



At the Court at Buckingham Palace

THE 11th DAY OF OCTOBER 2017

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY
IN COUNCIL

The following Report of a Committee of the Privy Council dated 11th day of September 2017 was today considered:-

“YOUR MAJESTY was pleased, by Your Order of the 15th day of February 2017, to refer to this Committee a Petition of The Edinburgh Academy praying for the grant of a Supplementary Charter:

“THE LORDS OF THE COMMITTEE, in obedience to Your Majesty’s Order of Reference, having taken the Petition into consideration, do this day agree humbly to report, as their opinion to Your Majesty, that the Supplementary Charter may be granted by Your Majesty in the terms of the annexed Draft.”

HER MAJESTY, having taken into consideration the Report and the Draft Supplementary Charter accompanying it, was pleased, by and with the advice of Her Privy Council, to approve thereof and to order, and it is hereby ordered, that the Right Honourable the First Minister for Scotland do cause a Warrant to be prepared for Her Majesty’s Royal Signature for passing under Her Majesty’s Seal appointed by the Treaty of Union to be kept and used in Scotland in place of the Great Seal of Scotland a Supplementary Charter in conformity with the annexed Draft.

Richard Tilbrook

ELIZABETH THE SECOND

by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS By Royal Charter on April 9th in the year of Our Lord 1824 (hereinafter referred to as the 'Original Charter of 1824') His Majesty King George the Fourth did constitute one Body Politic and Corporate by the name and title of "The Proprietors of the Edinburgh Academy" with perpetual succession and Common Seal;

AND WHEREAS The Edinburgh Academy was founded for the purpose of instructing boys in the Languages usually taught in Public schools, and in such other branches of Elementary Education which may be thought eligible by fit and proper masters; which purpose was updated by Supplementary Charter dated 23rd April 2007 to the purpose of instructing children and young people in such subjects as may be thought eligible by fit and proper teachers;

AND WHEREAS Her Majesty Queen Victoria by Supplementary Charter dated 9th October 1894 (hereinafter referred to as the 'Supplementary Charter of 1894') made various grants and declarations by way of addition to the Original Charter of 1824;

AND WHEREAS His Majesty King George the Fifth by Supplementary Charter dated 24th January 1934 (hereinafter referred to as the 'Supplementary Charter of 1934') made various grants and declarations by way of addition to the Original Charter of 1824 and the Supplementary Charter of 1894;

AND WHEREAS Her Majesty Queen Elizabeth the Second by Supplementary Charter dated 24th October 1961 (hereinafter referred to as the 'Supplementary

Charter of 1961') made various grants and declarations by way of addition to the Original Charter of 1824, the Supplementary Charter of 1894 and the Supplementary Charter of 1934;

AND WHEREAS Her Majesty Queen Elizabeth the Second by Supplementary Charter dated 23rd April 2007 (hereinafter referred to as the "the Original Charter") made various grants and declarations by way of addition to the Original Charter of 1824, the Supplementary Charter of 1894, the Supplementary Charter of 1934 and the Supplementary Charter of 1961;

AND WHEREAS The Original Charter is unsuitable and inadequate for The Edinburgh Academy in that the objects of The Edinburgh Academy as laid down in the Original Charter are inadequate. By the said petition the Petitioners most humbly pray that We might be graciously pleased to grant a Supplementary Charter in order to modernise its constitutional provisions;

NOW THEREFORE, We having taken the said Petition into Our Royal Consideration by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion have granted and declared and by these Presents do for Us, Our Heirs and Successors grant and declare as follows:

1. The Original Charter of 1824, except insofar as it continues in force the incorporation of The Edinburgh Academy and the supplementary charters shall

be and are hereby revoked, but nothing in this revocation shall affect the legality or validity of any act, deed, or thing lawfully done or executed under the provisions of the said Charter and the supplementary charters.

