

THE COMPANIES ACT 2006

*Company limited by guarantee
and not having a share capital*

**ARTICLES OF ASSOCIATION
OF
HILLWOOD COMMUNITY TRUST**

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of

HILLWOOD COMMUNITY TRUST

	NAME
1	The name of the company is Hillwood Community Trust (the " Company ").
1	REGISTERED OFFICE
2	The registered office of the Company is situated in Scotland.
2	DEFINITIONS AND INTERPRETATION
3	<p>In these articles:</p> <p>"2005 Act" means the Charities and Trustee Investment (Scotland) Act 2005;</p> <p>"2006 Act" means the Companies Act 2006;</p> <p>"AGM" means an annual general meeting of the Company;</p> <p>"Articles" means the articles of association of the Company;</p> <p>"Charity" shall have the meaning given in section 106 of the 2005 Act;</p> <p>"Clear Days", in relation to notice of a meeting, means a period excluding the day on which notice is given and the day on which the meeting is held;</p> <p>"Co-opted Director" has the meaning given in article 52;</p> <p>"Community" has the meaning given in article 4;</p> <p>"Director" has the meaning given in section 250 of the 2006 Act;</p> <p>"Elected Director" has the meaning given in article 50.1;</p> <p>"GM" means a general meeting of the Company;</p> <p>"Individual" means a natural person;</p> <p>"Interim Board" means the board of Directors of the Company at the point of incorporation;</p> <p>"Junior Member" has the meaning given in article 7.3;</p> <p>"Member" has the meaning given in section 112 of the 2006 Act;</p> <p>"Minute Secretary" has the meaning given in article 76;</p> <p>"Organisation" means a body corporate, unincorporated association or other combination of persons;</p> <p>"Ordinary Member" has the meaning given in article 6.1</p> <p>"OSCR" means the Office of the Scottish Charity Regulator or its successor;</p> <p>"Principal Officer" has the meaning given in article 78;</p>

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	<p>“Property” means money and all other property, heritable or moveable, real or personal and wherever situated; and</p> <p>“Purposes” has the meaning given in article 4.</p>
3.1	Words in the singular include the plural and words in the plural include the singular, and <i>vice versa</i> .
3.2	The Articles supersede any model articles. Any words or expressions defined in the 2006 Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.
3.3	Any reference in the Articles to an act, regulation or other legislation shall include a reference to any statutory modification or re-enactment thereof for the time being in force.
	PURPOSES
4	The Company has been formed to benefit the community of Greater Pollok (the “Community”), with the following purposes (the “Purposes”):
4.1	To provide in the interests of social welfare, facilities within the Greater Pollok area of Glasgow (“the Operating Area”) for recreation and other leisure time occupation and available to the public at large with a view to improving their conditions of life.
4.2	To relieve poverty, particularly among the residents of the Operating Area.
4.3	To promote and/or provide training in skills of all kinds, particularly such as will assist residents of the Operating Area in obtaining paid employment.
4.4	To relieve unemployment in such ways as may be thought fit, including assistance to find employment.
4.5	To provide or assist in the provision of sports facilities for students of schools and places of higher education so as to ensure that due attention is given to the physical education and development of such students.
4.6	To promote the education of young people and, through the provision of the facilities of the nature referred to in paragraph (1), to help develop their physical, mental and spiritual capacities so that they may grow to full maturity as individuals and members of society.
4.7	To promote, conduct and/or support charitable projects and programmes of all kinds for the benefit of the community within the Operating Area.

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	POWERS
5	The powers of the Company are set out in Schedule 1 and are to be used only in furtherance of the Purposes.
	GENERAL STRUCTURE OF THE COMPANY
6	The Company is composed of:
6.1	Members - comprising <ul style="list-style-type: none">a) Ordinary Members (who have the right to attend the AGM and any EGM and have important powers under these Articles and the Act, who elect natural persons to serve as Directors and take decisions in relation to any changes to these Articles), andb) Associate Members and the Junior Members.
6.2	Directors – comprising <ul style="list-style-type: none">a) Elected Directors andb) Appointed and Co-Opted Directors who hold regular meetings between each AGM, set the strategy and policy of the Company, generally control and supervise the activities of the Company and, in particular, are responsible for monitoring its financial position and, where there are no employees or managers appointed, are responsible also for the day-to-day management of the Company.
	MEMBERSHIP
7	The structure of the Company comprises:
7.1	Members - comprising <ul style="list-style-type: none">a) Ordinary Members (who have the right to attend the AGM and any EGM and have important powers under these Articles and the Act, who elect natural persons to serve as Directors and take decisions in relation to any changes to these Articles), and:b) Associate Members and the Junior Members; and
7.2	Associate Members: those individuals and organisations who:

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	<p>a) are not ordinarily resident in the Community are not entitled to vote at a local government election in a polling district that includes the Community or part of it and support the Purposes.</p> <p>b) Associate Members are neither eligible to stand for election to the Board nor to vote at any General Meeting.</p>
7.3	<p>Junior Members: those individuals who:</p> <p>a) are aged between 12 and 15 and</p> <p>b) who support the Purposes.</p> <p>For the avoidance of doubt, Junior Members are neither eligible to stand for election to the Board nor to vote at any General Meeting.</p>
7.4	<p>Declaring that, if an Member ceases to comply with any of these criteria at Article 7.1, 7.2 and 7.3 they will be obliged to inform the Company and will thereafter be reclassified in terms of either Article 7.1, 7.2 or 7.3 and that if the Company becomes aware of this itself it will so reclassify the member and notify them accordingly.</p>
	<p>CONDITIONS OF MEMBERSHIP</p>
8	<p>The following conditions apply to membership:</p>
8.1	<p>The Company shall have not fewer than 20 Members at any time.</p>
8.2	<p>at least three quarters of the members of the Company are members of the Community; and</p>
8.3	<p>in the event that the number of members falls below 20 or that at least three quarters of the members of the Company do not consist of members of the Community, the Board may not conduct any business other than to ensure the admission of sufficient Ordinary Members to achieve the minimum number and/or maintain the majority.</p>
	<p>Membership Criteria</p>
9	<p>Membership of the Company is open to:</p>
9.1	<p>Ordinary Members: those individuals aged 16 and over who:</p> <p>(a) are resident in the Community; and</p>

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	<p>(b) are entitled to vote at a local government election in a polling district that includes the Community or part of it; and</p> <p>(c) who support the Purposes;</p>
9.2	Individuals aged between 12 and 15 who are members of the Community (“ Junior Members ”) (such Members not being eligible to serve as Directors).
9.3	If an Individual ceases to fulfil the criteria within this article, that Individual must inform the Company. The Company may choose to reclassify a Junior Member as an Ordinary Member.
9.4	Membership is open to all and no application for membership will be refused on other than reasonable grounds. There will be no discrimination on grounds of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex; sexual orientation, political or other opinion.
	Applications for Membership
10	Any individual or organisation who wishes to become a member shall in such written form as the Board prescribe submit a written application for membership (in the case of an organisation the application must be signed by an appropriate officer of that body).
11	The Directors shall consider applications promptly. The Directors shall assess each application to determine whether the applicant meets the criteria for becoming an Ordinary Member or Junior Member.
	Register of Members
12	The Directors shall cause a register of members to be maintained in accordance with section 113 of the 2006 Act.
	Notices and Other Communications
13	The Company may serve a notice on a Member in hard copy (addressed to the address given for that Member in the register of members and posted or hand-delivered) or electronic form (faxed or e-mailed). A notice is deemed to have been served on the day following the day on which it is hand-delivered, posted faxed or e-mailed.
14	The Company may communicate with a Member by electronic means (including fax and e-mail) unless the Member has requested that communications from the Company be sent in hard copy.

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	<p>The Company may publish notifications by means of a website provided the Company has advised Members of this and taken reasonable steps to notify Members who have informed the Company that they do not have internet access.</p>
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	Membership Subscriptions
15	No membership subscription is payable.
	Cessation of Membership
16	A Member shall cease to be a Member if:
16.1	that Member sends a written notice of resignation to the registered office of the Company;
16.2	that Member no longer fulfils the membership criteria within article 7 & 8;
16.3	a resolution that that Member be expelled (where that Member's conduct, in their/its capacity as a Member, has been detrimental to the effective functioning of the Company) is passed by special resolution at a GM (notice of which shall state: (a) the full text of the resolution proposed; and (b) the grounds on which it is proposed) at which the Member is entitled to be heard;
16.4	in the case of an Individual:
16.5	that Individual becomes insolvent or apparently insolvent or makes any arrangement with their creditors; or
16.6	that Individual has died (membership of a company limited by guarantee not being transferable); or
	GENERAL MEETINGS (Meetings of the Members)
17	The Directors may call a GM at any time and must call a GM within 28 days of a valid requisition. To be valid, such requisition must be signed by at least 5% of the Members, must clearly state the purposes of the meeting, and must be delivered to the registered office of the Company. The requisition may consist of several documents in like form each signed by one or more of the Members. GM's may be held entirely or in part using virtual means.
	Annual General Meeting
18	The Directors shall convene one GM a year as an AGM. An AGM need not be held during the calendar year during which the Company is incorporated, provided an AGM is held within 18 months of the date of incorporation. Thereafter, not more than 15 months shall elapse between one AGM and the next.
19	The business of each AGM may include:

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	(a) a report by the Chairperson on the activities of the Company (b) the election of Elected Directors; (c) the fixing of annual subscriptions; (d) consideration of the accounts of the Company; (e) a report of any auditor required under the 2006 Act; and (f) the appointment of any auditor required under the 2006 Act.
	Notice of General Meetings
20	At least 14 Clear Days' notice of each GM shall be given to each Member, Associate and Director, and any company secretary, auditor and/or honorary patron appointed for the time being. Where section 312 of the 2006 Act requires special notice of a resolution to be given to the Members, the Company must give notice at least 28 days before the GM at which it is moved.
21	Notice of an AGM shall be accompanied by a copy of the accounts for the period since the last accounting reference date (or, in the case of the first AGM, the period since incorporation) and proper reports of the Directors.
22	The notice shall specify the place, the date and the time of the GM, the general nature of any business, and the full text of any special resolutions proposed in terms of article 36.
23	An accidental failure to give notice of a resolution or GM to (or the non-receipt of such notice by) any Member entitled to receive notice thereof shall not affect the validity of the resolution passed or the meeting held (or the validity of anything done at that meeting).
	Quorum
24	The quorum for a GM shall be the greater of: (a) eleven Members; or (b) 10% of the Members, present either in person, via virtual means or by proxy.
25	No business shall be transacted at a GM unless a quorum is present.
26	If a quorum is not present within 15 minutes of the time at which the GM was due to start (or if during a GM a quorum ceases to be present) the GM shall be adjourned until such place, date and time as is fixed by the chairperson of the GM.
27	The Directors may make arrangements in advance of a GM to allow Members (or their proxies) and Associates to participate remotely provided:

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27.1	all participating may communicate with each other during the meeting; and
27.2	provided all Members (or their proxies) may vote during the meeting.
	Chair
28	The Chairperson of the Company, whom failing the Vice-Chairperson of the Company (if any), shall act as chairman of each General Meeting. If neither the Chairperson nor the Vice-Chairperson is present or willing to act as chairman of the meeting within 15 minutes after the time at which the General Meeting in question was due to commence, the Directors present shall elect from among themselves one of the Elected Directors who will act as chairman of that meeting.
	Voting
29	The chairperson of the GM shall endeavour to achieve consensus where possible but, if necessary, questions arising shall be decided by being put to a vote.
30	<p>a) each Ordinary Member shall have one vote, to be exercised in person (or via virtual means) or by proxy, by a show of hands.</p> <p>b) Unless a secret ballot is demanded by the chairperson of the meeting, or by at least two Ordinary Members present at the meeting and entitled to vote, this may be demanded only before any show of hands takes place and shall be taken immediately at the same meeting.</p> <p>c) This shall be conducted in such a manner as the chairman of the meeting may direct and the result of which shall be declared at the same meeting at which the ballot was demanded.</p> <p>In that event, the chairman of the meeting shall appoint and instruct tellers, who may cast their own personal votes if Ordinary Members);</p>
31	A secret ballot may be demanded by: (a) the chairperson of the GM; or (b) at least two Members present at the GM, before a show of hands and must be taken immediately and in such manner as the chairperson of the GM directs. The result of a secret ballot shall be declared at that GM.
32	Associate and Junior Members shall have no vote
	Proxies
33	Whilst the attendance of Members at GMs is encouraged, a Member may appoint a proxy to attend a GM on behalf of that Member. A proxy appointed to attend and vote at a GM on behalf

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	of a Member need not be a Member and shall have the same rights as the Member who appointed them to speak and vote at the GM.
34	An instrument appointing a proxy shall be in the form set out in Schedule 2 of the Articles and shall be valid for 12 months from the date on which it is signed. An instrument appointing a proxy (or a certified copy thereof), accompanied by a copy of any power of attorney or other authority under which it is signed, shall be lodged at the registered office of the Company at least 48 hours before the GM to which it relates.
	Resolutions of the Members
35	An ordinary resolution may be passed on a show of hands at a GM by a simple majority of the Members voting (in person or by proxy). An ordinary resolution may be passed as a written resolution provided it is passed by members representing a simple majority of the total voting rights of the Members.
36	Certain resolutions must be passed as special resolutions, including resolutions: (a) to amend the Articles (including the Purposes); (b) to change the name of the Company; (c) to expel a Member or Associate; and (d) to wind-up the Company.
37	A special resolution may be passed on a show of hands at a GM by not less than 75% of the Members voting (in person or by proxy). A special resolution may be passed as a written resolution provided it is passed by members representing not less than 75% of the total voting rights of the Members.
	Written Resolutions
38	Resolutions under sections 168 (removal of a Director) and 510 (removal of an auditor) of the 2006 Act may not be passed as written resolutions.
39	Written resolutions have effect as if passed by the Company in general meeting.
40	Resolutions must be sent to all Members at the same time (the " Circulation Date ") in hard copy (posted or hand-delivered) or electronic form (faxed or e-mailed), or by means of a website.
41	Written resolutions must be accompanied by a statement informing the Member: (a) how to signify agreement to the resolution; (b) how to return the signed resolution to the Company (in hard copy (posted or hand-delivered) or electronic form (faxed or e-mailed)); (c) the date by which the resolution must be passed if it is not to lapse (that is, the date which is 28 days after the Circulation Date); and

