

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

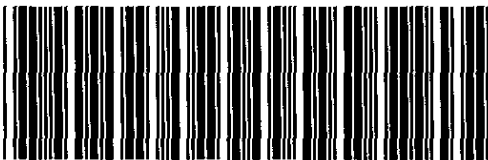
Company No. 289407

The Registrar of Companies for Scotland hereby certifies that

THE HIDDEN GARDENS TRUST

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Edinburgh, the 25th August 2005



NSC289407L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



CHFP025

289407

THE HIDDEN GARDENS TRUST

Burness LLP, 242 West George Street, Glasgow G2 4QY

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] Person named as Director of the above company and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

Declarant's signature

Declared at Glasgow

Day Month Year

On	2	4	0	8	2	0	0	5
----	---	---	---	---	---	---	---	---

① Please print name.

before me ❶ GRAEME THOMAS PALMER

Signed

Date 24/08/2005

† A ~~Commissioner of Courts or Notary Public or Justice of the Peace or Solicitor~~

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Burness LLP
242 West George Street
Glasgow
G2 4QY
HID/1/1 570770 Tel 0141 248 4933
DX number GW154 DX exchange Glasgow

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**





30(5)(a)

**Declaration on application for registration of a company
exempt from the requirement to use the word "limited" or
"cyfyngedig"**

Company Name in full

THE HIDDEN GARDENS TRUST

1, STEPHEN PAUL PHILLIPS

Burness LLP, 242 West George Street, Glasgow G2 4QY

† Please delete as appropriate.

a [Solicitor engaged in the formation of the company] ~~has not acted as~~
~~director or secretary of the company in the statement delivered under~~
~~section 30(3) of the Companies Act 1985.~~ do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at Glasgow

Day Month Year

on

2	4	0	8	2	0	0	5
---	---	---	---	---	---	---	---

① Please print name.

before me ① GRAEME THOMAS PALMER

Signed

Date 24/08/2005

~~A Notary Public or Solicitor~~

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Burness LLP

242 West George Street
Glasgow
G2 4QY

HID/1/1 570772

Tel 0141 248 4933

DX number GW154

DX exchange Glasgow



SCT 8GVSX844 0498
COMPANIES HOUSE 25/08/05

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235**



10

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

THE HIDDEN GARDENS TRUST

Proposed Registered Office

(PO Box numbers only, are not acceptable)

25 Albert Drive

Post town Glasgow

County / Region Lanarkshire

Postcode G41 2PE

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address.

X

Agent's Name Burness LLP

Address 242 West George Street

Post town Glasgow

County / Region Lanarkshire

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record.

Burness LLP
242 West George Street
Glasgow
G2 4QY

HID/1/1 567763

Tel 0141 248 4933

DX number GW154

DX exchange Glasgow



8CT 80V82846 0496
COMPANIES HOUSE

25/08/05

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s) LINDA JANE

Surname MACDONALD

Previous forename(s) None

Previous surname(s) None

Address ††

Flat 3/2

95 Oban Drive

Post town Glasgow

County / Region Lanarkshire

Postcode G20 6AA

Country Scotland

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

I consent to act as secretary of the company named on page 1

Consent signature

Date 18/7/05

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

Post town

County / Region

Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

Company Secretary (see notes 1-5)**NAME** *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature**Date****Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

SMINA

Surname

AKHTAR

Previous forename(s)

None

Previous surname(s)

None

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

48 Mount Stuart Street

Post town

Glasgow

County / Region

Lanarkshire

Postcode

G41 3LZ

Country

Scotland

Day Month Year

Date of birth

2 | 7 | 0 | 8 | 1 | 9 | 6 | 5

Nationality

British

Business occupation

Community Development Officer

Other directorships

None

569757

I consent to act as director of the company named on page 1

Consent signature**Date**

20 August 2005

CHFP025

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

MALCOLM ROBERT

Surname

CUNNING

Previous forename(s)

None

Previous surname(s)