2. The name, style and title by which the Body Corporate of the Proprietors of The Edinburgh Academy shall be known shall be "The Edinburgh Academy".
3. The property and assets of the Proprietors of The Edinburgh Academy as a Body Corporate shall be vest in The Edinburgh Academy as a Body Corporate.
4. The objects of The Edinburgh Academy shall be (1) the provision of education in Scotland and in particular at The Edinburgh Academy including all aspects of nursery, primary and secondary education and the provision of all facilities to achieve that; and thereafter (2) contributing to the educational life of Scotland in its widest sense; and (3) the provision of benefits related to the purposes of The Edinburgh Academy for those who may not be enrolled pupils at The Edinburgh Academy;
5. The Edinburgh Academy shall have the power to administer and manage the assets of The Edinburgh Academy in furtherance of the objects of The Edinburgh Academy. No power vested in The Edinburgh Academy, or vested in The Edinburgh Academy and exercisable at the discretion of the Court of Directors, by this deed or otherwise, shall be exercised so that the assets of The Edinburgh Academy shall be paid, held or applied other than for the objects of The Edinburgh Academy. In particular, but without limitation, in furtherance of the objects set out in paragraph 4, The Edinburgh Academy shall have the following powers:
 - (a) To retain, hold and realise property and investments made over to The Edinburgh Academy and to re-invest the assets of The Edinburgh Academy in the purchase or on the security of such heritable or real property, corporeal moveables, investments in certificated or uncertificated form, stocks, shares (including partly-paid shares), deposits and securities, real or personal (including bonds or securities payable to bearer) whether within the United Kingdom or abroad, including power to delegate the investment of the assets of The Edinburgh Academy on a wholly discretionary portfolio management basis, PROVIDED ALWAYS that such investments are reasonably prudent having regard to the charitable purposes for which the assets of The Edinburgh Academy are held;
 - (b) To charge fees at The Edinburgh Academy in such amounts as the Court of Directors may consider necessary;
 - (c) To appoint such teaching, administration and general staff with such salaries and subject to such conditions as the Court of Directors shall approve from time to time;
 - (d) To establish bursary and scholarship funds and to make such payments into and from such funds on such terms and conditions as the Court of Directors shall approve from time to time;
 - (e) To have registered in the name of a nominee any property from time to time forming part of the assets of The Edinburgh Academy and to pay reasonable fees to such nominee;
 - (f) To expend both capital and income of the assets of The Edinburgh Academy in insuring, putting and keeping in good repair, improving, restoring and replacing any property forming part of the assets of The Edinburgh Academy;
 - (g) To manage, administer and dispose of any property forming part of the assets of The Edinburgh Academy including developing such property and in the event of any of the assets of The Edinburgh Academy being sold, power to grant such warranties and indemnities and such counter indemnities and counter guarantees in support of such warranties and indemnities as may be required in connection with the sale in accordance with normal commercial practice in relation to the type of assets concerned but only to the extent of the assets of The Edinburgh Academy;
 - (h) To expend both capital and income of the assets of The Edinburgh Academy:
 - (i) for payment of all duties, rates, taxes, burdens and other charges payable in respect of any property forming part of the assets of The Edinburgh Academy or its income by The Edinburgh Academy; and
 - (ii) for any purposes which the Court of Directors judge to be necessary or desirable in furtherance of the objects of The Edinburgh Academy;
 - (i) To borrow and lend money on such terms and with or without such security as the Court of Directors thinks fit (including power to make loans

with or without interest) and to apply money so borrowed in accordance with their objects and powers. Power also to grant guarantees and to charge or grant security over the whole or any part of the property and assets (present and future) of The Edinburgh Academy by way of security for any sums borrowed by The Edinburgh Academy or for any other purpose in furtherance of The Edinburgh Academy's objects and powers or in support of any other obligation or liability whatsoever (present, future or contingent) of The Edinburgh Academy;

