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Books of Council and Session

Extract Registered 5 March 1996

DEED OF TRUST

by

THE VERY REVEREND ALLAN
MACLEAN of DOCHGARROCH,
YOUNGER and OTHERS

MURRAY BEITH MURRAY
EDINBURGH

FAS 4966

AT EDINBURGH the Fifth day of March Nineteen hundred and ninety Six the Deed hereinafter reproduced was presented for registration in the Books of the Lords of Council and Session for preservation and is registered in the said Books as follows :-

DEED of TRUST

by

THE VERY REVEREND ALLAN MACLEAN of DOCHGARROCH, YOUNGER, President of the Clan Maclean Association, residing at The Rectory, Ardconnel Terrace, Oban, Argyll, PA34 5DJ



MRS DETTA MARGARET MACLEAN, Secretary of the Clan Maclean Association, residing at Twelve Elie Street, Glasgow, G1 1 5HJ

and

ANDREW DUART MACLEAN, Treasurer of the Clan Maclean Association, residing at P.O. Box 482, Glasgow, G2 7BY

(together hereinafter referred to as "the Trustees")

WHEREAS the Trustees hold certain funds on behalf of the Clan Maclean Association (hereinafter referred to as "the Association") for certain purposes associated therewith and it has been resolved by the Association to establish with the said funds a trust to be known as the Clan Maclean Heritage Trust (hereinafter referred to as "the Trust") with the charitable purposes hereinafter set forth; AND WHEREAS it is desirable that the charitable purposes of the Trust, the powers and duties of the Trustees to act hereunder and other relevant matters should be set forth in writing; NOW THEREFORE the Trustees HEREBY APPOINT as Trustees of the Trust THE HONOURABLE SIR LACHLAN HECTOR CHARLES MACLEAN of DUART and MORVERN, Baronet, residing at Arngask, Glenfarg, Perthshire, and his successors as hereditary Chief of the Clan Maclean ex officio, and the said The Very Reverend Allan Maclean of Dochgarroch, Younger, and his successors as President of the Association ex officio (who and the survivor of them and any other person or persons who may hereafter be appointed or assumed as an additional Trustee or Trustees in terms of the provisions hereunder and their successors in office are hereinafter referred to as "the Trustees"); and the Trustees HEREBY DECLARE that the said funds, together with all further donations, legacies and other monies and' property, heritable and moveable, real and personal, which may hereafter accrue, be paid, transferred or issued to or acquired or accepted by the Trustees in their capacity as Trustees foresaid, and all investments and other assets from time to time representing the same, together also with all income arising therefrom (all hereinafter being referred to as "the Trust Fund") shall be held by the Trustees in trust for the following purposes:-

(FIRST)/

(FIRST) The Trustees shall pay out of income or capital as they may decide the expenses of setting up and administering the Trust hereby created.

(SECOND) The Trustees shall out of the Trust Fund meet all taxes and duties of every kind which may be chargeable at any time against or in respect of the capital or income of the Trust Fund or any part thereof, and for which the Trustees may be or may become liable.

(THIRD) The Trustees shall hold the Trust Fund and the free annual income thereof to pay or apply the same at such time or times and in such amounts as they may determine in their sole discretion for such purposes as are recognised to be charitable in law within the meaning of Section 505 of the Income and Corporation Taxes Act 1988 or any Act amending or replacing the same, but in particular and without prejudice to the foregoing generality, the purpose of promoting and advancing the education of the public in the history, traditions and music of the Clan Maclean (hereinafter referred to as "the Clan");

And for the purpose of furthering the foregoing purposes but not otherwise, the Trustees shall be entitled to:-

(a) acquire by purchase, lease or otherwise, restore, preserve and maintain for the public benefit buildings and properties, including associated land, connected to the Clan;

(b) acquire by purchase, lease, hire or otherwise, restore and preserve artifacts, relics and other objects or corporeal moveables of public interest, including works of art, poetry, music and antiquity, connected to the Clan and documents, books, pictures, photographs and other material of an educational nature recording or relating to the history and traditions of the Clan and its branches;

(c) prepare and publish literature of all types, films, or recordings in relation to the history and traditions of the Clan;

(d) carry out research into, correlate and publish Clan genealogies and histories and compile and maintain a Roll of Clan members which shall be available for inspection by the public;