None

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

0/2 119 Old Castle Road

Cathcart

Post town

Glasgow

County / Region

Lanarkshire

Postcode

G44 5TQ

Country

Scotland

Day Month Year

Date of birth

2 2 0 4

1 9 5 7

Nationality British

Business occupation

Glasgow City Council Councillor

Other directorships

C-Change for Inclusion

I consent to act as director of the company named on page 1

Consent signature

Date

19 Aug, 2005

Company Secretary (see notes 1-5)**NAME** *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature**Date****Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

1 | 0 | 0 | 7

1 | 9 | 6 | 1

Nationality

British

Business occupation

Freelance arts consultant

Other directorships

Ben Spencer Consulting Ltd, Glasgow Sculpture Studios Ltd

Gilded Ballon Ltd (Former)

569760

I consent to act as director of the company named on page 1

Consent signature**Date**19th August 2005

CHFP025

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

HANS ROLF

Surname

ROSCHER

Previous forename(s)

None

Previous surname(s)

None

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

29 Harelaw Avenue

Muirend

Post town

Glasgow

County / Region

North Lanarkshire

Postcode

G44 3HZ

Country

Scotland

Day Month Year

Date of birth

1 7 0 2

1 9 7 0

Nationality British

Business occupation

Landscape Architect

Other directorships

City Design Co-operative Limited

569760

I consent to act as director of the company named on page 1


Consent signature

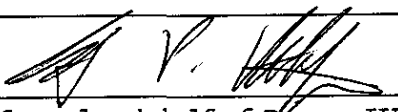
Date

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title			*Honours etc							
Forename(s)		BASHIR									
Surname		AHMED									
Previous forename(s)		None									
Previous surname(s)		None									
Address <input type="checkbox"/>		10 Moray Place									
		Strathbungo									
Post town		Glasgow									
County / Region		Lanarkshire	Postcode	G41 2AQ							
Country		Scotland									
Date of birth		Day 1	2	Month 0	2	Year 1	9	4	0	Nationality	British
Business occupation		Retired									
Other directorships		None									
I consent to act as director of the company named on page 1											
Consent signature								Date	19/9/05		

This section must be signed by*Either***an agent on behalf
of all subscribers****Signed**
for and on behalf of Business LLP**Date**

24 August 2005

Or the subscribers*(i.e those who signed
as members on the
memorandum of
association).***Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL
MEMORANDUM and ARTICLES of ASSOCIATION
of
THE HIDDEN GARDENS TRUST

Burness 
242 West George Street, Glasgow G2 4QY
Telephone: 0141 248 4933 FAS: 8859
www.burness.co.uk

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION

of

THE HIDDEN GARDENS TRUST



- 1 The name of the company is "The Hidden Gardens Trust".
- 2 The company's registered office is to be situated in Scotland.
- 3 The company's objects are:-
 - (a) To provide in the interests of social welfare facilities for recreation and other leisure time occupation for the benefit of the general public
 - (b) To preserve, restore and improve the environment through the provision, maintenance and/or improvement of public parks and gardens, allotments, public greenspaces and other public amenities
 - (c) To advance education (1) through promotion of the arts and (2) in particular (but without limitation) with regard to the design of public open space and public amenities, the wildlife and natural environment, traditional craft skills, the social, archaeological and scenic heritage of local areas, recycling and the conservation of the world's resources, through technical innovation, power reduction and best practice in environmental application
 - (d) To promote training, and with particular reference to skills which will assist the participants in obtaining paid employment
 - (e) To help young people to develop their physical, mental and spiritual capacities, such that they may grow to full maturity as individuals and as members of society
 - (f) To relieve the needs of people who suffer from mental and/or physical disability, illness or impairment or have particular needs by reason of old age or current or past drug, solvent and/or alcohol abuse, and their carers and families
 - (g) To encourage, stimulate and support volunteering
 - (h) To work towards the elimination of discrimination (whether on the grounds of race, religion, disability, gender, sexual orientation or otherwise), to promote and support equality of opportunity for all irrespective of race, religion,



disability, gender or sexual orientation and to promote harmony between peoples of different ethnic, racial, social, religious and other groups within the framework of a multi-racial and inclusive society

- (i) To promote, establish, operate and/or support other projects and initiatives of a charitable nature for the benefit of the community.

