

Deed of Amendment

by

The Royal Bank of Scotland and Others;
the Trustees for the time being of The
Cattanach Charitable Trust

We, The Royal Bank of Scotland plc, having our Registered Office at 36 St. Andrew Square, Edinburgh EH2 2YB, The Right Honourable Joseph Paton Maclay, Bt, Duchal, Kilmacolm, Renfrewshire PA13 4RS, Frank William Fletcher, Solicitor, 21 Blythwood Square, Glasgow G2 4BL, William Watson Cockburn Syson FCIBS, 'Kilrymont', 6A Easter Belmont Road, Edinburgh EH12 6EX, Mrs. Mary Colette O'Reilly or Douglas Home, 25 India Street, Edinburgh EH3 6HE, Malcolm Borthwick, 8 Old Church Lane, Duddingston EH15 3PX, and Anne Catherine Houston, 20 Bellshaugh Lane, Kelvinside, Glasgow G12 0PE, the Trustees appointed by and acting under:

- (a) Deed of Declaration of Trust between Miss Phyllis Mary Cattanach, 'Kirkton', Grantown-on-Spey, Morayshire PH26 3NT and us the said The Royal Bank of Scotland plc and Others dated 29th and 30th October and 4th November, and registered in the Books of Council and Session on 17th November, all dates in the year 1992 ("the Trust Deed");
- (b) Deed of Assumption by us the said The Royal Bank of Scotland plc and Others, as Trustees *ut intus*, incorporating Minute of Resignation by Ronald Mansfield Barge, dated 20th June 1996 and subsequent dates and registered in the Books of Council and Session on 23rd August 1996;
- (c) Deed of Assumption by us the said The Royal Bank of Scotland plc and Others, as Trustees *ut intus*, incorporating Minute of Resignation by Charles Herbert Kenneth Corsar, LVO, OBE, TD, JP, DL, MA, dated 15th April 2000 and subsequent dates and registered in the Books of Council and Session on 12th June 2000;
- (d) Deed of Assumption by us the said The Royal Bank of Scotland plc and Others, as Trustees *ut intus*, incorporating Minute of Resignation by Adam Riddell Thomson, dated 9th December 2005 and registered in the Books of Council and Session on 23rd December 2005; and

- (e) Deed of Assumption by us the said The Royal Bank of Scotland plc and Others, as Trustees *ut intus*, dated 9th July 2007 and subsequent dates and registered in the Books of Council and Session on 1st November 2007;

WHEREAS:

1. The Trust Deed was granted prior to the enactment of the Charities and Trustee Investment (Scotland) Act 2005 (hereinafter, along with any statutory amendment or re-enactment thereof, referred to as “the Act”);
2. The Act effected significant changes in the regulation of charities in Scotland, including, *inter alia*, the introduction of a new charity test, which charities must satisfy in order to qualify for admission to, or retention on, the Scottish Charity Register;
3. The Office of the Scottish Charity Regulator (“OSCR”), the regulator now responsible in terms of the Act for maintenance of the Scottish Charity Register, has raised doubts as to whether those charities, established under the law as it was prior to the passing of the Act and whose constituent documents define their charitable activities by reference to the United Kingdom Taxes Acts (“the Taxes Acts”), meet the charity test introduced by the Act;
4. The Trustees now wish to amend the Trust Deed to ensure that the Trust meets the new charity test and remains recognised as a charity in Scotland, both by OSCR and by Her Majesty’s Revenue and Customs;
5. The Trustees have power to amend the Trust Deed, in terms of Clause FIFTEEN thereof:

NOW THEREFORE the Trustees, in exercise of the powers conferred on them by Clause FIFTEEN of the Trust Deed, hereby amend the Trust Deed in manner following:

1. The words “, insofar as agreed by the Trustees from time to time,” shall be inserted to read between the words “acting” and “on” in line eight (counting from the top of the page) on page one of the Trust Deed;

2. After Clause TWO of the Trust Deed there shall be inserted the following new Clause THREE: all subsequent Clauses of the Trust Deed shall be renumbered, and all references to Clause numbers elsewhere in the Trust Deed shall be interpreted, accordingly:

THREE In this Deed, references:

- (i) To a “charitable purpose” or to “charitable purposes” shall mean a charitable purpose or charitable purposes under section 7 of the Act, which is/are also regarded as a charitable purpose or charitable purposes in relation to the application of the Taxes Acts.” and
- (ii) To a “charity” or to “charitable organisations”, “charitable institutions”, “charitable associations” or “charitable trusts” shall mean a body or bodies on the Scottish Charity Register which is/are also regarded as a charity or as charities in relation to the application of the Taxes Acts.”

3. In Clause FOUR of the Trust Deed (now renumbered as Clause FIVE), lines one, on page two, to line seventeen, on page three, shall be deleted, and there shall be substituted therefor the following:

FIVE The purposes of the Trust shall, so far and so far only as they are charitable purposes, be the provision of public benefit in Scotland and elsewhere through: -

- (1) the prevention or relief of poverty,
- (2) the advancement of education,
- (3) the advancement of religion,
- (4) the advancement of health,
- (5) the saving of lives,
- (6) the advancement of citizenship or community development,
- (7) the advancement of the arts, heritage, culture or science,
- (8) the advancement of public participation in sport,
- (9) the provision of recreational facilities, or the organisation of recreational activities, with the object of improving the conditions of life for the persons for whom the facilities or activities are primarily intended,
- (10) the advancement of human rights, conflict resolution or reconciliation,

- (11) the promotion of religious or racial harmony,
- (12) the promotion of equality and diversity,
- (13) the advancement of environmental protection or improvement,
- (14) the relief of those in need by reason of age, ill-health, disability, financial hardship or other disadvantage,
- (15) the advancement of animal welfare, and
- (16) any other purpose that may reasonably be regarded as analogous to any of the preceding purposes.”

4. The words “for the purposes of Income tax” shall be deleted where they occur:
 - (i) in the second line of proviso (a) to Clause FOUR (now renumbered as Clause FIVE) on page five of the Trust Deed;
 - (ii) in the sixth line of proviso (c) to Clause FOUR (now renumbered as Clause FIVE) on page five of the Trust Deed; and
 - (iii) in the eighth and ninth lines of Clause FIVE (now renumbered as Clause SIX) on page six of the Trust Deed.

5. The words “and subject to compliance with sections 67 and 68 of the Act” shall be inserted after the words “(if any),” where they occur in line three of Clause TWELVE (now renumbered as Clause THIRTEEN); and the word “her”, where it occurs in line seven of this Clause, being the third line from the top of page nine of the Trust Deed, shall be deleted and the word “her’s” substituted therefor.

6. Save as amended hereby, the Trustees confirm the terms of the Trust Deed in all respects: IN WITNESS WHEREOF

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by

**The Royal Bank of Scotland and
Others, as Trustees ut intus**

2008

Re: The Cattanach Charitable Trust

**Bird Semple
Private Client Solicitors
21 Blythswood Square
Glasgow G2 4BL**