

THE COMPANIES ACTS 1908 to 1917  
THE COMPANIES ACTS, 1948 TO 1981

**COMPANY LIMITED BY GUARANTEE**

MEMORANDUM OF ASSOCIATION  
OF  
HILLHEAD HIGH SCHOOL WAR MEMORIAL TRUST LIMITED

- I. The name of the Company is “HILLHEAD HIGH SCHOOL WAR MEMORIAL TRUST LIMITED” (hereinafter called “the Trust”)
- II. The Registered Office of the company will be situated in Scotland.
- III. The objects for which the Company is established are the promotion of athletic activities and to that end:-
  - (1) To acquire by purchase feu or otherwise, lands, buildings and other property for the purpose of a sports and recreation ground as a memorial to those former pupils of the Hillhead High School, Cecil Street, Glasgow, who served and gave their lives for their King and Country during the Great Wars 1914-1918 and 1939-1945, and to provide suitable accommodation for carrying into effect these objects and to erect form and maintain any buildings, Clubhouse, Recreation Rooms, baths, gymnasia, dining rooms, playgrounds, and other premises that may be necessary or convenient for the business and objects of the Trust and suitably to furnish the same.
  - (2) To take over and acquire the whole property, assets and liabilities of the unincorporated Association known as the Hillhead High School Club and the Hillhead High School War Memorial Committee in connection with the School, and to continue the administration in trust of the funds presently held in trust by said unincorporated Association and War Memorial Committee in furtherance of said Memorial and for Prizes and Scholarships and other objects whatsoever of the Club and Committee and to appoint Trustees.
  - (3) To establish, maintain and conduct a club for the accommodation of Members of the Trust and to provide a Clubhouse and other conveniences and generally to afford to Members all the usual privileges, advantages, convenience and accommodation of a Club.
  - (4) To form and maintain a Library of educational, historical and other literature and to print, publish, buy and sell books, magazines and such other literature as may be expedient for the purposes of the Trust.

- (5) To promote the practice and play of football, cricket, tennis, cycling, golf, swimming, hockey and other athletic sports, games, exercises and entertainments of every description whatsoever, and to charge subscriptions, fees or entry money and to buy, sell or exchange or hire all articles, implements, apparatus or things used or required therefore or for the promotion of the objects or the Trust, including the providing of prizes in any Competition.
- (6) To carry on the business of Merchants or Caterers or such other business as may seem capable of being conveniently carried on in connection with any of the foregoing objects of the Trust, and to buy and sell and deal in every commodity necessary for the foregoing purposes.
- (7) To become, if necessary, a Member of and a subscriber to any Union, Association, Combination, League, Athletic, Social or other body having objects altogether or in part similar to any of those of the Trust.
- (8) To amalgamate with any other Club, Company, or Organisation provided they are already a Community Amateur Sports Club or a Registered Charity having objects substantially similar or related to the principal objects of the Trust or to admit the members of such Club, Company or Organisation to membership of the Trust as a section or branch of the Trust or otherwise.
- (9) To purchase, hire or otherwise acquire, either by public roup or private bargain, for the purposes of the Trust, any real or personal property, and in particular any lands, buildings, furniture, club and household effects, utensils, books, newspapers, periodicals, musical instruments, fittings, apparatus, conveniences and accommodation necessary for the purposes of the Trust.
- (9) To permit and allow any person or persons, club, society, association, league or other body to use and enjoy the said grounds, lands, buildings, pavilions and stands and other hereditaments of the Trust or any part thereof for such purposes and upon such terms and conditions as shall be fixed and determined.
- (10) To sell, improve, manage, develop, alter, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Trust on such terms as the Trust may think fit.
- (11) To receive money on deposit or loan and to borrow on overdraft from the Bank or otherwise or raise money or secure the payment of money in such manner and to such an extent as the Trust shall think fit and in particular by the issue of bonds and dispositions in security, mortgages, debentures or debenture stock, bills of exchange, promissory notes or other obligations or securities of the Trust of all or any part of the property of the Trust, or in such other manner as the Trust shall think fit.