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	(d) that they will not be deemed to have agreed to the resolution if they fail to reply.
42	A written resolution may consist of several documents in the same form, each signed by or on behalf of one or more Members.
43	Once a Member has signed and returned a written resolution in agreement thereto, that Members' agreement is irrevocable.
44	The Members may require the Company to circulate a written resolution. The resolution must be requested by at least 5% of the Members. Requests must be in hard copy (posted or hand-delivered) or electronic form (faxed or e-mailed), must identify the resolution.
45	Unless the resolution requested in accordance with article 21.7 is covered by section 292(2) of the 2006 Act, the Company must circulate the resolution (along with the guidance set out in article 22.4) and any accompanying statement within 21 days, and may require the requesting Members to cover the expenses it incurs circulating the resolution.
	Adjournment
46	The chairperson of the General Meeting may, with the consent of a majority of the Ordinary Members present and voting thereat, adjourn the General Meeting to such time, date and place as he or she may determine.
	DIRECTORS
	Company Management
47	The affairs, property and funds of the Company shall be directed and managed by a Board of Directors. The Board may exercise all such powers of the Company, and may on behalf of the Company do all acts as may be exercised and done by the Company, other than those required to be exercised or done by the Ordinary Members in a General Meeting, and subject always to these Articles and to the provisions of the Act.
	Number of Directors
48	The minimum number of Directors shall be 5 and the maximum number of Directors shall be 12 unless a special resolution is passed to increase the maximum number of Directors. At all times, the majority of Directors shall be Ordinary Members.
	Register of Directors

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49	The Directors shall cause a register of Directors and a register of Directors' residential addresses to be maintained in accordance with sections 163 to 166 of the 2006 Act.
	Composition of Board
50	From and after the first General Meeting of the Company, the Board shall comprise the following persons (a majority of whom shall always be Elected Directors), namely:
50.1	up to 9 individual persons elected as Directors by the Ordinary Members in terms of Article 24 ("the Elected Directors"), who must themselves be Ordinary Members; and
50.2	up to 3 individual persons co-opted in terms of Article 25 ("the Co-opted Directors"), so as to ensure a spread of skills and experience within the Board;
50.3	who shall meet as often as necessary to despatch all business of the Company as specified in the Articles and particularly with reference to the restrictions in the quorum for Board meetings
	Elected Directors
51	At the first General Meeting held, the Ordinary Members shall elect up to 9 Elected Directors, in respect of which the following shall apply:
51.1	At the second and subsequent AGMs, one-third of the Elected Directors (rounding upwards if this is not a whole number) shall retire from office at the close or adjournment of that meeting.
51.2	A retiring Director shall be eligible for re-election after one 3-year term of office. A retiring Director shall not be eligible for re-election after two consecutive 3-year terms of office until a period of one year in which they have not been a Director has passed.
51.3	The Elected Director(s) to retire at an AGM shall be those who have been longest in office since their election/re-election (unless other Elected Director(s) have agreed to retire at that AGM). As between Individuals who were appointed as Elected Directors on the same date, the Elected Director(s) to retire shall be agreed between the Individuals appointed on the same date or determined by lot.

