



COMMUNITY EMPOWERMENT (SCOTLAND) ACT 2015

ASSET TRANSFER REQUEST FORM

IMPORTANT NOTES:

This is a standard asset transfer request form which can be used to make a request to any relevant authority. Relevant authorities may also provide their own forms in their own style.

You do not need to use this form or a relevant authority's form to make an asset transfer request, but using a form will help you to make sure you include all the required information.

You should read the asset transfer guidance provided by the Scottish Government before making a request. Relevant authorities may also provide additional guidance on their schemes.

You are strongly advised to contact the relevant authority and discuss your proposals with them before making an asset transfer request.

When completed, this form must be sent to: -

**The Asset Manager
Asset & Estates
Property Services
Renfrewshire Council
Renfrewshire House
Cotton Street
Paisley
PA1 1TT**

This is an asset transfer request made under Part 5 of the Community Empowerment (Scotland) Act 2015.

Section 1: Information about the community transfer body (CTB) making the request

1.1 Name of the CTB making the asset transfer request

Friends of Howwood Park

1.2 CTB address. This should be the registered address, if you have one.

Postal address:

41 Linister Crescent, Howwood PA9 1DS

1.3 Contact details. Please provide the name and contact address to which correspondence in relation to this asset transfer request should be sent.

Contact name: Gillian Whyte

Postal address: 41 Linister Crescent, Howwood

Postcode: PA9 1DS

Email: friendsofhowwoodpark@hotmail.com

Telephone: 07834817337

We agree that correspondence in relation to this asset transfer request may be sent by email to the email address given above. *(Please tick to indicate agreement).*

You can ask the relevant authority to stop sending correspondence by email, or change the email address, by telling them at any time, as long as 5 working days' notice is given.

1.4 Please mark an "X" in the relevant box to confirm the type of CTB and its official number, if it has one.

	Company, and its company number is Charity number is	
	Scottish Charitable Incorporated Organisation (SCIO), and its charity number is	
	Community Benefit Society (BenCom), and its registered number is	
	Unincorporated organisation (no number)	X

Please attach a copy of the CTB's constitution, articles of association or registered rules.

1.5 Has the organisation been individually designated as a community transfer body by the Scottish Ministers?

No

Yes

Please give the title and date of the designation order:

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1.6 Does the organisation fall within a class of bodies which has been designated as community transfer bodies by the Scottish Ministers?

No

Yes

If yes what class of bodies does it fall within?

Community controlled body

Section 2: Information about the land and rights requested

2.1 Please identify the land to which this asset transfer request relates.

You should provide a street address or grid reference and any name by which the land or building is known. If you have identified the land on the relevant authority's register of land, please enter the details listed there.

It may be helpful to provide one or more maps or drawings to show the boundaries of the land requested. If you are requesting part of a piece of land, you must give a full description of the boundaries of the area to which your request relates. If you are requesting part of a building, please make clear what area you require. A drawing may be helpful.

Howwood Park Pavilion (NOT park)
Midton Road
Howwood
PA9 1BN

2.2 Please provide the UPRN (Unique Property Reference Number), if known.

If the property has a UPRN you will find it in the relevant authority's register of land.

UPRN:- 123095681

Section 3: Type of request, payment and conditions

3.1 Please tick what type of request is being made:

for ownership (under section 79(2)(a)) - go to section 3A

for lease (under section 79(2)(b)(i)) – go to section 3B

for other rights (section 79(2)(b)(ii)) - go to section 3C

3A – Request for ownership

What price are you prepared to pay for the land requested:

Proposed price:- N/A

Please attach a note setting out any other terms and conditions you wish to apply to the request.

3B – Request for lease

What is the length of lease you are requesting?

10 years

How much rent are you prepared to pay? Please make clear whether this is per year or per month.

Proposed rent: £1 per ~~month~~ / year (delete as appropriate)

Please attach a note setting out any other terms and conditions you wish to be included in the lease, or to apply to the request in any other way.

3C – Request for other rights

What are the rights you are requesting?

None.

Do you propose to make any payment for these rights?

Yes

No

If yes, how much are you prepared to pay? Please make clear what period this would cover, for example per week, per month, per day?