- (12) To receive and accept from time to time Government grants and to repay the same and any legacies, donations, gifts, subscriptions, conveyances and endowments, either of money or property of any description whatsoever either absolutely or conditionally or in trust.
- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable instruments.
- (14) To invest and lay out the monies of the Trust not immediately required in such way and manner as may from time to time be determined.
- (15) To pay the expenses preliminary and incidental to the formation and establishment of the Trust.
- (16) If upon the winding up or dissolution of the Trust there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Trust but shall be applied for approved sporting or charitable purposes to comply with the legislation such as transferring or giving the surplus assets or property to another Community Amateur Sports Club, a Registered Charity or the Sports Governing Bodies.
- (18) To raise and manage funds and generally to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

IV. The liability of the Members is limited.

V. Every Member of the Trust undertakes to contribute to the assets of the Trust in the event of the same being wound up, during the time that they are a Member, or within one year afterwards for payment of the debts and liabilities of the Trust contracted before the time at which they cease to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding One Pound Sterling.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association.

NAMES AND ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

1. DUNCAN MACGILLIVRAY, 110 University Avenue, Glasgow. (Headmaster)
2. JAMES CARNEGIE PROUDFOOT, 37 Derby Street, Glasgow. (Journalist)
3. ISABEL CHRISTISON, 2 Kelvinside Gardens, Glasgow. (Widow)

4. ESTHER ALICE WILSON, 4 Montgomerie Street, Kelvinside, N., Glasgow. (Teacher)
5. DAVID CRAIK, 90 Great George Street, Hillhead, Glasgow. (Teacher)
6. JANET F.D. STEWART, 48 Kent Road, Glasgow. (Art Mistress)
7. JANE MACDONALD, 41 Partickhill Road, Glasgow. (Teacher)
8. WILLIAM F. FINDLAY, 10 Otago Street, Glasgow, W., (Joiner and Cabinetmaker)
9. S.E. HOUSTON, 45 Kirklee Road, Glasgow. (Chartered Accountant)

Dated this Twenty second day of February, Nineteen hundred and twenty two.

Witness to the above signatures:-

JAMES DUNLOP, Solicitor,  
178 St. Vincent Street, Glasgow

## THE COMPANIES ACTS 1948 TO 2006

**COMPANY LIMITED BY GUARANTEE**ARTICLES OF ASSOCIATION  
OF  
HILLHEAD HIGH SCHOOL  
WAR MEMORIAL TRUST LIMITED  
(adopted by Special Resolution passed 22<sup>nd</sup> May 2017)

## INTERPRETATION

1. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Trust. In these Articles:-

“the Act” means the Companies Act 1948 or its statutory successors.

“the seal” means the common seal of the Trust.

“Secretary” means any person appointed to perform the duties of the Secretary of the Trust.

“Finance Director” means any person from the Board of Directors authorised to carry out the functions of treasurer and financial controller.

“the Trust” means Hillhead High School War Memorial Trust Limited.

“operating partner” means any third party with whom the Trust has entered a formal agreement for the provision of food and drink and other hospitality services.

“Member” means any member of the Trust excluding Junior Members.

“the United Kingdom” means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography, and other modes of representing or reproducing words in a visible form, such as faxes, e-mails and social media.

## MEMBERS

2. The number of Members with which the Trust was registered was not to exceed 2,000 but the Directors may from time to time register an increase of Members.
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3. There shall be the following classes of membership:
  - (a) Ordinary Sports Club and Fitness Club Membership
  - (b) Ordinary Sports Club Membership
  - (c) Ordinary Fitness Club Membership
  - (d) Ordinary Non-Playing Membership
  - (e) Life Membership
  - (f) Founding Membership
  - (g) Honorary Membership
  - (h) Junior Sports Club Membership
4. A person or persons desirous of attaining Ordinary Membership of the Trust must notify in writing their desire to the Secretary or other officers appointed by the Directors on the appropriate application form.

Upon payment by such persons of such entrance subscription (if any) as may be fixed by the Directors, their name shall be entered as a Member or Junior Member in the Register of Members.

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.

5. The Directors may admit to Honorary Membership of the Trust, such persons, not exceeding three in number in any one year, who in the opinion of the Directors have rendered outstanding service to the Trust. The appointment of any person to Honorary Membership of the Trust shall be the subject to ratification by Ordinary Resolution passed at the Annual General Meeting of the Trust next following such nomination and shall take effect only on the passing of such Resolution.

