

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

HILL CLOSE GARDENS TRUST LIMITED
Company Number 3981067

AS AMENDED BY SPECIAL RESOLUTION ON 21 JULY 2016

INTERPRETATION

- 1 In these articles:
 - "the Charity" means the company intended to be regulated by these articles;
 - "the Act" means the Companies Act 1985 to 2006 including any statutory modification or re-enactment thereof for the time being in force;
 - "the "Articles" means these Articles of Association of the Charity;
 - "The Charities Acts" means the Charities Acts 1992 to 2011 including any statutory modification or re-enactment thereof for the time being in force
 - "clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
 - "Council" means Warwick District Council
 - "Electronic means" refers to communications addressed to specified individuals by telephone fax or email or in relation to meetings by telephone conference call or video conference
 - "executed" includes any mode of execution;
 - "the Memorandum means the Memorandum of Association of the Charity;
 - "office" means the registered office of the Charity;
 - "secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;
 - "the Trustees" means the directors of the Charity (and

"Trustee" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

OBJECTS

- 2 The charity is established for the objects expressed in the Memorandum.

MEMBERS

- 3 (a) The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 65 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the Trustees.
- (b) Unless the Trustees or the Charity in general meeting shall make other provision under Article 65, the Trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.
- (c) Membership of the charity shall be open to:
 - (I) individuals (over the age of 18 years) who are interested in furthering the work of the Charity and who have paid an annual subscription laid down by the Trustees provided they are not paid members of staff of the Charity and
 - (ii) any body corporate or unincorporated association which is interested in furthering the Charity's work and has paid any annual subscription (any such body being called in the constitution a "member organisation")
- (d) The Trustees at any time in their entire discretion terminate the membership of any member provided that the member or a representative of a corporate member shall have the right to be heard by the Trustees before a

final decision is made

GENERAL MEETINGS

- 4 The Charity shall hold an annual general meeting ("AGM") each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the Trustees shall appoint. All general meetings other than AGM's shall be called extraordinary general meetings ("EGM")
- 5 The Trustees may call general meetings and, on the requisition of ten per centum of the members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Trustee to call a general meeting, any Trustee or any member of the Charity may call a general meeting.

NOTICE OF GENERAL MEETINGS

- 6 An AGM and an EGM called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - (a) in the case of an AGM, by all the members entitled to attend and vote; and
 - (b) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the Trustees and auditors.

- 7 The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 8 Decisions at General Meetings shall be made by passing resolutions:
 - (a) Decisions involving an alteration to the Memorandum or Articles of Association of the Company and other decisions so required from time to time by statute shall be made by a Special Resolution. Certain decisions, as required by statute, shall be made by Extraordinary Resolution. A Special or an Extraordinary Resolution may only be passed by a majority of not less than three-quarters of votes at a General Meeting.
 - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast at a General Meeting.
- 9 The Charity may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.
- 10 Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the Charity before the commencement of the meeting).
- 11 No business shall be transacted at any meeting unless a quorum is present. Twenty persons entitled to vote in person or by proxy upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, shall constitute a quorum.
- 12 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
- 13 The Chairperson, if any, of the Trustees or in his absence some other Trustee nominated by the Trustees shall preside as Chairperson of the meeting, but if neither the Chairperson nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be Chairperson and, if there is only one Trustee present and willing to act, he shall be Chairperson.
- 14 If no Trustee is willing to act as Chairperson, or if no trustee is present in person or by proxy within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number who is present to be Chairperson.

- 15 A Trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 16 The Chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 17 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- (a) by the Chairperson; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 18 Unless a poll is duly demanded a declaration by the Chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 19 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chairperson. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 20 A poll shall be taken as the Chairperson directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 21 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson shall be entitled to a casting vote in addition to any other vote he may have.

- 22 A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairperson directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 23 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS

- 24 Subject to Article 21, every member shall have one vote; joint members shall have one vote each
- 25 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
- 26 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairperson whose decision shall be final and conclusive.
- 27 A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 28 Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

TRUSTEES

- 29 (A) The number of Trustees shall be not less than three and not more than twenty persons.
- (B) Four of the Trustees may be nominated by the Council
- (C) Three of the Trustees may be nominated by three organisations supporting the Charity (such organisations to be selected from time to time by the Trustees)
- 30 The first Trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future Trustees shall be appointed as provided subsequently in the Articles.
- 31 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Trustees by the articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
- 32 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Trustees shall have the following powers, namely:
- (a) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects;
- (b) to enter into contracts on behalf of the Charity
- 33 In the exercise of the aforesaid powers and in the management of the business of the Charity, the Trustees shall always be mindful that they are Charity Trustees within the Charities Acts as the persons having the general control and management of the administration of the charity.