- (j) To begin or carry on or join or concur in the beginning or carrying on of any business for such period as the Court of Directors thinks fit and for these purposes to expend money out of the assets of The Edinburgh Academy or the income of it; to appoint or concur in appointing any person or persons other than an excluded person as after defined as managers, employees, or otherwise; to enter into any partnership or other agreement with any person other than an excluded person as after defined and to modify partnership or other conditions and, if entitled to control, joint control or supervision to exercise it only to such extent as the Court of Directors thinks fit; WHERE "excluded person" means a Director or any person connected with any Director as defined in Section 68 of the Charities and Trustee Investment (Scotland) Act 2005 or any provisions amending or replacing the same. No part of the assets of The Edinburgh Academy or the income of it shall be expended in exercise of this power otherwise than for the purposes of this Our Charter. The Directors shall be free from all personal responsibility in the event of loss arising from any business operations carried on in accordance with the powers given by this Our Charter;
- (k) To permit occupation, use or enjoyment of any moveable, or immovable property which for the time being forms part of the assets of The Edinburgh Academy on such terms or conditions and for such period as the Court of Directors thinks fit;
- (l) To promote or concur in the flotation or reconstruction of any company with limited liability including, but without limitation, any company to take over any business, company or concern carried on by The Edinburgh Academy or in which The Edinburgh Academy may be interested and to

subscribe for and hold the debentures, stocks, shares or other scrip or obligations of such new company or to accept the debentures, stocks, shares or other scrip or obligations of such reconstructed company in substitution for the debentures, stocks and shares or other scrip or other obligations held by The Edinburgh Academy prior to such reconstruction and to contribute to the expenses of such flotation, reconstruction;

- (m) To grant proxies in favour of any person to attend, act and vote for The Edinburgh Academy at all meetings of any company, corporation, trust or undertaking or in any bankruptcy proceedings in which The Edinburgh Academy may be interested as shareholders, stockholders, debenture holders or creditors of such company, corporation, trust, undertaking or bankruptcy;
- (n) To settle all disputed claims by or against the assets of The Edinburgh Academy including the power to sue and be sued, defend and be defended, plead and be impleaded;
- (o) To appoint any person other than an excluded person as defined in paragraph (j) hereof to be solicitors, accountants, stockbrokers, managers or agents for executing and carrying into effect the powers and purposes of The Edinburgh Academy and to allow to such solicitors, accountants, stockbrokers, managers or agents their usual charges;
- (p) To organise, advertise and pay the expenses of any appeal for donations to the assets of The Edinburgh Academy;
- (q) To pay any Director, for acting as such, remuneration (in addition to reimbursement of their or its proper expenses) without prejudicing the rights of such Director to resign as if they or it were a gratuitous trustee; Provided always that such payments are consistent with Section 67 of the Charities and Trustee Investment (Scotland) Act 2005 or any provision amending or replacing the same;
- (r) To reimburse Directors out of the assets of The Edinburgh Academy or its income for all expenses reasonably incurred by them in the administration of The Edinburgh Academy, without in any way prejudicing their rights, privileges and immunities as gratuitous trustees including the right to resign;