In pursuance of those aims (but not otherwise), the company shall have the following powers:-

- 3.1 To hold, operate, maintain, manage and (as appropriate) further develop the Hidden Gardens project based in Pollokshields, Glasgow
- 3.2 To promote, establish, deliver, assist (in respect of applications for funding or otherwise), co-ordinate, monitor and/or support (whether financially or otherwise) projects, initiatives and programmes of all kinds which further any of the aims of the company.
- 3.3 To advise in relation to, prepare, organise, conduct and/or present, cultural, educational, training and recreational courses, programmes and events of all kinds;
- 3.4 To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio and video recordings, multi-media products and display materials, and to create and maintain a website or websites;
- 3.5 To carry on any other activity which may be appropriately carried on in connection with any of the objects of the company;
- 3.6 To liaise with government authorities and agencies (whether Scottish, UK or European), arts/cultural bodies, colleges and other educational establishments, *community groups and other voluntary sector bodies and others*, all with a view to advancing any of the company's aims;
- 3.7 To commission research, studies and reports with a view to identifying, evolving and (as appropriate) implementing appropriate strategies and programmes which advance any of the aims of the company.
- 3.8 To promote companies whose activities may further one or more of the above objects or any associated purpose (or may generate income to support the activities of the company); acquire and hold shares, stocks, debentures and other interests in such companies; and carry out in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company;

- 3.9 To purchase, take on lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company;
- 3.10 To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company;
- 3.11 To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company;
- 3.12 To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person;
- 3.13 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments;
- 3.14 To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the company and the spouse, widow(er), relatives and dependants of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person;
- 3.15 To engage such consultants and advisers as are considered appropriate from time to time.
- 3.16 To oppose or object to any application or proceedings which may prejudice the company's interests;
- 3.17 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 obtain from any such organisation, government or authority any right, privilege or concession;
- 3.18 To enter into any arrangement for co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated;
- 3.19 To effect insurance against risks of all kinds;
- 3.20 To invest funds not immediately required for the purposes of the company's activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities;
- 3.21 To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company and to promote

any company or other incorporated body formed for the purpose of carrying on any activity which the company is authorised to carry on;

- 3.22 To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the company or with the furtherance of its objects;
- 3.23 To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the company;
- 3.24 To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the company, whether by way of subscriptions, grants, loans, donations or otherwise;
- 3.25 To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others;
- 3.26 To do anything which may be incidental or conducive to the attainment of any of the objects of the company.

And it is declared that:-

- (i) in this clause where the context so admits, **“property”** means any property, heritable or moveable, real or personal, wherever situated;
 - (ii) in this clause, and throughout this memorandum of association, the word **“charitable”** shall have the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force.
- 4.1 The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clause 3 of this memorandum of association).
 - 4.2 No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
 - 4.3 No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
 - 4.4 No benefit (whether in money or in kind) shall be given by the company to any director except repayment of out-of-pocket expenses.
 - 5 The liability of the members is limited.

- 6 Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he/she/it is a member or within one year after he/she/it ceases to be a member, for payment of the company's debts and liabilities contracted before he/she/it ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 7.1 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as does clause 4 of this memorandum of association.
- 7.2 The body or bodies to which property is transferred under clause 7.1 shall be determined by the members of the company at or before the time of dissolution or, failing such determination, by such court as may have or may acquire jurisdiction.
- 7.3 To the extent that effect cannot be given to the provisions of clauses 7.1 and 7.2, the relevant property shall be applied to some other charitable object or objects.
- 8 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company; such accounting records shall be open to inspection at all times by any director of the company.

WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Names and addresses of subscribers

1. Charles Bay

for and on behalf of
GLASGOW CITY COUNCIL
City Chambers
George Square
Glasgow

Dated: 23rd August 2005

2. L. Gibbons

for and on behalf of
NVA (EUROPE) LIMITED
15 North Claremont Street
Glasgow
G3 1NR

Dated: 18th August 2005

Clare Baxter

Witness to the above Signature
CLARE BAXTER
CULTURAL AND LEISURE SERVICES
20 TRONGATE
GLASGOW G1 5ES

SARAH ANNWELLS

Witness to the above signature
SARAH ANNWELLS
21A WOODLANDS TERRACE
GLASGOW G3 6DF

3. Sarah Allett

(being the individual nominated by THE
HIDDEN GARDENS ADVISORY GROUP)
C/O The Hidden Gardens
25 Albert Drive
Glasgow

Dated: 19 August 2005

Aileen E Byers

Witness to the above signature:
AILEEN E BYERS

553 SHIELDS ROAD

GLASGOW G41 2RW

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES of ASSOCIATION
of
THE HIDDEN GARDENS TRUST

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AGMs & EGMs - notice of meetings, resolutions, quorum, voting	Articles 14 to 42
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Directors - offices, personal interests, powers	Articles 56 to 69
Board meetings - calling of meetings, voting, quorum, alternate directors, committees of directors	Articles 70 to 94
General - secretary, minutes, etc.	Articles 95 to 107

Membership

- 1 The subscribers to the memorandum of association and such other individuals and bodies as are admitted to membership under articles 4 to 9 shall be the members of the company.
- 2 Membership shall cease on death or, in the case of an incorporated body, on the dissolution, winding-up, striking-off or receivership of that body.
- 3 A member may not transfer his/her/its membership to any other individual or body.

Qualifications for membership

- 4 Subject to articles 5 and 6, membership shall be open to the following:-
 - 4.1 Glasgow City Council;
 - 4.2 NVA (Europe) Limited;

- 4.3 any individual nominated by The Hidden Gardens Advisory Group (see article 90).
- 5 No more than two individuals nominated under paragraph 4.3 (The Hidden Gardens Advisory Group) may be members of the company at any given time.
- 6 No employee of the company may become a member; a person admitted to membership shall automatically cease to be members if he/she becomes an employee of the company.

Application for membership

- 7 Any incorporated body eligible for membership under article 4 which wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require); the application for membership shall be signed on the relevant body's behalf by an authorised officer of that body.
- 8 Any individual eligible for membership under article 4 (as read with articles 5 and 6) who wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require); the application for membership shall be signed by him/her and shall also be signed by an authorised officer of the unincorporated body nominating him/her for membership.
- 9 A body or individual eligible for membership under article 4 shall (subject to articles 5 and 6) automatically constitute a member of the company immediately upon receipt by the company of the application for membership, duly signed in accordance with article 7 or (as the case may be) article 8.

Withdrawal from membership

- 10 Any individual or body who/which wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such form as the directors require), signed by him/her or (in the case of an incorporated body) signed on its behalf by an authorised officer of that body; on receipt of the notice by the company, he/she/it shall cease to be a member.
- 11 Any unincorporated body which wishes to withdraw its nomination for membership shall lodge a notice in writing with the company to that effect (in such form as the directors require), signed on its behalf by an authorised officer of that body; on receipt of the notice by the company, the individual admitted to membership on the basis of nomination by that body shall cease to be a member.

Annual retiral from membership

- 12 Each of the individuals admitted to membership under article 8 (individuals nominated by The Hidden Gardens Advisory Group) shall automatically cease to be a member on the conclusion of each annual general meeting.

- 13 For the avoidance of doubt, an individual who ceases to be a member under the provisions of article 12 may be re-nominated for membership by the unincorporated body which previously nominated him/her for membership.

General meetings

- 14 All general meetings other than annual general meetings are to be called extraordinary general meetings.
- 15 The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A of the Act).
- 16 Subject to the preceding article and to the requirements under section 366 of the Act (which lay down the maximum period which can pass before the first annual general meeting and the maximum period between one annual general meeting and the next), the directors may convene general meetings whenever they think fit.

Notice of general meetings

- 17 At least twenty one clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 23) or a resolution requiring special notice under the Act is to be proposed; all other extraordinary general meetings shall be called by at least fourteen clear days' notice.
- 18 The reference to "**clear days**" in article 17 shall be taken to mean that, in calculating the period of notice, the day after the notice is sent, and also the day of the meeting, should be excluded.
- 19 A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of any business to be dealt with at the meeting and (b) if a special resolution (see article 23) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
- 20 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 21 Notice of every general meeting shall be given (either in writing or, where the individual or body to which notice is given has notified the company of an address to be used for the purpose of electronic communication, by way of electronic communications) to all the members and directors and (if there are auditors in office at the time) to the auditors;
- 22 In addition to the requirement to issue notices under article 21, the directors shall also take appropriate steps to give notice of each annual general meeting to the local community, through advertisement in local newspapers and/or by such other means as the directors may consider appropriate.