Proposed payment: £ N/A

Please attach a note setting out any other terms and conditions you wish to apply to the request.

Section 4: Community Proposal

4.1 Please set out the reasons for making the request and how the land or building will be used.

This should explain the objectives of your project, why there is a need for it, any development or changes you plan to make to the land or building, and any activities that will take place there.

Howwood Community Council secured funding from Renfrewshire Councils Green Spaces, Parks and Play Areas Fund – with match funding from LEADER Renfrewshire – to make improvements to Howwood Park. The improvements included the installation of new play equipment, an outdoor gym, new football goals, new skate ramps, picnic tables and bins. The group of volunteers who applied for and secured the funding on behalf of Howwood Community Council, and who overseen the design and installation, has created a new group – ‘Friends of Howwood Park’.

Concurrently, Renfrewshire Council have replaced corroded fencing, improved the drainage in the football pitch, and improved the paths, including the installation of a new perimeter path. The result of the significant improvements is that the park is now well facilitated, in great condition and extremely well used.

However, the park is blighted by the ‘Pavilion’ located in the park. This is a derelict football changing pavilion which has been unused for around 13 years. This was broken into a number of years ago. Access was via the flat roof. Ceilings were pulled down and copper pipework stolen. The roof was not made watertight following this event. Between the damage caused during the break in, the subsequent ingress of water and wind, and being unheated for years, the building is now in a derelict condition.

If this building were renovated, not only would it improve the image of the park, it would be a huge asset to the community as a ‘hub’ for activities at the park.

These activities would include, but are not limited to, a changing facilities for junior football teams, outdoor exercise clubs such as a walking group, outdoor yoga and outdoor Tai Chi, and as a base for seasonal events such as the Easter Egg Hunt. Local groups such as the Cub Scouts and Howwood Youth Club would also use the building. At the moment none of these things can happen as there is no toilet facility.

We believe there is a need for this facility as Howwood is a semi-rural village with limited facilities. Residents have to leave the village to participate in

organised exercise and football. We want to provide a base for these activities – amongst others – locally and at minimal cost.

We carried out a consultation and found the community want this too. A consultation report on this is attached.

We do not plan to make any major changes to the layout, with the exception of the installation of a disabled WC, an access ramp and an external serving hatch from which we plan to sell teas and coffees to raise funds. We also plan to convert the existing walk in showers into stores. A draft plan of the proposals is attached. This will be subject to Building Standards approval, surveys and agreement with the SFA.

Benefits of the proposal

4.2 Please set out the benefits that you consider will arise if the request is agreed to.

This section should explain how the project will benefit your community, and others. Please refer to the guidance on how the relevant authority will consider the benefits of a request.

The benefits we consider shall arise if the request is agreed include;

1. Youth football teams will be able to use the pavilion when using the football pitch. At the moment, they cannot use the football pitch to train or play matches, as they do not have changing or toilet facilities. Johnstone Burgh have registered an interest to use the facility.

2. Existing community groups in the village – including the Beaver Scouts, Cub Scouts, Brownies and Howwood Youth Club – will be able to use the park if the pavilion re-opens, as it will provide them with toilet facilities for their groups. At present, they cannot take their groups to the park on a regular basis due to there being no toilet facilities.

3. It is anticipated that new community groups with a focus on outdoor activities will form in the village if the pavilion re-opens, as it will provide them with a base. Such groups include walking groups, jogging groups, Tai Chi, outdoor yoga, toddle waddles and so on.

4. The park will be more attractive. At present the pavilion is an eyesore. Once the pavilion is refurbished and back in community use, it will improve the overall appearance of the park and give the more community more pride in it.

5. If the pavilion is not refurbished, it will fall into further disrepair and may become dangerous and require demolition.

Restrictions on use of the land

4.3 If there are any restrictions on the use or development of the land, please explain how your project will comply with these.

Restrictions might include, amongst others, environmental designations such as a Site of Special Scientific Interest (SSI), heritage designations such as listed building status, controls on contaminated land or planning restrictions.

No restrictions known, other than the land must be used for recreational purposes, which it will be.