#### CONTRIBUTIONS

6. All Members of the Trust, (excepting Honorary Members, existing Life Members and Founding Members) and all Junior Members shall be liable for an annual contribution to the funds of the Trust payable in advance or in instalments by direct debit.
7. The rights and privileges of every Member or Junior Member shall be personal to such person and shall not be transferred or transmissible either by the act of such Member or Junior Member or by operation of law.

8. Any Member or Junior Member may withdraw from the Trust by notice in writing addressed and delivered to the Secretary, and on the expiry of one month from the date of such notice, they shall cease to be a Member (or Junior Member,) it being provided that they shall nevertheless remain liable for, and shall pay to the Trust all monies which, at the time of their ceasing to be a Member or Junior Member may be due from them to the Trust.
9. Any Member who shall fail in observance of any of the regulations or bye-laws of the Trust or whose conduct in any respect shall be derogatory to the character or prejudicial to the interests of the Trust may be excluded from the Trust by a resolution of a majority of at least three-fourths of the Directors present and voting at a special meeting at which not less than seven Directors shall be present and shall thereupon cease to be a Member provided that such Member shall have been given an opportunity of being present at the meeting and hearing and answering the charge against them. Any Junior Member failing in the observance of any of said regulations or bye-laws shall be invited with a suitable parent or guardian or adult carer to a disciplinary meeting with the Chairman, who shall be empowered to discuss the issue with the Junior Member and their parent, guardian or adult carer and in their sole discretion to dispose of the matter as may be seen fit, by way of dismissal, admonition or otherwise, but in appropriate cases not excluding suspension or termination of Junior Membership.
10. In the event of losses being sustained, which in the opinion of the Directors are exceptional and for which special provision is required, Members shall pay to the Trust, in addition to their ordinary contributions, such special contributions as may from time to time be fixed by the Directors, not exceeding the sum of £100 in respect of each such special contribution.
11. Special contributions shall be held to be due as at the date of the resolution of the Directors fixing them although not payable till a subsequent date.
12. The Directors may recommend not more frequently than once in any period of twelve months that a supplementary levy of a specified amount be made on the Members of the Trust to provide for the meeting of an extraordinary item of expenditure incurred or to be incurred by the Trust. Such a recommendation shall be put to the Members at a General Meeting of the Trust and if carried as an Ordinary Resolution shall be payable by all the Ordinary Members on such a date, not earlier than one month after the passing of such Ordinary Resolution, as the Directors may specify.
13. Annual contributions become due on First January each year or upon such date as the Directors may decide. If any Member or Junior Member shall have failed to pay contributions due by them to the Trust by a date no later than two months

following the due date of payment, they shall ipso facto cease to be a Member or Junior Member but shall nevertheless remain liable for any such fees or contributions.

14. The Directors may create branches or sections among the Membership for the better promotion and regulation of particular activities within the objects of the Trust and may also amalgamate or disband any such branch or section. Each branch or section of the Trust shall so far as possible be self-supporting and shall have no power to pledge the credit of the Trust except with the consent of the Directors. Each section shall be managed by a committee elected by the Members of such section, which shall issue rules for the regulation of the Section, but these rules shall be first submitted to the Directors for approval.

All sections shall seek the prior approval of the Directors before incurring any expenditure of a capital nature or before replacing any existing capital assets.

Every section shall submit not less than once a year to the Directors accounts showing the income and expenditure of the Section for the period since the date of the last accounts and its assets and liabilities at the date to which the accounts are made up. Such accounts shall be vouched to the satisfaction of the Directors.

#### GENERAL MEETING

15. The Trust shall in each year hold a General Meeting as its Annual General Meeting 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 Trust and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.
16. Without prejudice to any statutory provision, the Directors shall upon a requisition, made in writing, signed by not less than fifty Members of the Trust, or by one tenth in number of the Members of the Trust, if that one tenth should be less than fifty, require the Secretary of the Trust, at any time to convene an Extraordinary General Meeting. Any such requisition shall specify the object of the meeting required, and shall be signed by the Members making the same, and shall be left with the Secretary of the Trust. If for twenty one days after the delivery of such requisition a meeting be not convened in accordance therewith, the requisitionists or any twenty Members of the Trust may convene an Extraordinary General Meeting in accordance with the requisition. The meeting, whether convened by the Directors or the requisitionists must be convened for the purpose specified in the requisition, and when convened by the requisitionists for those purposes only.



17. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
18. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided for under the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Trust may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

#### NOTICE OF GENERAL MEETINGS

19. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty one days' notice in writing at the least, and a meeting of the Trust other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. It being provided that the Directors may from time to time prescribe by resolution an alternative method of giving notice to the Members other than in the mode provided for in Article 73, provided the aforementioned periods of notice are complied with. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Directors, to such persons as are, under the Articles of the Trust, entitled to receive such notices from the Trust:

Provided that a meeting of the Trust shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety five per cent of the Members at that meeting.
20. 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

21. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
22. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, twenty Members present in person shall be a quorum.
23. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine.
24. The Chair, whom failing the Vice-Chair of the Board of Directors shall preside as Chair at every General Meeting of the Trust, or if they shall not be present within fifteen minutes after the time appointed for the holding of the meeting or are unwilling to act the Directors present elect one of their number to be chair of the meeting.
25. If at any meeting no Director is willing to act as chair or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be chair of the meeting.
26. The Chair may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
27. At any General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
  - (a) by the chair; or
  - (b) by at least twenty Members present in person; or

(c) by any Member or Members present in person and representing not less than  
 one tenth of the total voting rights of all the Members having the right to  
 vote  
 at the meeting.

Unless a poll be so demanded a declaration by the chair that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the Minutes of proceedings of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution.

The demand for a poll may be withdrawn.

28. Except as provided in Article 30, if a poll is duly demanded it shall be taken in such manner as the chair directs, and the result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded.
29. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
30. A poll demanded on the election of a chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chair of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
31. Subject to the provisions of the Act a Resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Trust duly convened and held.

#### VOTES OF MEMBERS

32. Every Ordinary, Life, Founding and Honorary Member shall have one vote. No other class of member shall have a vote.
33. No Member shall be entitled to attend, be reckoned in a quorum or vote at any General Meeting unless all monies presently payable by them to the Trust have been paid.

34. No Member may appoint a proxy to attend and vote on their behalf at any meeting of the Trust.

#### DIRECTORS

35. Until otherwise determined by the Trust in General Meeting, the number of Directors shall be eleven. No person shall be appointed a Director of the Trust unless they have been a Member for at least three consecutive years immediately prior to such appointment.
36. Until otherwise determined by the Trust in General Meeting, Directors shall not be paid any remuneration.

#### BORROWING POWERS

37. The Directors may exercise all the powers of the Trust to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Trust or of any third party.

#### POWERS AND DUTIES OF DIRECTORS

38. The business of the Trust shall be managed by the Directors, who may exercise all such powers of the Trust as are not, by the Act or by these Articles, required to be exercised by the Trust in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforementioned provisions, as may be prescribed by the Trust in General Meeting; but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
39. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Trust, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by Resolution determine.
40. The Directors shall cause Minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Directors;
  - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
  - (c) of all Resolutions and proceedings at all meetings of the Trust, and of the Directors, and of committees of Directors.

#### DISQUALIFICATION OF DIRECTORS

41. The office of Director shall be vacated if the Director:-
- (a) without the consent of the Trust in General Meeting holds any other office of profit under the Trust; or
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) becomes prohibited or disqualified from being a Director by reason of any order made under any statutory provision; or
  - (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
  - (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
  - (f) resigns their office by notice in writing to the Trust; or
  - (g) is directly or indirectly interested in any contract with the Trust and fails to declare the nature of their interest in the manner required by the Act.

#### ROTATION OF DIRECTORS

42. At the Annual General Meeting of the Trust in every year one third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one third shall retire from office.
43. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. The Chair and the Vice-Chair shall not retire by rotation or be taken into account in determining the Directors who are to retire.
44. A retiring Director shall be eligible for re-election.
45. The Trust at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a qualifying person thereto and, in default, the retiring Director shall, if offering themselves for re-election, be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a Resolution for the re-election of such Director shall have been put to the meeting and lost.
46. Nominations for election of a Member of the Board of Directors shall be made in writing to the Secretary of the Trust not less than fourteen days prior to the Annual General Meeting of the Trust at which the election will be determined.
47. The Trust may from time to time by Ordinary Resolution increase or reduce the