Special resolutions and ordinary resolutions

- 23 For the purposes of these articles, a **“special resolution”** means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 17 to 21; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 24 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution:-
- 24.1 to alter its name;
 - 24.2 to alter its memorandum of association with respect to the company’s objects;
 - 24.3 to alter any provision of these articles or adopt new articles of association.
- 25 For the purposes of these articles, an **“ordinary resolution”** means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against, and (as applicable) the chairperson’s casting vote) at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 17 to 21.

Proceedings at general meetings

- 26 No business shall be transacted at any meeting unless a quorum is present; three members, present in person or represented by authorised representatives or by proxy, shall be a quorum.
- 27 If the quorum required under article 26 is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- 28 The Chair of the board of directors shall (if present and willing to act) preside as chairperson of the meeting; if the Chair of the board of directors is not present and willing to act as chairperson of the meeting within 15 minutes after the time appointed for holding the meeting, the Vice Chair shall act as chairperson of the meeting.
- 29 If neither the Chair of the board of directors nor the Vice Chair is present and willing to act as chairperson of the meeting within 15 minutes after the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson of the meeting or, if there is only one director present and willing to act, he/she shall be chairperson of the meeting.

- 30 A director shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting.
- 31 The chairperson of the meeting may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests him/her to do so), adjourn the meeting but not for a period in excess of thirty days; no notice need be given of an adjourned meeting.
- 32 A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, or immediately after the result of the show of hands is declared, a secret ballot is demanded by the chairperson of the meeting or by any person present at the meeting and entitled to vote (whether as a member, as proxy for a member or as the representative of a member which is an incorporated body).
- 33 If a secret ballot is demanded in accordance with the preceding article, it shall be taken at once and shall be conducted in such manner as the chairperson of the meeting may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.
- 34 A resolution in writing signed by or on behalf of all the members of the company who, as at the date of the resolution, would have been entitled to attend and vote at a general meeting at which the resolution was proposed shall be as effectual as if it had been passed at a general meeting duly convened and held; the signatures need not be on a single document, provided each signature is on a document which accurately states the terms of the resolution.

Votes of members

- 35 Every member shall have one vote, which may be given either personally (in the case of a member which is an incorporated body, via its duly authorised representative present at the meeting) or (whether on a show of hands or on a secret ballot) by proxy.
- 36 A member who/which wishes to appoint a proxy to vote on its behalf at any meeting (or any adjourned meeting) shall:-
- (a) lodge with the company, at the company's registered office, not less than 48 hours before the time for holding the meeting (or as the case may be, adjourned meeting), a written instrument of proxy (in such form as the directors require), signed by an appropriate officer of the member (or, as the case may be, signed by him/her); or
 - (b) send to the company at such address as may have been notified to the members by the company for that purpose, an electronic communication containing the appointment of a proxy, providing such electronic communication is received by the company at such address not less than 48 hours before the time for holding the meeting.

- 37 An instrument of proxy, or electronic communication containing the appointment of a proxy, which does not conform with the provisions of article 36, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 38 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 39 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who/which appointed him/her to speak at the meeting and need not be a member of the company.
- 40 A member which is an incorporated body may authorise an individual to act as its representative at any general meeting of the company, providing particulars of the individual so authorised and of the body which he/she is to represent are received by the company prior to the commencement of the general meeting; the individual so authorised shall be entitled to exercise the same powers on behalf of the member which he/she represents as that incorporated body could exercise if it were an individual member.
- 41 A vote given, or ballot demanded, by proxy or by the duly authorised representative of a member which is an incorporated body shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot unless notice of such termination was received by the company at the company's registered office (or, where contained in an electronic communication, was received by the company at the address notified by the company to the members for the purpose of electronic communication) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
- 42 In the case of an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting shall not be entitled to a casting vote.