- (s) To at any time and from time to time (notwithstanding any rule of law to the contrary) to grant any power of attorney or mandate for the execution of all or any trusts, powers and discretions conferred on The Edinburgh Academy by this Our Charter such power of attorney or mandate to be exercisable by the Chairperson after approval of the Court of Directors;
- (t) To decide what represents capital and what represents income of the assets of The Edinburgh Academy and the proportion in which the expenses of The Edinburgh Academy are to be charged against capital and income, notwithstanding any rule of law to the contrary, and all similar questions which may arise in relation to this Our Charter;
- (u) In so far as more ample powers are not given by this Our Charter and without prejudice to paragraph 4(a) The Edinburgh Academy shall have the powers conferred on trustees by the Trust (Scotland) Acts 1921 and 1961 and by the Charities and Trustee Investment (Scotland) Act 2005 and by any Acts amending the same relating to trustees in Scotland which powers shall not be held to be at variance with the purposes or powers of this Our Charter;
- (v) To renounce irrevocably in whole or in part at any time and from time to time any power given to The Edinburgh Academy in order to comply with the requirements of HM Revenue and Customs, The Office of the Scottish Charity Regulator or any other regulatory authority;
- (w) To make the assets of The Edinburgh Academy available for purchasing and maintaining for each Director, insurance against any liability which might attach to them in respect of any negligence, default, breach of duty or breach of trust of which might, in their capacity as a Director, be liable together with all costs, charges and expenses which might be incurred by them in contesting any such liability or alleged liability provided always that the terms of such insurance comply with Section 68A of the Charities and Trustee Investment (Scotland) Act 2005 or any provision amending or replacing the same;
- (x) To act in concert, consult or make arrangements with any company, corporation, central government department, local or public authority, society, association or other agency, body, person or organisation now or hereafter constituted with a view to promoting any of the objects of The Edinburgh Academy;
- (y) To enter into partnership or joint venture or profit and/or loss sharing arrangement with any company;
- (z) To make experiments in connection with the furtherance of the objects of The Edinburgh Academy and to apply for or otherwise acquire and protect, prolong, renew, experiment upon, test and improve in any part of the world any inventions, patents, patent rights, brevets d'invention, trade marks, service marks, trade or brand names, designs, industrial designs, copyright, moral rights, licences, concessions, protections or similar rights which may appear likely to be advantageous or useful to The Edinburgh Academy, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money thereon;
- (aa) To apply for and hold all necessary permissions, licences and authorities which are necessary or desirable for or in connection with the carrying out of The Edinburgh Academy's activities;
- (bb) To fund research and appoint third parties to carry out research projects;
- (cc) To hold conferences, meetings, lectures and exhibitions for the consideration and discussion of matters concerning or affecting or incidental to the objects of The Edinburgh Academy and to issue reports of proceedings of conferences, meetings, lectures and exhibitions and generally to collect, collate, exchange and publish information and advice in furtherance of the objects of The Edinburgh Academy;
- (dd) To prepare, edit, print, publish, issue, acquire, sell and circulate (or to assist in the same) such books, papers, magazines, periodicals, gazettes, publications, circulars and other literary undertakings and films and other visual or audio aids as The Edinburgh Academy may think desirable for the promotion of its objects;
- (ee) To establish and maintain a library and collection of literature, films, recordings and other materials relating to all things connected with or incidental to any of the objects of The Edinburgh Academy;
- (ff) To grant, pay or provide or procure the grant, payment or provision of donations, allowances, pensions, emoluments or benefits including benefits on death to and to procure the establishment and maintenance of or participate in, or contribute to any non-contributory or contributory

pension or superannuation fund or arrangement or life assurance scheme or arrangement for the benefit of any persons who are employees or former employees of The Edinburgh Academy or of any company which at any time is or was a subsidiary of The Edinburgh Academy or to any of their relations, connections or dependants; to establish, put in place, subsidise, subscribe to or support or procure the establishment or subsidy of or subscription to any institution, associations, clubs, funds, schemes or trust calculated to be for the benefit of any such persons as aforesaid, and to make payments for or towards any insurances of or for the benefit of any such persons as aforesaid;

(gg) To terminate The Edinburgh Academy but We ordain that in the event of such termination the free assets of The Edinburgh Academy shall be used solely for the purpose of promoting education in Scotland in such way and manner as the Court of Directors shall direct, which direction shall ensure that such assets are applied for a charitable purpose under Section 7 of the Charities and Trustee Investment (Scotland) Act 2005 (or any provision amending or replacing the same) which is also regarded as a charitable purpose in relation to the application of the Taxes Acts and which direction shall be subject to the approval of Ourselves, Our Heirs and Successors.

6. The following Regulations shall apply to the government and direction of The Edinburgh Academy:

COURT OF DIRECTORS

- (1) The whole management of The Edinburgh Academy shall be in the hands of the Directors who shall be collectively designed as "the Court of Directors" (referred to in these Regulations as "the Court").
- (2) All deeds and other writings whatsoever affecting heritable or moveable property or rights in the name of The Edinburgh Academy shall be valid and effectual in all respects if signed by the Chairperson and any other Director.
- (3) The number of Directors shall be not more than twenty nor less than fifteen and shall consist of:
 - (a) the Chairperson, who shall be elected by the Directors,
 - (b) a Vice-Chairperson, who shall be elected by the Directors;

(c) up to two Directors elected by the Court following their nomination by either (a) the Council of The Edinburgh Academical Club or (b) the governing body of such other organisation as is from time to time designated by the Court as the alumni club of The Edinburgh Academy; and

(d) up to sixteen Directors elected by the Court.