- number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
48. The Directors shall have power at any time, and from time to time, to appoint any qualifying person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
  49. The Trust may by Ordinary Resolution, of which special notice has been given in accordance with the Act, remove any Director before the expiration of their period of office notwithstanding anything in these Articles or in any agreement between the Trust and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between them and the Trust.
  50. The Trust may by Ordinary Resolution appoint another qualifying person in place of a Director removed from office under the immediately preceding Article. Without prejudice to the powers of the Directors under Article 48 the Trust in General Meeting may appoint any qualifying person to be a Director either to fill a casual vacancy or as an additional Director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if they had become a Director on the day on which the Director in whose place they are appointed was last elected a Director.

#### PROCEEDINGS OF DIRECTORS

51. The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit provided that they meet not less frequently than six times in each year. Questions arising at any meetings shall be decided, unless otherwise specifically provided for in these Articles, by a majority of votes. In the case of an equality of votes the Chair shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a Meeting of the Directors. It shall not be necessary to give notice of a Meeting of Directors to any Director for the time being absent from the United Kingdom.
52. Subject to the provisions of these Articles, the quorum necessary for the transaction of the business of the Directors shall be five, unless altered by the Trust in General Meeting.
53. The continuing Directors may act notwithstanding any vacancy in their body, but if

- and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Trust as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Trust, but for no other purpose.
54. The Directors shall annually elect a Chair and Vice-Chair who shall hold office for one year and each be eligible for re-appointment by the Directors at the end of the year; but, if at any meeting, the Chair, whom failing, the Vice-Chair, is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chair of the meeting.
55. Any Member who having rendered outstanding service to the Trust may be eligible for election to the office of Honorary President for life. Nominations must have the unanimous agreement of the Directors present at a properly constituted meeting of the Board and such nominations must be approved by the passing of an Ordinary Resolution at the Annual General Meeting of the Trust next following said nomination.
56. The Directors may, and whenever possible shall, nominate for a period of three years at a time two persons to the office of Honorary Vice-President. Nomination of these offices may be conferred upon any person (not exceeding two in number) ex officio or who have given or may give special service to the Trust. All honorary office bearers may speak and vote at all meetings of Directors and General Meetings of Members and shall generally be entitled to the privileges of Membership but shall not be liable to make any annual or special contribution.
57. The Directors may delegate any of their powers to committees consisting of such Member or Members of their body and Members of the Trust as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. Such a committee shall cause Minutes of the meetings to be kept and made available to the Directors when so required.
58. A committee may elect a chair of its meetings; if no such chair is elected, or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chair at the meeting.

59. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined unless otherwise specifically provided for in these Articles by a majority of votes of the members present, and in the case of an equality of votes the Chair shall have a second or casting vote.
60. All acts done by any Meeting of the Directors or of a committee of Directors or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
61. A Resolution in writing signed by all the Directors for the time being entitled to receive notice of a Meeting of the Directors, shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly convened and held.

#### SECRETARY

62. Subject to the provisions of the Companies Acts the Secretary shall be appointed by the Directors for such term, at such honorarium and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
63. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

#### FINANCE DIRECTOR

64. The Directors shall appoint one of their number to act under the delegated power of the Directors as Finance Director for such term, at such honorarium and upon such conditions as they may think fit, and any Finance Director so appointed may be removed by them.
65. The Finance Director shall have direct practical responsibility for the keeping of the books of account of the Trust, managing the implementation of financial policies and decisions determined by the Trust, implementing practical financial arrangements of the Trust, transacting with third parties on behalf of the Trust, attending to all matters incidental to such functions and in carrying out the functions set out in Articles 67 to 71 hereof; but the Finance Director shall be under an obligation to report not less frequently than at each regular meeting of the Directors on the books of account of the Trust and on all financial matters of significance, and the Directors shall expressly be under an obligation to receive, consider and, if so minded, approve the actions of the Finance Director. Notwithstanding the delegation of the powers and functions hereinbefore stipulated, the Directors shall retain the responsibility for the management of the financial affairs of the Trust.



## SEAL

66. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised  
by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary  
or  
by a second Director or by some other person appointed by the Directors for the purpose.

