in terms of Clause Eleven hereof.

(xv) Power to make regulations for hours of opening and use of the Fossil Grove and related facilities for the recourse of the general public, and

(xvi) The Trustees shall be entitled to be reimbursed all reasonable travelling and other out of pocket expenses properly and reasonably incurred in connection with the business of the Trust.

EIGHT

The Trustees shall keep or cause to be kept full and proper Minutes of all meetings and proceedings and full and correct financial accounts. Such accounts shall be audited each year by a qualified accountant or firm of accountants and with such auditors' report thereon shall be presented at the Annual General Meeting of the Trust. The accounts when approved at the Annual General Meeting shall be signed by the Chairman and the Treasurer of the Trust.

NINE

The Trustees shall hold an Annual General Meeting in April or May of each year, and at such meeting shall:-

(a) appoint or re-appoint from their own number a Chairman for the year then commencing.

(b) appoint or re-appoint the auditor or auditors provided that no person who is a Trustee or the partner or employee of a Trustee and no firm of which any Trustee is a partner or employee may be appointed auditor or auditors of the Trust.

(c) consider, and if thought fit, approve a report prepared for them or as they may direct on the work of the Trust during the preceding year.

(d) consider and, if thought fit, approve the annual accounts made up to the last day of March preceding or such other date as the Trustees may determine.

(e) appoint or re-appoint a Secretary and Treasurer and such other officers as may in the opinion of the Trustees be necessary or desirable for the efficient conduct of the business of the Trust. Subject as herein provided, such officers may but need not be Trustees and receive such salary or honorarium as the Trustees may think fit.

(f) The Trustees may invite to attend the annual general meeting such persons and representatives of such organisations as they in their discretion may determine. Such persons shall be entitled to make representations to the Trustees at the Annual General Meeting but shall not be entitled to any vote.

TEN

The Trustees in arriving at decisions in respect particularly of the powers referred to in sub-clause (a) of Clause Four hereof shall take into account the views of the Director of Museums and Art Galleries and Parks and Recreation of the City of Glasgow District Council, as the said views may be expressed to them from time to time, but this declaration is made entirely without prejudice to the powers of the Trustees or their right to exercise their discretion as they shall deem fit. The Trustees shall not in any way be liable for any loss suffered as a result of the exercise of any of the powers referred to in Clause Seven hereof or for any fall in value of or the validity or sufficiency of investments, securities and others held by them or on their account, whether made or retained by the Trustees, or for omissions or for neglect in their management or for one another or for factors, attorneys, solicitors, accountants, stockbrokers, agents or others appointed or employed by them except that they were habit and repute responsible at the time of their appointment or employment but each for his or her actual intermissions only.

ELEVEN/...

ELEVEN

This Trust Deed may be amended only by a resolution passed by a majority of at least seventy five per cent of the Trustees then in office at an extra-ordinary general meeting of the Trustees. Not less than twenty one clear days written notice of such extra-ordinary meeting must be given to all Trustees and such notice shall state the place, date and time of the meeting and the terms of the proposed amendment. No amendment shall be competent which would alter the main purposes, scope and character of the Trust as set in Clause Four hereof and only such amendments shall be competent as are intended to facilitate the carrying out of the said main purposes and which will not affect the charitable status of the Trust. Any amendment when approved and passed as aforesaid shall forthwith be recorded in a formal Deed of Declaration to be executed by the Trustees or seventy five per cent of them and registered in the Books of Council and Session.

TWELVE

The Trust shall be governed by the Law of Scotland; this Deed shall be construed according to the Law of Scotland and the wisest and most liberal interpretation shall be given to the/...

the whole provisions herein continued: IN WITNESS WHEREOF these presents typewritten on this and the eleven preceding pages are subscribed as follows videlicet: by the said Patrick James Lally, Jean McFadden, Doctor Graham Durant and Alexander Rattray Urqhart together at Glasgow on the Nineteenth day of April, Nineteen hundred and eighty nine before these witnesses, Ian Geddes Fraser, Solicitor, Glasgow and Jacqueline McNeil, Clerkess in the Town Clerk's Office of the City of Glasgow District Council; by the said John Lowrie on the Twenty third day of May in the year lastmentioned before these witnesses, the said Ian Geddes Fraser and Jacqueline McNeil; and by the said Lord Jenkins at London on the Nineteenth day of June in the year lastmentioned before these witnesses, Juliet Perpetua Wauchope, Secretary of Nineteen Parthenia Road, London and Celia Thomas, Political Assistant of Eighty four Cambray Road, London.

John Lowrie

Jacqueline McNeil witness

John Lowrie
Jacqueline McNeil witness
Juliet Wauchope

J. Kelly
John Lowrie
Richard H. Urquhart
John Lowrie
John Lowrie