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51.4	Where the Directors agree that an individual due to retire under Article 23.5, 23.6 or 23.7 has qualities or experience which are essential to the organisation, they may agree to extend that individual's term in office for an additional term or terms.
51.5	nomination of any Elected Director, who shall himself or herself be (or be eligible to become) an Ordinary Member, shall be in writing by not less than any two Ordinary Members delivered to the Registered Office not less than 7 days prior to the date of the AGM in question and wherein the nominee shall confirm his or her willingness to act as an Elected Director if elected; and
51.6	election of any Elected Director shall be by vote of the Ordinary Members, each Ordinary Member having one vote for each vacancy in the Elected Directors on the Board.
	Co-opted Directors
52	Subject to article 23, up to 3 individual/individuals may be co-opted from time to time by the Board of Directors itself, as follows:
52.1	A Co-opted Director shall retire at the AGM following their appointment unless re-appointed by the Directors.
52.2	a Co-opted Director can be removed from office at any time by a simple majority of the Board; and
52.3	For the avoidance of doubt, a Co-opted Director may attend and vote at board meetings
	Termination of Director's Appointment
53	A Director shall cease to be a Director if:
53.1	that Director sends a written notice of resignation to registered office of the Company, or retires at GM or AGM;
53.2	that Director becomes prohibited from being: (a) a charity trustee under section 69(2) of the 2005 Act; or (b) a Director of a limited company by reason of any order made under the Company Directors Disqualification Act 1986;
53.3	that Director becomes a paid employee of the Company or holds an office within the Company for which they receive payment;
53.4	being an Elected Director, that Director ceases to be an Ordinary Member;

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53.5	being a Co-opted Director, that Director is removed from office by the Directors in accordance with article 28.1;
53.6	that Director is removed from office under section 168 of the 2006 Act;
53.7	that Director is considered by the Directors to have been in serious or persistent breach of either or both of the duties listed in sections 66(1) and 66(2) of the 2005 Act, under section 66(5)(b) of the 2005 Act;
53.8	that Director becomes incapable of fulfilling the duties of a Director as the result of a medical condition and such incapacity, certified by two medical practitioners where necessary, is expected to continue for more than six months; or
53.9	that Director is absent (without permission of the Directors) from over three consecutive board meetings, and the Directors resolve to remove them from office.
	Directors Interests
54	If a Director is interested in a proposed arrangement with the Company or connected with a person (as defined by section 252 of the 2006 Act and section 68(2) of the 2005 Act) who is so interested, that Director must declare that interest to the other Directors at a board meeting (in accordance with section 177(2) of the 2006 Act), by notice in writing (in accordance with section 184 of the 2006 Act) or by giving general notice (in accordance with section 185 of the 2006 Act).
55	When a Director becomes aware (or ought reasonably to have become aware) that he is interested in an existing arrangement with the Company or connected with a person (as defined by section 252 of the 2006 Act and section 68(2) of the 2005 Act) who is so interested, that Director has a duty to declare that interest to the other Directors as soon as reasonably practicable, whether at a board meeting (in accordance with section 182(2) of the 2006 Act), by notice in writing (in accordance with section 184 of the 2006 Act) or by giving general notice (in accordance with section 185 of the 2006 Act).
56	The Directors shall cause a register of Directors interests to be maintained, where declarations made are recorded and declarations made by notice in writing (in accordance with section 184 of the 2006 Act) are kept.
57	Where a Director has an interest in a transaction or arrangement which the Company proposes to enter into, that Director may not participate in a proposed meeting for quorum or voting purposes, unless the Members pass an ordinary resolution permitting that Director to participate in that proposed meeting for quorum and voting purposes.

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58	Where a Director declares an interest (other than in relation to a transaction or arrangement covered under article 28.4) at a board meeting, the chairperson of that board meeting shall determine whether that Director may: (a) participate in that meeting for quorum and voting purposes, (b) participate in discussions at that board meeting, or (c) be present while the matter is discussed.
	Conduct of Directors
59	Each Director shall, in exercising their functions as a Director, act in the interests of the Company and, in particular, must:
59.1	Seek, in good faith, to ensure that the Company acts in a manner which is in accordance with the Purposes;
59.2	Act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
59.3	In circumstances giving rise to the possibility of a conflict of interest between the Company and another party:
59.4	put the interests of the Company before that of the other party, in taking decisions as a Director;
59.5	where any other duty prevents him or her from doing so, disclose the conflicting interest to the Company and refrain from participating in any discussions or decisions involving the other Directors with regard to the matter in question; and
59.6	ensure that the Company complies with any direction, requirement, notice or duty imposed on it by the 2005 Act.
	Quorum at Board Meetings
60	The quorum for board meetings is not less than 50% of the Directors, provided that the Elected Directors are always in the majority at any Board meeting. No business shall be dealt with at a Board meeting unless such a quorum is present..
	Board Meetings
61	Board meetings may take place in person or by telephone conference call, video conference call or by any other collective electronic means approved from time to time by the Directors. The Directors participating must determine where and when the meeting is to be treated as having taken place for the purposes of article 31.5.