APPOINTMENT AND ELECTION OF DIRECTORS

- (4) Subject to Regulations (5) and (6) all Directors shall be appointed for a period of four years and shall be eligible for re-election for a further period of four years.
- (5) The Chairperson, the Vice-Chairperson and the Chairmen of any Committee formed in accordance with Regulation (12) shall be appointed for a period of three years and shall be eligible for re-election for a further period of three years and the provisions of Regulation (4) shall not apply to any Director who is Chairperson or a Chairperson of any Committee at the date when they would otherwise have retired as a Director pursuant to Regulation (4).
- (6) No Director, appointed after the date of this amendment to the Royal Charter, may serve as a Director for more than twelve years in total.
- (7) Directors shall be appointed at a General Meeting of the Court convened and held pursuant to Regulation (24), providing that in the case of any vacancy occurring by death, resignation or otherwise at any other time, the Court, or the Council of The Edinburgh Academical Club in respect of the Directors appointed by it, shall have power to elect or nominate Directors to fill such vacancy and such election shall replace any new election in respect of such vacancy at the next General Meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- (8) The office of a Director shall be vacated if the Director:
 - (a) Is absent for three consecutive meetings of the Court without permission of the Court and the Court resolves that their office be vacated;

- (b) Is found guilty of a crime punishable by imprisonment or a crime of fraud or acts in a manner which in the opinion of the Court is likely to bring The Edinburgh Academy into disrepute;
- (c) Receives an unsatisfactory report from Disclosure Scotland;
- (d) Is disqualified from acting as a charity trustee pursuant to the Charities and Trustee Investment (Scotland) Act 2005;
- (e) Is found to be in breach of their fiduciary duties;
- (f) Is, or is may be, suffering from mental disorder and either:
 - (i) Is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, the Mental Health (Care and Treatment)(Scotland) Act 2003; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of any person to exercise powers with respect to their property or affairs; or
- (g) Becomes bankrupt or makes an arrangement or composition with their creditors; or
- (h) Is requested in writing by all the other Directors to resign.

DIRECTORS' INTERESTS

- (9) Directors shall promptly disclose to the Court at a meeting of the Court the nature and extent of any transaction or arrangement with The Edinburgh Academy to which they are, or may in the future be, a party or otherwise interested in, and the Clerk to the Court shall cause to be kept a record of such interests.
- (10) For the purpose of Regulation (9):
 - (a) a general notice given to the Court that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of person is interested shall be deemed to be a disclosure that the Director

has an interest in any such transaction of the nature and to extent so specified; and

- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an interest of theirs.
- (11) The Court shall adopt a policy in relation to Directors' conflicts of interest and such policy shall be reviewed on a regular basis and no less than once in each period of three consecutive calendar years.

DELEGATION OF DIRECTORS' POWERS

- (12) The Court may delegate any of its powers to any Committee consisting of Directors, the Bursar or the Rector. Any such delegation may be subject to such conditions as the Directors may impose.
- (13) The Court shall adopt bye-laws governing the constitution, terms of reference and powers of any committees established under Regulation (12) and matters reserved to the Court and such bye-laws shall be reviewed on a regular basis and no less than once in each period of three consecutive calendar years.

PROCEEDINGS OF THE DIRECTORS

- (14) The Court shall meet for the despatch of business as often as may be necessary and no less than four times in each calendar year.
- (15) Any Director or a member of a Committee of the Court may participate in a meeting of the Court, or such Committee, by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence at such meeting.
- (16) No business shall be transacted at any meeting of the Court unless a quorum is present throughout the meeting and five Directors present shall constitute a quorum.
- (17) Questions arising at a meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairperson shall have a second or casting vote.