Negative consequences

4.4 What negative consequences (if any) may occur if your request is agreed to? How would you propose to minimise these?

You should consider any potential negative consequences for the local economy,

No negative consequences known.

Capacity to deliver

4.5 Please show how your organisation will be able to manage the project and achieve your objectives.

This could include the skills and experience of members of the organisation, any track record of previous projects, whether you intend to use professional advisers, etc.

There are 2 stages of the project which require management to achieve our objectives, namely the refurbishment stage and the management stage.

Refurbishment of the Building

Friends of Howwood Park currently has 20 members, one of which is a Building Surveyor and one of which is a Construction Project Manager. Between them, and the skills of the other members of the group, they shall specify, tender, and oversee the refurbishment works.

The Planning Department have been consulted regarding the proposals and have advised Planning Permission is not required.

The professional advisers we wish to use are as follows;

1. Structural surveyor to advise on and specify the structural works
2. Mechanical and Electrical engineer to advise on and specify the mechanical and electrical works.
3. Rot specialist to determine if the existing timber is sound
4. Drainage company to carry out a survey of the existing drainage to determine its' condition
5. Asbestos Contractor to carry out a Refurbishment Asbestos Survey and to remove any asbestos detected.

Management of the Building

Management and running of the building shall be done collectively by our group. The group shall work together to agree how the building shall be run, who shall be responsible for the various duties required such as the finances, cleaning, key holders duties etc, which groups can use the pavilion and so on.

Initially the pavilion will be for use by existing groups who have shown an interest in using it, including Johnstone Burgh Football Club (2007's), Howwood Cubs and Beavers, and Howwood Youth Club, after which new groups shall be formed, either by ourselves or by others. We have received funding to hold 5 x 6 week exercise blocks in 2021 (30 classes in total).

Section 5: Level and nature of support

5.1 Please provide details of the level and nature of support for the request, from your community and, if relevant, from others.

This could include information on the proportion of your community who are involved with the request, how you have engaged with your community beyond the members of your organisation and what their response has been. You should also show how you have engaged with any other communities that may be affected by your proposals.

We have numerous support for our proposal;

The local community – The community has voiced their support for the project by voicing their approval in our consultation, and volunteering to join ‘Friends of Howwood Park’ to be involved in proposals.

Howwood Community Council – Howwood Community Council are in support of our proposal and he regularly liaise with them regarding progress.

Councillors – Local Councillor support our project and have spoken out at committee meetings in support of our work.

Johnstone Burgh Football Team (2007s) – Johnstone Burgh are keen to use the new facility, so support the project.

SFA – We are in discussions with the SFA West Region regarding our proposals and they greatly support the plans, and will assist as required.

Section 6: Funding

6.1 Please outline how you propose to fund the price or rent you are prepared to pay for the land, and your proposed use of the land.

You should show your calculations of the costs associated with the transfer of the land or building and your future use of it, including any redevelopment, ongoing maintenance and the costs of your activities. All proposed income and investment should be identified, including volunteering and donations. If you intend to apply for grants or loans you should demonstrate that your proposals are eligible for the relevant scheme, according to the guidance available for applicants.

Rent

We propose to fund the rent – which has been provisionally agreed at £1 per annum – from existing funds.

Takeover and Refurbishment Costs

We propose to fund the majority of the refurbishment of the building using funding from Renfrewshire Councils Community Empowerment Fund. However, we plan to continually monitor the availability of other funds. We subscribe to and received regular notifications of new funding opportunities from various organisations including Engage Renfrewshire and Funding Scotland.

We have identified some funds to date, but cannot apply until we have a lease. These include the Screwfix Community Fund (which assist in refurbishment of community buildings), Sport Scotland's Sport Facilities Fund, and the Lottery.

Ongoing Maintenance Costs

Maintenance costs should be minimal as the refurbishment shall specify products which require no or minimal maintenance. These will be items which do not decay or require paintwork such as UPVC windows, rainwater goods and fascia boards, and galvanised window guards. The new roof shall be a Sarnafil roof (or similar), which will have a 10 year insurance backed guarantee.

Any maintenance works which can be carried out by volunteers, such as minor repairs and cleaning, shall be carried out by 'Friends of Howwood Park'. One of our group is a joiner and another an electrician. Any other maintenance works which arise will be paid for by funds raised at the Howwood Fete, other fundraising efforts, and external funding secured.

Other Supporting Documentation

To enable the Council to fully consider your application, the following supporting documentation must be submitted as part of your application:

- A copy of your organisation's constitution;
- A business plan (that is proportionate to the nature of the asset transfer request);

- Audited accounts (or a financial projection where the applicant has been operating for less than one year);
- Annual reports (where these are available).

Applicants are advised to refer to the council's Community Asset Transfer Policy Guidance Note for Applicants for further details of what information should be included in these supporting documents.

Signature

Two office-bearers (board members, charity trustees or committee members) of the community transfer body must sign the form. They must provide their full names and home addresses for the purposes of prevention and detection of fraud.

This form and supporting documents will be made available online for any interested person to read and comment on. Personal information will be redacted before the form is made available.

We, the undersigned on behalf of the community transfer body as noted at section 1, make an asset transfer request as specified in this form.

We declare that the information provided in this form and any accompanying documents is accurate to the best of our knowledge.

Name Gillian Whyte

Address 41 Linister Crescent, Howwood PA9 1DS

Date 25th August 2020

Position Chair Person

Signature

Name Lynda Reid

Address 5 Torbraken, Howwood PA9 1DX

Date 25th August 2020

Position Secretary

Signature

Checklist of accompanying documents

To check that nothing is missed, please list any documents which you are submitting to accompany this form.

Section 1 – you must attach your organisation’s constitution, articles of association or registered rules

Constitution attached.

Section 2 – any maps, drawings or description of the land requested

Map of park attached.

Section 3 – note of any terms and conditions that are to apply to the request

N/A

Section 4 – about your proposals, their benefits, any restrictions on the land or potential negative consequences, and your organisation’s capacity to deliver.

Included in application and business plan (to follow).

Section 5 – evidence of community support

Community Consultation Report attached.

Section 6 – funding

Include in application and Business Plan.

Section 7 – Supporting Documentation

Copy of Financial Projection for Year 1.

Copy of existing and proposed floor plan.