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62	A Director may (and any company secretary, at the request of a Director, shall) summon a meeting of the Directors, by causing notice to be served on the other Directors, to be held at a place, date and time which is convenient for a majority of the Directors. Directors must receive at least seven Clear Days' notice of board meetings, unless the Directors unanimously agree in writing to dispense with such notice on a specific occasion. Such notice should be accompanied by the agenda and any papers relevant to the matters to be discussed.
63	The chairperson of the board meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to a vote, each Director present having one vote. In the event of an equal number of votes for and against any resolution at a board meeting, the chairperson of the board meeting shall have a casting vote.
64	The Directors may delegate any of their powers to sub-committees consisting of at least one Director, such other person or persons as they think fit, and such other persons as they delegate to that sub-committee to appoint. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any remit and regulations imposed on it by the Directors. The meetings and proceedings of any such sub-committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors. Such sub-committee shall regularly and promptly circulate, or ensure the regular and prompt circulation of, the minutes of its meetings to the Directors.
65	The Directors shall cause minutes to be made of: (a) the appointment of officers by the Directors; and (b) the proceedings at GMs, board meetings and sub-committee meetings, including the names of those present and all business transacted at such meetings. Minutes of a meeting which bear to have been signed by the chairperson thereof or the chairperson of a subsequent meeting, shall be sufficient evidence without any further proof of the facts therein stated.
66	Subject to Article 32 , the company, upon request of any person for a copy of any minutes must, if the request is reasonable, give the person within 28 days of the request a copy of the requested minutes
67	Where such a request is received under Article 32.4 the company: (a) may withhold information contained in the minutes, and (b) if it does so, must inform the person requesting a copy of the minutes of its reason for doing so.
68	The Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action. No alteration of the Articles and no direction given by special resolution shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given.
69	A resolution may be passed where all Directors (or, in the case of a sub-committee, all sub-committee members), indicate their agreement in writing and such resolution shall be as valid

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	and effectual as if it had been passed at a meeting of the Directors (or of such sub-committee) duly convened and constituted.
70	The Directors may act notwithstanding any vacancy in the board, but where the number of Directors falls below the minimum number specified in article 23.1, the Directors may not conduct any business other than to appoint sufficient Directors to enable the Company to comply with article 23.1.
71	The Directors may allow any person to attend and speak, but not vote, at meetings of the board or sub-committees.
72	The Directors may from time to time promulgate, review and amend any Ancillary Regulations, Guidelines and/or Policies, subordinate at all times to the Articles, as it deems necessary and appropriate to provide additional explanation, guidance and governance to Members/Directors.
	CHAIRPERSON
73	The Directors must appoint: (a) an Elected Director to chair board meetings and general meetings (the “ Chairperson ”), and (b) an Elected Director to chair board meetings and general meetings in the event that the Chairperson is not present and willing to do so (the “ Vice Chairperson ”), at a board meeting immediately after each AGM or following the resignation of the existing Chairperson/Vice-Chairperson.
74	In the event that: (a) the Chairperson is not present and willing to act within 15 minutes of the time at which the GM/board meeting is due to start, or no Chairperson is currently appointed; and (b) the Vice-Chairperson is not present and willing to act within 15 minutes of the time at which the GM/board meeting is due to start, or no Vice-Chairperson is currently appointed, the Directors present must appoint an Elected Director to chair the GM/board meeting.
	OTHER OFFICERS
75	The Directors may appoint a company secretary for such term and upon such terms and conditions as they think fit. The company secretary may be removed by the Directors at any time.
76	The Directors may appoint a minute secretary who will minute the matters set out in article 29.5 for such term and upon such terms and conditions as they think fit (the “ Minute Secretary ”). The minute secretary may be removed by the Directors at any time.
77	The Directors may appoint a treasurer for such term and upon such terms and conditions as they think fit. The treasurer may be removed by the Directors at any time. The treasurer may be required to attend board and sub-committee meetings but:

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	<p>(a) may not participate in such meetings for voting or quorum purposes unless they are also a Director;</p> <p>(b) may not attend meetings (or parts of meetings) at which their remuneration or employment is to be discussed; and</p> <p>(c) (if the treasurer is not a Director) may not attend meetings at which confidential matters are to be discussed.</p>
78	<p>The Directors may appoint an employee of the Company as principal officer of the Company ("Principal Officer") upon such terms and conditions, and with such job title, as they think fit.</p> <p>The Principal Officer may be required to attend board or sub-committee meetings but:</p> <p>(a) may not participate in such meetings for voting or quorum purposes;</p> <p>(b) may not attend meetings (or parts of meetings) at which their remuneration or employment is to be discussed; and</p> <p>(c) may not attend meetings at which confidential matters are to be discussed.</p>
79	<p>The Directors may propose a resolution to appoint an honorary patron. Such resolution may be passed by the Members at a GM. The honorary patron may be appointed for a period determined by the Members or for an unspecified period until the Members resolve to terminate their appointment. The honorary patron may attend and speak at GMs but may not participate in such meetings for voting or quorum purposes unless they are also a Member.</p>
	PSC REGISTER
80	<p>The Directors shall cause a register of any relevant persons with significant control to be maintained in accordance with section 790M of the 2006 Act.</p>
	FINANCES
81	<p>The banking account or accounts of the Company shall be kept in such bank or building society and/or banks or building societies as the Board shall from time to time by resolution determine.</p>
82	<p>All cheques and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.</p>
83	<p>The Board shall manage all funds and assets of the Company and are applied towards achieving the Purposes.</p>
	ACCOUNTS
84	<p>The Directors shall cause accounting records to be kept in accordance with the requirements of the 2006 Act, the 2005 Act and other relevant legislation.</p>

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85	Unless the Directors determine otherwise, accounting records shall be maintained by any treasurer and overseen by any Principal Officer (if any are appointed) . The accounting records shall be kept at such place as the Directors think fit and must at all times be open to inspection by the Directors.
86	The Directors shall ensure that the accounts of the Company are prepared and examined and/or audited in accordance with all relevant statutory requirements and, for the avoidance of doubt, an audit (within the meaning of the 2006 Act) shall not be required in a case where the Company is exempt from audit under the 2006 Act.
	ALTERATIONS TO THE ARTICLES
87	Any alteration to these Articles should comply with the following conditions:
87.1	upon the decision of not less than 75% of the Ordinary Members present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose
87.2	any changes to the purposes are subject to written consent being obtained from the Office of the Scottish Charity Regulator (and its successors) in terms of Section 16 of The Charities and Trustee Investment (Scotland) Act 2005
87.3	notify the Office of the Scottish Charity Regulator (and its successors) of any other changes to the Articles i.e. not related to purposes) in terms of Section 17 of The Charities and Trustee Investment (Scotland) Act 2005.
87.4	notify the Scottish Ministers of any alterations to the Articles under Section 35(1) of the Land Reform Act
	INDEMNITY
88	Without prejudice to any other indemnity, and in accordance with the 2006 Act and 2005 Act, the Directors, employees and members of any sub-committee, company secretary or Treasurer, may be indemnified out of the Company's Property against any loss or liability (including the costs of successfully defending court proceedings) which they may sustain or incur on behalf of the Company or in connection with the activities of the Company.
	APPLICATION OF PROFITS
89	No part of the income or Property of the Company shall be paid or transferred (directly or indirectly) to the Members, Directors or any other officer, whether by way of dividend, honorarium, bonus or otherwise, except in accordance with article 40. The income and Property of the Company shall be applied solely towards promoting the Purposes. Any surplus income or Property of the Company shall be applied for the benefit of the Community.

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PAYMENTS TO DIRECTORS/MEMBERS	
90	Subject to the 2006 Act, section 67 of the 2005 Act and the Articles, Directors and Members are entitled to the following, if the Directors so determine:
90.1	repayment of out-of-pocket expenses (provided they have obtained the prior consent of the Directors);
90.2	reasonable remuneration in return for specific services actually rendered to the Company (in the case of a Director, such services must not be of the management nature normally carried out by a Director of a company);
90.3	payment of interest at a rate not exceeding the commercial rate on money lent to the Company;
90.4	payment of rent at a rate not exceeding the open market rent for property let to the Company;
90.5	to sell property to the Company provided such sale is at or below market value;
90.6	to purchase property from the Company provided such sale is at or above market value; and
90.7	payment by way of any indemnity, where appropriate, in accordance with article 38.
DISSOLUTION	
91	The winding-up of the Company may take place only on the decision of not less than 75% of its Ordinary Members who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose.
92	<p>If, on the winding-up of the Company, any property remains, after satisfaction of all its debts and liabilities, such property (including any land acquired by it in terms of the Land Reform Act) shall be given or transferred to such other:</p> <ul style="list-style-type: none">(a) Community body or bodies or(b)crofting Community body or bodies or(c)Part 3A Community body or bodies <p>as may be:</p> <ul style="list-style-type: none">(I) determined by not less than 75% of the Ordinary Members of the Company who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose; and(II) approved by the Office of the Scottish Charity Regulator (and its successors);(III) approved thereafter by the Scottish Ministers