Categories of director

- 43 For the purposes of these articles:-

“Appointed Director” means a director appointed or re-appointed under articles 46 to 48 or (as the case may be) holding office by virtue of article 49 or 50.

“Co-opted Director” means a director appointed or re-appointed under articles 51 to 54.

Composition of the board

- 44 The maximum number of directors shall be 11, of whom no more than 6 shall be Appointed Directors and no more than 5 shall be Co-opted Directors.
- 45 The board shall consist of the following:-
- 45.1 2 directors appointed by Glasgow City Council under article 46;
 - 45.2 2 directors appointed by NVA (Europe) Limited under article 46;
 - 45.3 2 directors nominated by The Hidden Gardens Advisory Group, holding office under article 49;
 - 45.4 up to 5 directors, appointed under article 51.

Appointment, removal, vacating of office, re-appointment : Appointed Directors

- 46 Subject to article 48, each of the members which is a corporate body may by notice in writing, signed on its behalf by an appropriate officer of that body, and given to the company:-
- 46.1 appoint any person (other than an employee of the company) who is willing so to act to be a director (an “**Appointed Director**”), either to fill a vacancy or as an additional director; or
 - 46.2 remove any Appointed Director appointed by that member from office as a director.
- 47 Any appointment or removal of a director under article 46 shall have effect from the date on which the relevant notice is given to the company.
- 48 The powers conferred by article 46 shall be deemed to be limited as follows:-
- 48.1 no more than two individuals appointed by Glasgow City Council under article 46 may hold office as a director at any given time;
 - 48.2 no more than two individuals appointed by NVA (Europe) Limited under article 46 may hold office as a director at any given time;
- 49 Each of the individuals admitted to membership under article 8 (individuals nominated by The Hidden Gardens Advisory Group) shall automatically constitute a director (an “**Appointed Director**”) immediately upon admission to membership.
- 50 Each of the Appointed Directors shall automatically vacate office with effect from the conclusion of each annual general meeting, but shall then be eligible for re-appointment under article 46, or (as the case may be) may become a director once

more through the operation of article 49 where the individual nominated by the relevant unincorporated body re-applies for membership under article 8.

Appointment, vacating of office, re-appointment : Co-opted Directors

- 51 The directors may at any time appoint any individual (other than an employee of the company) to be a director (a **“Co-opted Director”**), providing he/she is willing so to act.
- 52 The directors shall exercise their powers under article 51 in such a way as to ensure, so far as reasonably possible, that at any given time the Co-opted Directors include people with skills/involvement in:
- business/finance
 - the environment
 - community/equalities
 - gardening
 - the arts
 - young people.
- 53 At the conclusion of each annual general meeting, all of the Co-opted Directors shall vacate office.
- 54 Immediately following each annual general meeting, the directors may re-appoint any Co-opted Director who vacated office under the preceding article at the conclusion of the annual general meeting; the directors may alternatively appoint someone in his/her place or resolve not to fill the vacancy.

Disqualification and removal of directors

- 55 A director shall vacate office if:-
- 55.1 he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director;
- 55.2 he/she is sequestered;
- 55.3 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity has continued, or is expected to continue, for a period of more than six months;
- 55.4 he/she becomes an employee of the company;

- 55.5 in the case of a director appointed under article 46, the body which appointed him/her ceases to be a member of the company;
- 55.6 in the case of a director holding office by virtue of the provisions of article 49, he/she ceases, whether through the operation of article 11 (withdrawal by an unincorporated body of its nomination for membership) or otherwise, to be a member of the company;
- 55.7 he/she resigns office by notice to the company;
- 55.8 he/she is absent (without permission of the directors) from more than three consecutive meetings of directors and the directors resolve to remove him/her from office; or
- 55.9 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.