(e) acquire and maintain suitable accommodation in which all such artifacts, relics, works of art, documents, books, pictures, photographs and other material and objects or corporeal moveables may be preserved and made available for inspection by the public, such acquisition to take place either by means of purchase or by lease or by virtue of any other arrangements as the Trustees in their absolute discretion think fit;

(f) provide residential accommodation on terms determined from time to time by the Trustees for members of the public whether from the United Kingdom or overseas who wish to increase their knowledge of the Clan, its history and traditions; and

(g)/

(g) do all other lawful things as are necessary or desirable in the opinion of the Trustees for the attainment of the foregoing purposes.

(FOURTH) The Trustees shall have power in their discretion to accumulate the Trust income in whole or part for a period of twenty one years from the date hereof;

(FIFTH)(i) Should the Trust Fund be reduced at any time to an amount which in the opinion of the Trustees is such that the purposes of this Trust cannot usefully be carried on, or if, at any time, the Trustees in their own absolute discretion are of the opinion that the purposes of this Trust shall fail or shall otherwise become incapable of fulfilment or can be better achieved in some other manner, or if for any other reason the Trustees shall consider it expedient that this Trust shall be wound up, the Trustees shall be entitled to transfer the whole income or capital of the Trust Fund or any part thereof to such other charitable body or bodies, fund or funds whether they are situated or established in Scotland or elsewhere in the United Kingdom as the Trustees in their sole discretion consider fit and proper having regard to the purposes for which this Trust has been established; and

(ii) Without prejudice to the foregoing, the Trustees shall have power in their sole discretion as they shall consider fit and proper in carrying out the purposes of this Trust, at any time or times to transfer, pay or make over any part or parts of the Trust Fund or the income thereof to any other charitable body or bodies, fund or funds whether they are situated or established in Scotland or elsewhere, in the exercise of such power the Trustees having regard always to the purposes for which this Trust has been established;

(SIXTH) It is hereby specifically declared and provided that the Trustees shall be prohibited from exercising their powers (a) other than for charitable purposes within the meaning of Section 505 of the Income and Corporation Taxes Act 1988 or any other Act amending or replacing the same or (b) in such manner as to benefit directly or indirectly any person who has contributed to the Trust Fund or any spouse of any such person, other than as reasonable remuneration or in fair payment for services rendered to, or goods or rights received by, the Trustees.

(SEVENTH) The following provisions shall govern the resignation, appointment and removal of Trustees and other matters relating to the Trustees:-

(a) there shall at all times be at least three Trustees in number, and any vacancy in their number shall be filled as soon as conveniently may be and the other Trustees in office during such vacancy shall use their best endeavours to that end; declaring however that until such time as the vacancy is filled and provided that the number of Trustees/

Trustees has not fallen below two, the Trustees shall continue to have all the powers, authorities and discretions hereby or by law or Statute conferred upon the Trustees notwithstanding the said vacancy in their number, but should the number of Trustees fall below two at any time the remaining Trustee shall have power solely to appoint new Trustees in terms of the provisions hereunder;

(b) the hereditary Chief of the Clan from time to time in his capacity as a Trustee ex officio of the Trust shall have the right to nominate one Trustee of the Trust, to determine the period of nomination of such Trustee, to remove such Trustee from office and to nominate another person as Trustee in his place;

(c) the Council of the Association shall have the right to nominate two Trustees of the Trust, to determine the respective periods of nomination of such Trustees, to remove such Trustee or Trustees from office and to nominate another person or persons as a Trustee or Trustees in his or their place;

(d) the Trustee or Trustees ex officio of the Trust and any Trustees appointed or assumed following nomination in terms of the foregoing parts (b) and (c) of this clause shall have the power to assume any person or persons (including a person previously nominated as a Trustee, whose period of nomination has ended) as an additional Trustee or Trustees, and to remove such Trustee or Trustees from office and to appoint another person or persons as Trustee or Trustees in his or their place; the exercise of such powers by such Trustees shall require the agreement of not less than two thirds of their total number;

(e) the Trustees shall have power to determine in their sole discretion that a person otherwise entitled to act as a Trustee ex officio is subject to incapacity so that such person shall not be and not act as a Trustee; in such event and during such incapacity of such Trustee ex officio as determined by the remaining Trustees any right of such Trustee ex officio to nominate and remove a Trustee of the Trust in terms of part (b) of the foregoing provisions shall vest in the Council of the Association; and

(f) a Trustee resigning or removed from office shall be bound to do all such acts and execute all such deeds as may be required to give full legal effect to his resignation or removal from office.