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	under declaration that, if the Company is a charity at or before the time of its winding up, then the Community body or bodies or crofting Community body or bodies or Part 3A Community body or bodies referred to above must also be a charity or charities.
93	to Or If no such Community body or bodies or Part 3A Community body or bodies or crofting Community body or bodies is determined by the Ordinary Members in terms of Article 42.1, such property referred to in Article 42 shall, be transferred to the Scottish Ministers or, if it's a charitable organisations be transferred, to such charity or charities as the Scottish Ministers may direct.
94	In Article 42: a) "Community Body" has meaning ascribed to it under Section 34 of the Land Reform Act b) "crofting Community body" has meaning ascribed to it under Section 71 of the Land Reform Act c) "Charity" has the meaning ascribed to it in under Section 34(8) of the Land Reform Act (a) "Part 3A Community Body" have the meaning ascribed to it under Section 74 of the Community Empowerment (Scotland) Act 2015
	LIMIT OF LIABILITY
95	The liability of each Member is limited .Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the property of the Company if it should be wound up whilst he, she or it is a member or within one year after he, she or it ceases to be a member (for whatever reason), for payment of its debts and liabilities contracted before he, she or it ceases to be a member, and of the costs, charges and expenses of winding up.

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<u>Schedule 1</u>	
Powers Available to the Company	
1	The order in which these Powers are listed and the terms of the sub-headings are of no significance in terms of their respective priority and they shall be deemed to be of equal importance:
2	General
2.1	To encourage and develop a spirit of voluntary or other commitment by (or co-operation with) individuals, unincorporated associations, societies, federations, partnerships, corporate bodies, agencies, undertakings, local authorities, unions, co-operatives, trusts and others. and any groups or groupings thereof, willing to assist the Company to achieve the Purposes.
2.2	To promote and carry out research, surveys and investigations; and to promote, develop and manage initiatives, projects and programmes.
2.3	To provide advice, consultancy, training, tuition, expertise and assistance.
2.4	To prepare, organise, promote and implement training courses, exhibitions, lectures, seminars, conferences, events and workshops; to collect, collate, disseminate and exchange information; and to prepare, produce, edit, publish, exhibit and distribute articles, pamphlets, books and other publications, tapes, motion and still pictures, music and drama and other materials, all in any medium.
3	Property
3.1	To purchase, take on lease, hire or otherwise acquire any property suitable for the Company.
3.2	To construct, convert, improve, develop, conserve, maintain, alter and demolish any buildings or erections whether of a permanent or temporary nature; and manage and operate (or arrange for the professional or other appropriate management and operation of) the Property.
3.3	To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the Property.
3.4	To establish and administer a building fund(s) or guarantee fund(s) or endowment fund(s).
4	Employment
	To employ, contract with, train and pay such staff (whether employed or self-employed) as are considered appropriate for the proper conduct of the activities of the Company.
5	Funding and Financial

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5.1	To take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the Company.
5.2	To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely, conditionally or in trust.
5.3	To borrow or raise money for the Purposes, and to give security in support of any such borrowings by the Company and/or in support of any obligations undertaken by the Company.
5.4	To set aside funds not immediately required as a reserve or for specific purposes.
5.5	To invest any funds which are not immediately required for the activities of the Company in such investments as may be considered appropriate, which may be held in the name of a nominee Company under the instructions of the Directors, and to vary and dispose of such investments.
5.6	To make grants or loans of money and to give guarantees.
6	Development
6.1	To establish, manage and/or support any other Charity, and to make donations for any charitable purpose falling within the Purposes.
6.2	To establish, operate and administer (and/or otherwise acquire) any separate trading company or association, whether charitable or not.
6.3	To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Company and to enter into any arrangement for co-operation, mutual assistance, or sharing profit with any charitable organisation.
6.4	To enter into contracts to provide services to or on behalf of others.
7	Insurance and Protection
7.1	To effect insurance of all kinds (which may include indemnity insurance in respect of Directors and employees).
7.2	To oppose or object to any application or proceedings which may prejudice the interests of the Company.
8	Ancillary
8.1	To pay the costs of forming the Company and its subsequent development.

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8.2	To carry out the Purposes as principal, agent, contractor, trustee or in any other capacity.
8.3	To do anything which may be incidental or conducive to the Purposes, provided these are charitable.

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Schedule 2- Form of Instrument Appointing Proxy

[Hillwood Community Trust]

I,
residing at

being a Member of the above Company hereby

appoint.....

of

and, failing him or her,

of

as my proxy to vote on my behalf at the [annual general meeting/general meeting] of the Company to

be held on

and at any adjournment thereof.

I hereby instruct my proxy to vote in favour of/against the following resolution[s]:

[insert resolution(s)]

Signed the day of

Signature of member appointing proxy

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