APPOINTMENT AND RETIREMENT OF TRUSTEES

- 34 At the first annual general meeting all the Trustees shall retire from office, and at every subsequent annual general meeting one-third of the Trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one Trustee who is subject to retirement by rotation, he shall retire.
- 35 Subject to the provisions of the Act, the Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 36 If the Charity at the meeting at which a Trustee retires by rotation, does not fill the vacancy the retiring Trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Trustee is put to the meeting and lost.
- 37 No person other than a Trustee retiring by rotation shall be appointed or reappointed a Trustee at any general meeting unless:
- (a) he is recommended by the Trustees; or
 - (b) he is nominated by one of the bodies referred to in Article 29; or
 - (c) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
- 38 No person may be appointed as a Trustee:
- (a) unless he has attained the age of 18 years; or
 - (b) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 43.

- 39 Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a Trustee retiring by rotation at the meeting) who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of Trustees.
- 40 Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee and may also determine the rotation in which any additional Trustees are to retire.
- 41 The Trustees may appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
- 42 Subject as aforesaid, a Trustee who retires at an annual general meeting may, if willing to act, be reappointed.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

- 43 A trustee shall cease to hold office if he
- (a) ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of 72 the Charities Acts;
 - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (c) resigns his office by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
 - (d) is absent without the permission of Trustees from all their meetings held within a period of twelve months and the Trustees resolve that his office be vacated.

- (e) is directly or indirectly interested in any contract with the Charity and fails to declare the nature of his interest in the manner required by the Act.

TRUSTEES' EXPENSES

- 44 The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

TRUSTEES' APPOINTMENTS

- 45 (a) Subject to the provisions of the Act and to Clause 5 of the Memorandum, the Trustees may appoint one or more of their number to the unremunerated office of managing Trustee or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the Trustees determine. Any appointment of a Trustee to an executive office shall terminate if he ceases to be a Trustee. A managing Trustee and a Trustee holding any other executive office shall not be subject to retirement by rotation provided that any such Trustee shall hold that office for a period of three years whereupon they will resign but they may be reappointed or elected for one further term of three years only. For the avoidance of doubt the proviso above shall only relate to each particular office and shall not preclude any Trustee from holding any other executive office subject to the provisions of retirement for that office
- (b) Except to the extent permitted by clause 5 of the Memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party.

PROCEEDINGS OF TRUSTEES

- 46 Subject to the provisions of the articles, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the secretary at the request of a Trustee shall, call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson shall have a second or casting vote.
- 47 The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than one third of their number or two Trustees, whichever is the greater.

- 48 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants
- 49 The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 50 The Trustees may appoint one of their number to be the Chairperson of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Trustee so appointed shall preside at every meeting of Trustees at which he is present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be Chairperson of the meeting.
- 51 The Trustees may appoint one or more sub-committees consisting of two or more Trustees and such other persons for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub committees shall be fully and promptly reported to the Trustees.
- 52 All acts done by a meeting of Trustees, or of a committee of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- 53 A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.
- 54 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name of the Charity.

SECRETARY

- 55 Subject to the provisions of the Act, the secretary shall be appointed by the Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES

- 56 The Trustees shall keep minutes in books kept for the purpose:
- (a) of all appointments of officers made by the Trustees; and
 - (b) of all proceedings at meetings of the Charity and of the trustees and of committees of Trustees including the names of the Trustees present at each such meeting.

ACCOUNTS

57. The Trustees shall cause accounting records to be kept in accordance with the requirements of the Act and the Charities Acts.
- 58 Accounts shall be prepared in accordance with the provisions of the Act and of the Charities Acts.

ANNUAL REPORT

- 59 The Trustees shall comply with their obligations under the Charities Acts with regard to the preparation of an annual report and its transmission to the Commissioners.

ANNUAL RETURN

- 60 The Trustees shall comply with their obligations under the Charities Acts with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

- 61 61.1 Notices and other documents to be served on Members or Trustees under the Articles or the Companies Act may be served:
- (a) By hand;
 - (b) By post;
 - (c) By suitable electronic means; or
 - (d) Through publication in the Charity's newsletter (or on the Charity's website)
- 61.2 The only address at which a Trustee is entitled to receive notices sent by post is an address in the U.K. shown in the register of the Charity.
- 61.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- (a) 24 hours after being sent by electronic means (posted on the Charity's website) or delivered

by hand to the relevant address;

(b) Two clear days after being sent by first class post to that address;

(c) Three clear days after being sent by second class or overseas post to that address;

(d) Immediately on being handed to the recipient personally; or if earlier;

(e) As soon as the recipient acknowledges actual receipt.

61.4 A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

INDEMNITY

62 Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

RULES

63 (a) The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

(I) the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

(ii) the conduct of members of the Charity in relation to one another, and to the Charity's servants;

- (iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (v) generally, all such matters as are commonly the subject matter of company rules
- (b) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

The headings in these Articles shall not be taken as part of them nor in any manner affect the interpretation or construction of them.

This page is intentionally blank.