Appointments to offices

- 56 Directors shall be appointed to hold the offices of Chair of the board of directors, Vice Chair and Treasurer, and any other offices which the directors may consider appropriate; the appointments under the preceding provisions of this article shall be made at meetings of directors.
- 57 Each office shall be held (subject to article 60) until the conclusion of the annual general meeting which next follows; a director whose period of office expires under this article may (subject to article 58) be re-appointed to that office under article 56 (providing he/she is willing to act).
- 58 A director who has held office as Chair for a period of five years shall vacate office on expiry of that five-year period, and shall not be eligible for re-appointment to that office until a further period of one year has elapsed.
- 59 For the purposes of article 58,
 - 59.1 the period between the date of appointment of a director to the office of Chair and the annual general meeting which next follows shall be deemed to be a period of one year, unless it is of less than six months' duration (in which case it shall be disregarded)
 - 59.2 the period between one annual general meeting and the next shall be deemed to be a period of one year
 - 59.3 if a director vacates office as Chair but is re-appointed to that office within a period of six months, he/she shall be deemed to have held that office continuously.

- 60 The appointment of any director to an office under article 56 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.
- 61 If the appointment of a director to any office under article 56 terminates at any time, the directors shall appoint another director to hold the office in his/her place.

Directors' interests

- 62 Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that he/she has disclosed to the directors the nature and extent of any personal interest which he/she has (unless immaterial), a director (notwithstanding his/her office):-

62.1 may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company;

62.2 may be a party to, or have some other personal interest in, any transaction or arrangement in which the company or any associated company has an interest;

62.3 may be a director or secretary of, or employed by, or have some other personal interest in, any associated company; and

62.4 shall not, because of his/her office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company;

and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

- 63 For the purposes of the preceding article, an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers; the references to **“associated company”** shall be interpreted as references to any subsidiary of the company or any other company in which the company has a direct or indirect interest.

Directors' remuneration and expenses

- 64 No director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any office under article 56.
- 65 The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, general meetings, meetings of committees of directors or otherwise in connection with the carrying-out of their duties, providing receipts vouching such expenses are supplied to the company in each case.

Powers of directors

- 66 Subject to the provisions of the Act, the memorandum of association and these articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company.
- 67 No alteration of the memorandum of association or these 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.
- 68 The powers conferred by article 66 shall not be limited by any special power conferred on the directors by these articles.
- 69 A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

Proceedings of directors

- 70 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
- 71 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 72 Questions arising at any meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson of a meeting of directors shall not have a second or casting vote.
- 73 The quorum for the transaction of the business of the directors shall (subject to article 74) be as follows:
- 73.1 if the total number of directors in office is an even number – 50% of the total number of directors in office, plus one
- 73.2 if the total number of directors in office is an odd number – 50% of the total number of directors in office, rounded upwards.
- 74 A quorum shall not be deemed to be constituted at any meeting of directors unless there are at least four directors present.
- 75 If the quorum required under articles 72 and 73 is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- 76 The continuing directors or a sole continuing director may act notwithstanding vacancies, but if the number of remaining directors is less than the number fixed as

the quorum they may act only for the purpose of filling vacancies or of calling a general meeting.

- 77 Unless he/she is unwilling to do so, the Chair of the board of directors shall preside as chairperson at every meeting of directors at which he/she is present; if the Chair of the board of directors is unwilling to act as chairperson of a meeting of directors or is not present within 15 minutes after the time appointed for the meeting, the Vice Chair shall preside as chairperson.
- 78 If neither the Chair of the board of directors nor the Vice Chair is present and willing to act as chairperson at a meeting of directors within 15 minutes after the time appointed for the meeting, the directors present shall appoint one of their number to be chairperson of the meeting.
- 79 The directors shall be entitled to allow any person to attend and speak (but not vote) at any meeting of the directors; a person invited to attend a meeting of the directors under the preceding provisions of this article shall not be entitled to exercise any of the powers of a director, and shall not be deemed to constitute a director for the purposes of the Act or any provision of these articles.
- 80 All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was 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 director and had been entitled to vote.
- 81 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held; it may consist of several documents in the same form, each signed by one or more directors.
- 82 A director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he/she has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the company.
- 83 For the purposes of the preceding article:-
- 83.1 an interest of a person who is taken to be connected with a director for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the company), shall be treated as a personal interest of the director;
- 83.2 a director shall be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member

of the management committee, officer or elected representative has a personal interest in that matter.