## ACCOUNTS

67. The Directors shall be required to keep or cause to be kept correct accounts and books showing the financial affairs and intromissions of the Trust and shall cause accounting records to be kept in accordance with the provisions of the Companies Acts.
68. The accounting records shall be kept at the registered office of the Trust or, at such other place or places as the Directors think fit, and shall always be open to inspection  
of the officers of the Trust.
69. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Trust or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Directors or by the Trust in General Meeting.
70. The Directors shall from time to time in accordance with the Companies Acts cause  
to be prepared and printed and to be laid before the Trust in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred in those Sections.
71. An abstract of every profit and loss account, and balance sheet which is to be laid before the Trust in General Meeting, together with a copy of the auditors' report and  
Directors' report, shall not less than twenty one days before the date of the meeting  
be sent by any means to every Member of, and every holder of debentures of, the Trust. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Trust is not aware or to more than one of the joint holders of any debentures. A full copy of any profit and loss account,

balance sheet, auditor's report and Directors' report and supporting documents shall be available within the club premises for inspection.

#### AUDIT

72. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Acts.
73. Subject to any alternative method of notice prescribed by the Directors under Article 19 hereof a notice may be given by the Trust to any Member either personally or by sending it by post to them or to their registered address, or (if they have no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by them to the Trust for the giving of notice to them. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
74. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-
- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Trust an address within the United Kingdom for the giving of notices to them; and
  - (b) the auditor for the time being of the Trust.

No other person shall be entitled to receive notices of General Meetings.

#### ADDITIONAL REGULATIONS REGARDING CLUB PREMISES

75. The Directors shall have power to make additional regulations which shall be binding on the Members governing the operation and administration of the Trust's club premises at Hughenden (hereinafter referred to as "the club premises") and the playing fields located there, provided that no such additional regulations shall amend these Articles or conflict with or derogate from the provisions of the licensing Acts or any statutory amendment or re-enactment thereof for the time being in force.
76. Payment of annual contribution shall entitle a Member to a Membership Card, production of which shall admit them to the club premises, at such time as the

same are open to Members, as may be decided by the Directors from time to time, but will not permit entry to Special Functions as authorised and permitted by the Directors. The Membership Card must be produced on request to all officials or employees of the Trust.

77. The sale, supply and consumption of liquor shall be managed by the Directors of the Trust or any committee thereof in consultation with any operating partner of the Trust. The Directors shall have powers to apply for such special licences or permissions as they deem necessary to conduct the activities of the Trust or any section thereof.
78. No Director nor other officer and no Manager nor other employee employed by the Trust shall have any personal interest in the sale of excisable liquor therein, nor in the profits arising from such sale.
79. The Directors will consult with any operating partner who shall recommend the price at which excisable liquor shall be sold in the club premises, and who shall confirm such increases as are made to meet exigencies.
80. The hours during which the excisable liquor may be sold or supplied shall be the permitted hours under the licensing Acts, or their statutory successors and any extensions granted thereto. Within these hours liquor shall be sold only on such days and within such hours as may be fixed by the Directors.
81. No excisable liquor shall be sold or supplied in the club premises:-  
 (i) to any person under the age of 18 or to any person who may appear to be under the age of 18 and who cannot supply tangible proof of their being of age,  
 (ii) to any employee of the Trust employed for the sale of and supply of excisable liquor, or  
 (iii) for consumption off the premises.
82. The Trust and the Directors shall not be responsible to any Member or any other person for the loss of any money, valuables or property whatsoever in the club premises or on the playing fields belonging to the Trust howsoever caused or arising.
83. During periods of recess and in emergencies arising when the whole Board of Directors cannot be advised and assembled, an Executive Committee comprising the Chair and two Directors shall be empowered to take action in respect of the affairs of the club premises.
84. Any dispute or difference as to the meaning or interpretation of these Articles

numbered 75 to 84 (inclusive) or any additional regulations made thereunder or as to the powers of the Officials of the Trust or the powers of the Directors in connection with the club premises, or of any rule or proceeding of the Directors shall be determined by the Directors, whose decisions shall be final and binding on all Members using the club premises.

HILLHEAD HIGH SCHOOL WAR MEMORIAL TRUST LIMITED

HILLHEAD HIGH SCHOOL CLUB.

CHAIR