(EIGHTH) In order that they may carry out the purposes of the Trust, the Trustees shall have in addition to all the powers, privileges and immunities conferred and which may be conferred by law or statute upon gratuitous trustees in Scotland, the fullest powers of and in regard to retention, realisation, investment, appropriation, management/

management, and division of Trust Fund as if they were absolute beneficial owners and not merely trustees; and shall have power to do everything they may consider necessary or expedient for the administration of the Trust; and in particular and without prejudice to these general powers the Trustees shall have power:-

- (1) To make grants out of the income or capital of the Trust Fund or to lend the Trust Fund or any part thereof, with or without security, and subject to such terms and conditions as the Trustees in their sole discretion decide;
- (2) To borrow money on such terms as to interest, repayment or otherwise as the Trustees think fit and whether on the security of the Trust Fund or without security;
- (3) To retain, sell or purchase the Trust Fund or any part thereof; to construct, maintain, add to, restore, replace, renew, rebuild, furnish, equip and alter any building, works, erections, land or property (heritable and moveable, real and personal); to grant, vary and terminate leases and rights of tenancy or occupancy; to pay and discharge any rents, rates taxes and costs of insurance, improvements repairs or other outgoings payable in respect of the property held subject to the Trust hereby created.
- (4) To purchase, take on lease, sell, let or borrow on the security of heritable property in Scotland or real property elsewhere; and to administer and manage any heritable or real property forming part of the Trust Fund, and to repair, maintain, renew and improve the same; ,
- (5) To invest the Trust Fund in stocks and shares (including partly-paid shares) of any description, deposits and securities, unit trusts and generally any investments or securities of any company, undertaking or body incorporated or carrying on business in any part of the world, and to sell, vary and transfer any such investments and securities;
- (6) To effect and acquire policies of insurance of whatever description and pay the premiums thereon;
- (7) To organise, advertise and pay the expenses of any appeal for donations to the Trust Fund, and to issue periodical reports of the work of the Trustees;
- (8) To open current or deposit accounts with any Bank and to make such arrangements for the operation of such accounts as the Trustees in their absolute discretion think fit and without being liable for any loss occasioned thereby including without prejudice to the foregoing generality arrangements as to the number of Trustees to be required to sign cheques drawn thereon and as to any maximum sum which may be withdrawn at any one time on such signature;

- (9) To set up and hold separate Funds within the Trust for such specific purposes compatible with the Trust purposes, as the Trustees in their discretion may decide.
- (10) To decide whether any monies or investments or other assets, coming into their hands are to be treated as capital or income without regard to whether they were considered to be capital or income before they came into their hands;
- (11) To dispense with apportionment of all kinds and in their sole discretion to charge all business charges and commissions against income, even if such charges and commissions relate to capital;
- (12) To allow the Trust Fund or any part thereof to be registered in the names of or held or the documents of title to be held by any person, firm, corporation or other body as nominee of the Trustees;
- (13) To make, vary and revoke regulations for the following purposes:-
- (a) the time, place, method of calling and quorum for meetings of Trustees;
 - (b) the appointment of a Chairman or equivalent person;
 - (c) the appointment of committees, boards, management and advisory teams and other bodies for general purposes or for any particular purpose;
 - (d) the custody of money, deeds, securities and documents;
 - (e) generally as to the conduct of business by the Trustees and the management of the Trust Fund;
- (14) To employ and to pay a warden of any Trust property, a secretary, and such other staff as may from time to time be expedient and to enter into Service Agreements and arrange and provide pensions and retirement benefits for any person so employed and his dependants; PROVIDED THAT if a Trustee shall be employed as agent or servant in any such capacity he shall not in his capacity as Trustee have power to vote on or otherwise have any say in his conditions of service or the emoluments attaching thereto in relation to his employment, nor shall he have any right to attend at meetings of the Trustees to consider these matters;
- (15) To collect and receive donations (whether periodical or otherwise) as they think fit;
- (16) To decide to what extent and for what purpose or purposes monies are to be applied under this Deed and in what manner howsoever the same are to be applied whether by way of outright grant or long or short term loans secured or unsecured at any or no interest and subject in any event to any or no conditions;
- (17) Revocably to delegate any power or powers of administering this Trust or of making, managing, realising or otherwise dealing with any investment or deposit, or other asset comprised in the Trust Fund to any person or persons upon such terms as/

as to remuneration or otherwise as the Trustees may think fit and no Trustee shall be responsible for the default of any agent if the Trustee in question employed him in good faith;

(18) To reimburse the Trustees out of the Trust Fund for all expenses reasonably incurred by them in connection with the administration of the Trust without in anyway prejudicing their rights, privileges and immunities as gratuitous Trustees including the right to resign;

(19) To enter into any transaction concerning the Trust Fund even if one or more of them has or have some interest in such transaction other than as one of the Trustees PROVIDED THAT no such transaction shall be authorised unless at least one of the Trustees has no such interest in such transaction and shall have been advised by professional advisers competent to consider the nature of such transaction that its terms are such as would be appropriate to a transaction between persons acting at arms length;

(20) To make such charges for admission by the general public and others as the Trustees consider appropriate, to commission, publish, distribute and sell books, pamphlets and other publications or educational material, and to provide, organise, manage, promote and sponsor various functions, including exhibitions, seminars, lectures and tours which are conducive to the advancement of education, all such powers to be exercised having regard to the charitable trusts upon which the Trust Fund is held;

(21) If at any time it shall appear to the Trustees that either by reason of changes in the law affecting the administration of charitable or other trusts or of changes in social, scientific, educational or political conditions or by reason of any defect or omission in the preceding provisions of this Deed it would conduce to the better administration of the Trust hereby created that the Trustees should possess or be invested with any further or other administrative powers which the Trustees do not or may not now possess it shall be lawful for the Trustees by Deed or Deeds, revocable or irrevocable, to supplement or alter or amend the provisions of this Deed to such extent (but to such an extent only) as may in the opinion of the Trustees be requisite for the purpose of conferring on the Trustees such further or other administrative powers; Provided always that nothing in this clause shall authorise or be deemed to authorise any departure from or modification of the primary trust hereby created, or the application of any part of the Trust Fund or the income thereof otherwise than in conformity with the Trust hereby created or for any purpose which is not exclusively charitable.

(22)

(22) To renounce irrevocably for themselves and their successors in office in whole or in part at any time and from time to time any of the foregoing powers in this clause as if the same were vested in them beneficially and not as Trustees.

(23) To appoint solicitors or agents in any other professional capacity, even of their own number, and to pay them the usual professional remuneration;

(NINTH) Save as hereinbefore expressly provided, the Trustees shall be prohibited from exercising their powers in such manner as to benefit directly or indirectly any of the Trustees; provided that this clause shall not present a Trustee from holding office or being a shareholder and having previously declared such interest in a public or private company, with which the Trustees may contract, deal or otherwise intromit.

(TENTH) The Trustees shall not be liable for depreciation in the value of any investments made by them or received and retained by them nor for omissions or errors in judgement nor for neglect in management, nor for the insolvency of debtors, nor for the acts, omissions, neglect or default of each other or of any agents employed by them.

(ELEVENTH) It is hereby declared that this Trust is irrevocable

(TWELFTH) This Trust shall be construed and regulated according to the law of Scotland: IN WITNESS WHEREOF these presents typewritten on this and the seven preceding pages are subscribed by us the Very Reverend Allan Maclean of Dochgarroch, Younger, President of the Clan Maclean Association, Mrs. Detta Margaret Maclean, Secretary of the Clan Maclean Association, and Andrew Duart Maclean, Treasurer.-of the Clan Maclean Association, all together at Glasgow on the Eighth day of February, Nineteen..Hundred and Ninety Six in the presence of this witness Ivy Annette Johnston, Secretary, of Forty Gilmour Avenue, Hardgate, Clydebank, G81 6AW.

I. A. Johnston

Allan Maclean of Dochgarroch yr

Detta Maclean
[Signature]

EXTRACTED by me having commission to that effect from the
Keeper of the Registers of Scotland.

T. M. [Signature]