- 84 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
- 85 The company may by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 82 to 84.
- 86 If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting; his/her ruling in relation to any director other than himself/herself shall be final and conclusive.

Delegation to committees of directors and holders of offices

- 87 The directors may delegate any of their powers to any committee consisting of two or more directors; they may also delegate to the Chair of the board of directors or a director holding any other office such of their powers as they consider appropriate.
- 88 Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
- 89 Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more directors shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.

The Hidden Gardens Advisory Group

- 90 The directors shall create an advisory group (referred to in these articles as “The Hidden Gardens Advisory Group”), which shall have the following remit:
- 90.1 To discuss and provide feedback on developments at the Hidden Gardens;
 - 90.2 To elect two of their members to take up membership (and thereby become directors) of the company;
 - 90.3 To act as advocates for the Hidden Gardens ;
 - 90.4 As necessary, to form sub groups to look at particular aspects of the Hidden Gardens development and programme (eg environment, arts, festivals, education).
- 91 The procedures in relation to election/nomination/appointment and removal of the members of The Hidden Gardens Advisory Group (who need not be directors or members of the company), and the rules relating to the conduct of meetings of The

Hidden Gardens Advisory Group, shall be as determined by the board of directors from time to time.

- 92 The Hidden Gardens Advisory Group shall meet up to four times per year.
- 93 With reference to the provisions of article 91, the directors shall endeavour to ensure that the composition of the membership of The Hidden Gardens Advisory Group reflects an appropriate balance in relation to the organisations and groups who form the main community stakeholders in The Hidden Gardens project.
- 94 The directors shall give consideration to the reports and recommendations issued from time to time by The Hidden Gardens Advisory Group, but The Hidden Gardens Advisory Group shall have no power to issue directions or instructions to the board of directors.

Secretary

- 95 Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes

- 96 The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the directors and meetings of committees of directors; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present, and the minutes of each meeting shall be signed by the chairperson of that meeting.

Accounts

- 97 No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or as authorised by the directors or by ordinary resolution of the company.

Notices

- 98 Any notice to be given in pursuance of these articles shall be given either in writing or by way of an electronic communication; such a notice may be given personally to the member *or* be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her/it to the company *or* (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by way of an electronic communication.
- 99 A member may give any notice to the company by sending it by post in a pre-paid envelope addressed to the company at its registered office *or* by leaving it, addressed

to the company secretary, at the company's registered office *or* by sending it by way of an electronic communication to the address which the company has intimated to the members for this purpose.

- 100 Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 101 Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any electronic communication was sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.
- 102 A member present or represented at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

Winding-up

- 103 If the company is wound up, the liquidator shall give effect to the provisions of clause 7 of the memorandum of association.

Indemnity

- 104 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office including, without prejudice to that generality, any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.
- 105 For the avoidance of doubt, the company shall be entitled to purchase and maintain insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office.

Interpretation

106 In these articles,

“the Act” means the Companies Act 1985; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time

“electronic communication” has the same meaning as is assigned to that expression in the Electronic Communications Act 2000.

107 References in these articles to the singular shall be deemed to include the plural.

Names and addresses of subscribers

1. Chesabury

for and on behalf of
GLASGOW CITY COUNCIL
City Chambers
George Square
Glasgow

Dated:

23rd August 2005

2. E. Gibbons

for and on behalf of
NVA (EUROPE) LIMITED
15 North Claremont Street
Glasgow
G3 1NR

Dated:

18th August 2005

Clare Baxter

Witness to the above Signature

CLARE BAXTER
CULTURAL AND LEISURE SERVICES
20 TROVATE
GLASGOW
G11 5ES

3. James Akth

(being the individual nominated by THE
HIDDEN GARDENS ADVISORY GROUP)
C/O The Hidden Gardens
25 Albert Drive
Glasgow

Dated:

19 August 2005

Aileen E Byers

Witness to the above signature:

* EILEEN

AILEEN E BYERS

553 SHIELDS ROAD

GLASGOW G41 2RW

SARAH ANN WELLS

Witness to the above signature

SARAH ANN WELLS
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