- (18) A Director shall not vote in respect of any contract or arrangement or any other proposal whatsoever in which they have any material interest. A Director shall nevertheless be counted in the quorum at a meeting in relation to any resolution in which they are debarred from voting, PROVIDED that this Regulation (18) shall not apply to any proposal concerning insurance which the Court is empowered to purchase and maintain pursuant to the power contained in Paragraph 4(w). For the purposes of this Regulation (18), save in respect of any proposal put to the Court relating to the fees to be charged at The Edinburgh Academy where they shall be deemed to have a material interest, a Director shall not be considered to have a material interest in any contract, arrangement or proposal by reason only of them being a parent of a pupil at The Edinburgh Academy.
- (19) The Chairperson shall preside at all meetings of the Court but if at the meeting the Chairperson is not present within fifteen minutes after the time appointed for the meeting the Vice-Chairperson shall preside, and if the Vice-Chairperson is also absent the Directors present may choose one of their number to be Chairperson of the meeting.
- (20) All acts done by a meeting of the Court, or of a Committee of the Court, shall notwithstanding that it may afterwards be discovered that there was a defect in the appointment of any Director or that any of them was 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 Director and had been entitled to vote.

MINUTES

- (21) The Court shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of officers made by the Directors; and
 - (b) of all proceedings at meetings of the Court and of Committees of the Court, including the names of the Directors present at each such meeting.

CLERK TO THE COURT AND BURSAR

- (22) The Court shall appoint a Clerk to the Court and Bursar, who may be one and the same person on such terms and at such salary as the Court may

decide. The Bursar shall collect the fees and other revenues of The Edinburgh Academy and disburse the same in terms of instructions to be given to them by the Court.

- (23) The Clerk to the Court and Bursar shall keep such books and accounts relating to The Edinburgh Academy as the Court may instruct and which shall be audited by an Accountant to be appointed by the Court, both in accordance with any applicable statutory and regulatory requirements. The books and accounts shall at all reasonable times be open to inspection by the Court.

GENERAL MEETING OF THE COURT

- (24) A General Meeting of the Court shall be held once in each calendar year (within a period of not more than fifteen months after the holding of the last preceding General Meeting) on such day and at such time and place as the Court shall appoint. At such meeting the Bursar shall submit an abstract of their Accounts for the preceding year together with the Report by the Auditors thereon.
- (25) The provisions of Regulations (14) to (20) shall apply mutatis mutandis to the General Meeting.

INDEMNITY

- (26) Every Director, the Clerk to the Court and Bursar shall be entitled to be indemnified out of the assets of The Edinburgh Academy against all costs, charges, losses, expenses and liabilities incurred by them on behalf of The Edinburgh Academy and against any loss, costs and charges which they may incur or be put to in consequence of any act, matter or thing done or permitted by them in the execution of duties of their office including any liability incurred by them in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by them as an Officer of The Edinburgh Academy and in which decree or judgement is given in their favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part) or in which they are acquitted or in connection with any application under any statute for relief from liability in respect of such act or omission in which relief is granted to them by a court of competent jurisdiction.

FELLOWS

- (27) The Court, on the recommendation of the Chairperson, may from time to time, elect persons to be Fellows of The Edinburgh Academy where it is recognised that they have made a significant contribution to the furtherance of the objects of The Edinburgh Academy or have otherwise rendered benefits to The Edinburgh Academy. The election shall be made by the Court on the consent of the persons proposed for election being obtained. Such persons shall be entitled to designate themselves as Fellows of The Edinburgh Academy.
 - (28) A Register of Fellows shall be kept and shall be sufficient evidence of the facts therein set forth.
 - (29) The Court shall be entitled to remove a Fellows if the Court resolves that it is in the best interests of The Edinburgh Academy that such person is removed.
7. The Directors may at any time add to, amend or revoke the Original Charter of 1824 by way of Special Resolution at a meeting of the Court. Twenty one days' notice must be given of the meeting and the resolution must be passed by three quarters of the members of the Court whether or not they are personally present at the meeting. Where a Director is not present at the meeting, his or her vote

must have been intimated by the date and time of the commencement of the meeting. Such addition, amendment or revocation shall only become effective when approved by Us, Our Heirs or Successors in Council. A certificate under the hand of the Clerk of the Privy Council shall be conclusive evidence of such approval. This Article shall apply to the Original Charter of 1824, all Supplementary Charters and this Charter as added to, amended or revoked in this manner.

IN WITNESS whereof We have ordered the Seal appointed by the Treaty of Union to be kept and used in Scotland in place of the Great Seal of Scotland to be appended to these Presents.

GIVEN at Our Court at _____ the
 _____ day of _____ Two thousand and
 _____ in the _____ year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL