

BAIRD TRUST REORGANISATION BILL

EXPLANATORY NOTES

(AND OTHER ACCOMPANYING DOCUMENTS)

CONTENTS

1. As required under Rule 9A.2 of the Parliament's Standing Orders, the following documents are published to accompany the Baird Trust Reorganisation Bill introduced in the Scottish Parliament on 27 October 2004:

- Explanatory Notes;
- a Promoter's Statement; and
- the Presiding Officer's Statement on legislative competence.

A Promoter's Memorandum is printed separately as SP Bill 27-PM.

2. In addition to the accompanying documents published by the Parliament (referred to in paragraph 1 above), one other accompanying document (an Assigment of Copyright/Licensing Agreement under Rule 9A.2.3(e)) is published separately by the promoter.

EXPLANATORY NOTES

INTRODUCTION

3. These Explanatory Notes have been prepared by Brechin Tindal Oatts (Solicitors) on behalf of the promoter, the Trustees of the Baird Trust, in order to assist the reader of the Baird Trust Reorganisation Bill and to help inform debate on it. They do not form part of the Bill and have not been endorsed by the Parliament.

4. The Notes should be read in conjunction with the Bill. They are not, and are not meant to be, a comprehensive description of the Bill. So where a section does not seem to require any explanation, none is given.

THE BILL

5. The Baird Trust is a charity incorporated as a body corporate with perpetual succession under the Baird Trust Order Confirmation Act 1939. The 1939 Act was amended by the Baird Trust Order Confirmation Act 1957 and the Baird Trust Order Confirmation Act 1971.

6. The Trustees have concluded that it is in the best interests of the Trust to transfer the property rights, interests and liabilities of the Baird Trust to a successor charitable company limited by guarantee and thereafter to dissolve the body corporate known as The Baird Trust.

7. The Bill is necessary to effect this transfer and dissolution.

COMMENTARY ON SECTIONS

8. Section 1(1) transfers the property, rights, interests and liabilities of the existing Baird Trust (“the transferor”) to a new company limited by guarantee, also known as The Baird Trust (“the transferee”).

9. Section 1(2) provides that the transfer applies despite any provision that would otherwise prevent, penalise or restrict the transfer. This is a precautionary measure to ensure that the provisions of the Act will supersede any previous provisions, though the Trustees are not aware of any such previous provisions.

10. Section 1(3) provides that the transfer is subject to the provisions of section 2, which provide that the Transfer of Undertakings (Protection of Employment) Regulations 1981 will apply. That is, any employees of the transferor prior to the transfer will be employees of the transferee after the transfer takes place and the legislation regulating such changes will apply.

11. Section 3 and section 6(3) together provide that the transferor is dissolved and that the Baird Trust Order Confirmation Acts 1939, 1957 and 1971 are repealed, all with effect from the first anniversary of Royal Assent.

12. Section 4(1) substitutes references to the transferee for references to the transferor in existing contracts and enactments.
13. Section 4(2) dispenses with the need for delivery, possession or intimation as regards the transfer of any property, right, interest or liability from the transferor to the transferee.
14. Section 4(3) provides that the Bill may be referred to for the purposes of deduction of title or notices of title in respect of any property. That is, when the transferee must formally describe its right to hold title over the Trust's property it may refer to the Bill as the document which formally vests title in the transferee.
15. Section 4(4) provides that any current legal proceedings can continue.
16. Section 5 defines the transferor and the transferee.
17. The effect of section 6(2) and (3) is that section 6 will come into force when the Bill receives Royal Assent, sections 1, 2, 4 and 5 will come into force 30 days after Royal Assent and section 3 will come into force on the first anniversary of Royal Assent.

PROMOTER'S STATEMENT

NOTIFICATION TO PERSONS WITH INTEREST IN HERITABLE PROPERTY

18. The Trust owns heritable property in Glasgow and the effect of the Bill will be to vest ownership in that property in the transferee. Accordingly Rule 9A.2.3(d)(i) of the Parliament's Standing Orders applies. Notice of the Bill was sent by recorded delivery on 25 October 2004 to all persons whom the promoters know to have an interest (whether by virtue of the Trust owning property in common with the person, being the person's superior or being the person's landlord) in the heritable property owned by the Trust. The standard form of notice sent to such persons is reproduced at Annex 1 to this statement.

NOTIFICATION TO AND CONSENT FROM MEMBERS ETC.

19. The Trust is a body corporate established by the Baird Trust Order Confirmation Act 1939. Rule 9A.2.3(d)(ii) of the Parliament's Standing Orders therefore applies.

20. Consent for the promotion of the Bill was obtained by a Resolution considered at a meeting of the Trustees duly convened and held on 15 October 2003. Notice of that meeting was sent to all the Trustees and the notice specified the intention to propose the following Resolution:

“That the Trustees promote a Bill in the Scottish Parliament to provide for the transfer of the property rights, interests and liabilities of The Baird Trust (“the Current Trust”) to a

company limited by guarantee also known as The Baird Trust; to dissolve the Current Trust; and to repeal the Baird Trust Order Confirmation Acts 1939, 1957 and 1971.”

21. At the meeting held on 15 October 2003 the above Resolution was passed unanimously.

NOTIFICATION TO AND CONSENT FROM BODIES AFFECTED

22. The Bill does not contain any provisions conferring powers upon or modifying the constitution of any body corporate or unincorporated association named in the Bill but not being the promoters. Accordingly Rule 9A.2.3(d)(iii) of the Parliament’s Standing Orders does not apply.

ADVERTISEMENT OF INTENTION TO INTRODUCE THE BILL

23. Notice of the intention to introduce the Bill was published in the Herald and the Scotsman on 18 October and 25 October 2004 and has been displayed from 11 October 2004 in all Scottish Parliament partner libraries. The text of the notice is reproduced at Annex 2 to this statement.

OTHER ACCOMPANYING DOCUMENTS

24. The document mentioned in paragraph 2 above may be inspected or purchased (for 8p per page) at the following premises:

- The Baird Trust, 182 Bath Street, Glasgow, G2 4HG,
- Brechin Tindal Oatts, Solicitors, 48 St Vincent Street, Glasgow, G2 5HS.

25. Other documents relevant to the Bill, but which are not accompanying documents (the only documents in this category being the Baird Trust Order Confirmation Acts 1939, 1957 and 1971 and the Memorandum and Articles of Association of The Baird Trust, the proposed successor company) may also be inspected or purchased at the above addresses.

26. On 25 October 2004, the following statement was made:

“We, Brechin Tindal Oatts, on behalf of the Trustees of the Baird Trust, hereby undertake to send copies of the accompanying documents for the Baird Trust Reorganisation Bill not published by the Parliament, together with any other documents relevant to the Bill submitted to the Parliament on or after introduction, to the premises determined by the Presiding Officer for the purpose of Rule 9A.4.2.”

27. All of the above documents will therefore also be available for inspection at all Scottish Parliament Partner Libraries.

PROMOTER’S UNDERTAKING TO PAY COSTS

28. On 25 October 2004, the following statement was made:

These documents relate to the Baird Trust Reorganisation Bill (SP Bill 27) as introduced in the Scottish Parliament on 27 October 2004

“We, Brechin Tindal Oatts, on behalf of the Trustees of the Baird Trust, hereby undertake to pay any costs that may be incurred by the Scottish Parliamentary Corporate Body during the passage of the Baird Trust Reorganisation Bill in respect of the matters determined by that Body under Rule 9A.2.3(d)(vi) of the Parliament’s Standing Orders.”

ANNEXES: FORM OF NOTICES SENT TO PERSONS AFFECTED AND NEWSPAPER NOTICES ETC.

Annex 1: Text of notices sent to persons with an interest in heritable property affected by the Bill

Dear [Sir / Madam]

The Baird Trust Reorganisation Bill

We understand that you are the owner, or agent for the owner, or are a tenant of property in which The Baird Trust holds an interest. The Baird Trust either owns property in common with you, or is your superior, or your landlord. The Baird Trust proposes to transfer, amongst other matters, its interests in property to a successor body and therefore, after any such transfer, it is the successor body that will own property in common with you, or be your superior, or your landlord.

The purpose of this letter is to inform you that the Trustees of The Baird Trust intend to introduce a Private Bill, the Baird Trust Reorganisation Bill, into the Scottish Parliament on or around 27 October 2004, and of the procedures involved should you wish to seek further information regarding the Bill, the parliamentary process to which it will be subject, or how to lodge an objection to the Bill.

The purpose of the Bill is to transfer the property, rights, interests and liabilities of the existing Baird Trust (a Scottish Charity) to a new charitable company limited by guarantee. The reason for this is to simplify the Trust's structure, and to generally update the Trust’s constitution to ensure the proper regulation and administration of the Trust in compliance with charity law. The work of the Trust, and the range of beneficiaries they support, will not change.

The day after the Bill is introduced in the Parliament it will be published by the Parliament together with the following documents:

- Explanatory Notes;
- Promoter's Memorandum;
- Promoter's Statement;
- Statement by the Presiding Officer of the Parliament on the legislative competence of the Bill.

From the day after introduction, the Bill and the above documents will be available on the Parliament's website (www.scottish.parliament.uk, go to “Parliamentary Business” and then “Bills”). In addition, copies of the Bill and all of the accompanying documents will

be available for inspection at all of the Parliament's partner libraries. For your nearest partner library visit the Parliament's website, your local library or contact the Private Bills Unit, The Scottish Parliament, Edinburgh, EH99 1SP (0131 348 6789, private.bills@scottish.parliament.uk).

Copies of the Bill, and those accompanying documents published by the Parliament, will be available for sale from Blackwell's Bookshop, South Bridge, Edinburgh EH1 1YS (0131 622 8283). All remaining accompanying documents and other documents relevant to the Bill, will be available for inspection or purchase (for 8p per page) at the Baird Trust, 182 Bath Street, Glasgow G2 4HG and Brechin Tindal Oatts, Solicitors, 48 St Vincent Street, Glasgow, G2 5HS.

Once the Bill has been introduced into the Parliament, it will be subject to a three Stage process where it will be considered in detail, both by a specially established Private Bill Committee and by the full Parliament. During the Bill's consideration by the Committee, it can hear evidence directly from objectors to the Bill.

Should you wish to object to the Bill, you will have 60 days to do so. The objection period commences at the beginning of the day after the date of introduction of the Bill and ends at 5.00 p.m. on the sixtieth day after the date of introduction. Objections must be lodged with the Private Bills Unit (address above). The enclosed leaflet gives information on the Private Bill process and, in particular, the objection process. A copy of the Parliament's Private Bill guidance, which explains in greater detail the procedures involved in the Private Bill process, is available for inspection from the Parliament partner libraries. The guidance is also available on the Parliament's website (www.scottish.parliament.uk, go to "Parliamentary Business" and then "Parliamentary Procedure").

If you are wishing to lodge an objection, you will require to conform to the admissibility criteria set out in the Parliament's Standing Orders (its rules of procedure). Objections are required to:

- be signed (where applicable, by a person duly authorised and showing that person's position or designation) and dated;
- be in English;
- be printed, typed or clearly hand-written;
- set out clearly the name, address and, where available, other contact details of the objector (telephone, email and fax) (see below for additional information in relation to this);
- explain whether the objection is against the whole Bill or only to certain provisions (in which case these should be clearly identified) (see below for additional information in relation to this);
- set out clearly the nature of the objection i.e. why the objector opposes the Bill for example, the proposed acquisition of an objector's property; noise and vibration associated with a proposed new transport scheme;

These documents relate to the Baird Trust Reorganisation Bill (SP Bill 27) as introduced in the Scottish Parliament on 27 October 2004

- specify how the objector's interests would be adversely affected by the Bill, for example, because of anticipated loss of earnings or reduction in property values; adverse impact on employment or business; loss of amenity etc;
- be accompanied by the lodging fee (currently £20, cheques should be made payable to "The Scottish Parliament").

It is important that an objection states clearly whether it is against the whole Bill or to certain identified provisions. In either case (an objection can be against the whole Bill as well as certain provisions) the objection must clearly show how the objector will be adversely affected.

At the conclusion of the objection period, the clerks in the Private Bills Unit will check all objections for admissibility. Once this is done, a letter will be issued to each objector and a copy of each admissible objection will be made available for inspection in each partner library and posted on to the Parliament's website. Should you not wish all, or any, of your contact details to be made available on the website, then you must inform the clerks of this at the time you are objecting. They will then delete this from the web version of that objection but not from the copies placed in the partner libraries for inspection (this version will be useful to objectors in identifying each other should they wish to enter into dialogue where there are objections of a similar nature).

For further details on the Private Bill process and, in particular, the objection process, please contact the Private Bills Unit. For further details on the subject matter of the Bill please contact Brechin Tindal Oatts, Solicitors, 48 St Vincent Street, Glasgow, G2 5HS, who are acting on behalf of the promoters of the Bill, the Trustees of The Baird Trust.

Yours faithfully,
Brechin Tindal Oatts

Annex 2: Text of public notice of intention to promote the Bill

Notice of proposed Private Bill

The Trustees of The Baird Trust (a Scottish Charity) intend to introduce a Private Bill, the Baird Trust Reorganisation Bill, into the Scottish Parliament on or around 27 October 2004.

The purpose of the Bill is to transfer the property, rights, interests and liabilities of the Trust to a new charitable company limited by guarantee. This is to simplify the Trust's structure, and to update the constitution to ensure the proper regulation and administration of the Trust in compliance with charity law. The work of the Trust, and the range of beneficiaries they support, will not change.

When it is introduced in the Parliament, the Bill will be accompanied by the following documents:

- Explanatory Notes*;

These documents relate to the Baird Trust Reorganisation Bill (SP Bill 27) as introduced in the Scottish Parliament on 27 October 2004

- Promoter's Memorandum*;
- Promoter's Statement*;
- Statement by the Presiding Officer of the Parliament on the legislative competence of the Bill*;
- Assignment of copyright and licensing agreement.

From the day after introduction, the Bill and the documents marked with an asterisk will be available free of charge on the Parliament's website (www.scottish.parliament.uk) and for sale from Blackwell's Bookshop, South Bridge, Edinburgh EH1 1YS (0131 622 8283). The document not marked with an asterisk, and other documents relevant to the Bill, will be available for inspection or purchase at the Baird Trust, 182 Bath Street, Glasgow G2 4HG and Brechin Tindal Oatts, Solicitors, 48 St Vincent Street, Glasgow, G2 5HS. All of the above documents will also be available for inspection at all Parliament partner libraries. For your nearest partner library visit the Parliament's website, your local library or contact the Private Bills Unit, The Scottish Parliament, Edinburgh, EH99 1SP (0131 348 6789, private.bills@scottish.parliament.uk).

There is a 60 day period for objections that starts the day after the Bill is introduced. Objections must be accompanied by a lodging fee of £20 and lodged with the Clerks at the Private Bills Unit (address above) from whom additional information, including details of admissibility criteria for objections, detailed guidance about procedures and an information leaflet for objectors, can be obtained.

Additional information about the content of the Bill may be obtained from Brechin Tindal Oatts at the address above.

PRESIDING OFFICER'S STATEMENT ON LEGISLATIVE COMPETENCE

29. On 22 October 2004, the Deputy Presiding Officer (Murray Tosh MSP) made the following statement:

“In my view, the provisions of the Baird Trust Reorganisation Bill would be within the legislative competence of the Scottish Parliament.”

*These documents relate to the Baird Trust Reorganisation Bill (SP Bill 27) as introduced in the
Scottish Parliament on 27 October 2004*

BAIRD TRUST REORGANISATION BILL

EXPLANATORY NOTES

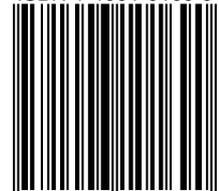
(AND OTHER ACCOMPANYING DOCUMENTS)

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Produced and published in Scotland on behalf of the Scottish Parliamentary Corporate Body by Astron.

ISBN 1-4061-0169-9



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