Renfrewshire Council

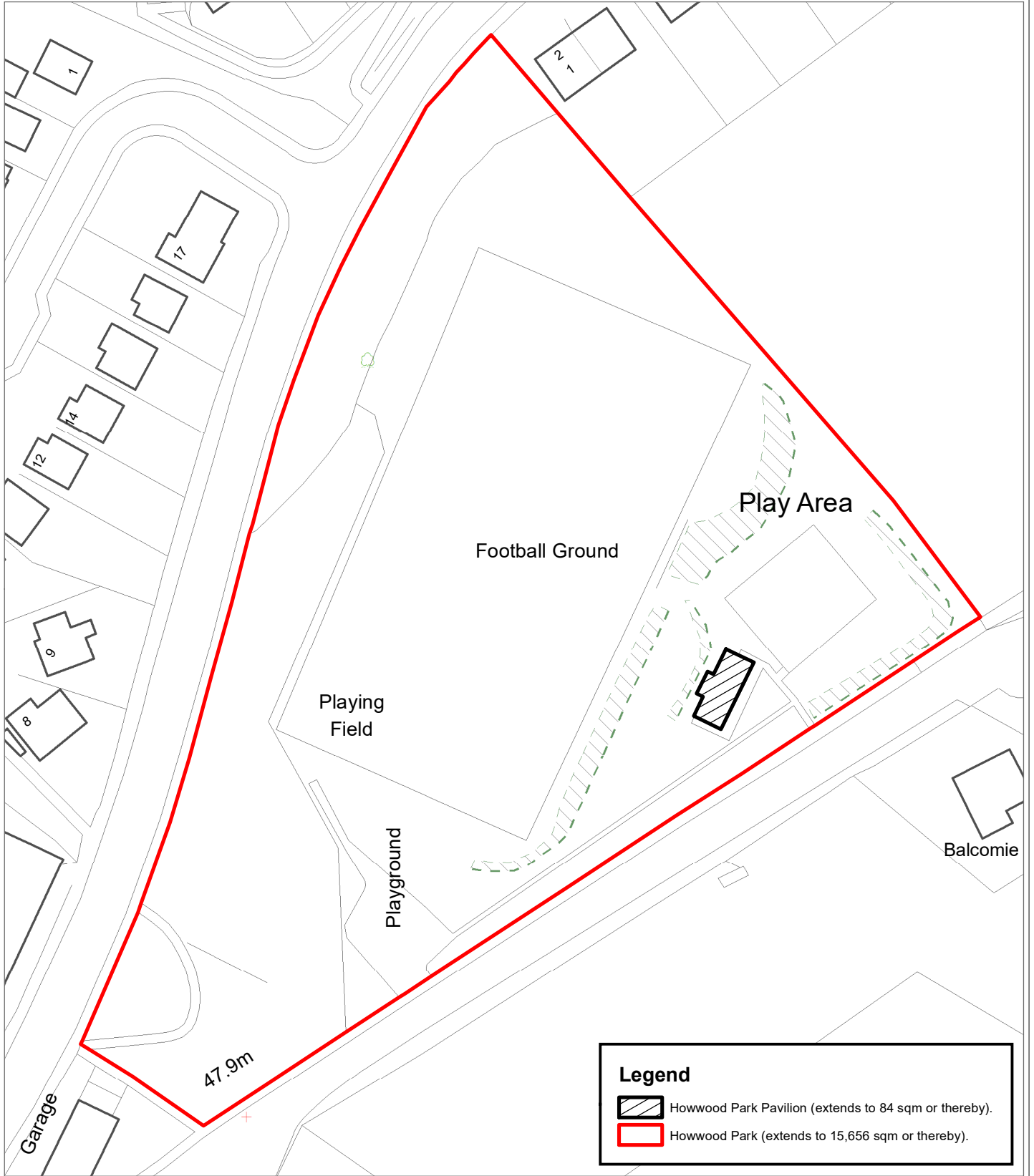
Howwood Park & Pavilion Plan Ref: E2980



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User: hocraigj1

Date: 16/10/2019



Notes:
Please enter notes here

Community Consultation Summary

Friends of Howwood Park

Howwood Park Pavilion - Proposed Asset Transfer



A Community Consultation has taken place with the residents of Howwood to ascertain their views on the proposal to take forward an asset transfer of the Pavilion located on Howwood Park from Renfrewshire Council to Howwood Community Council.

The purpose of the Consultation was to determine if the community were in favour of the proposal to take over the pavilion as an asset transfer with a view to the building being refurbished and re-opened for community use.

The Consultation has taken place in 2 parts;

1. Social Media Consultation

This was issued through a Facebook Post to the village Facebook Page 'How Good is Howwood' which has 824 followers. Over 70 comments were made. This was believed to be an effective method of engaging with those who do not generally get involved in community matters, but would do if they were given the opportunity to engage from the comfort of their own homes.

The conclusion of this part of the consultation was that people were in favour of the pavilion being refurbished and used again by the community.

The question presented in the post and the responses are shown on Pages 3 – 6 of this report.

2. Paper Questionnaire Consultation

Paper questionnaires were issued to various groups throughout the village, including Howwood Community Council members, Howwood Primary School Parents and Carers, Howwood Parish Church, Howwood Weight Watchers and Bowfield Country Club. 75 questionnaires were completed.

The conclusion of this part of the consultation was that people were in favour of the pavilion being refurbished and used again by the community. They want to see the building back in use primarily as a hub for activities at Howwood Park, including football, outdoor fitness including walking and running groups, toddler waddles for pre-school children, but also for other 'non-park' activities such as a book club or art group. There was also a lot of support for the provision of a 'teenage hangout' or similar, to give the teenagers in the village somewhere to meet and socialise.

The responses to each question have been analysed and are shown on Pages 7 – 10 of this report.

HOWWOOD PARK PAVILION - ASSET TRANSFER PROPOSAL

PAPER CONSULTATION QUESTIONNAIRE RESULTS

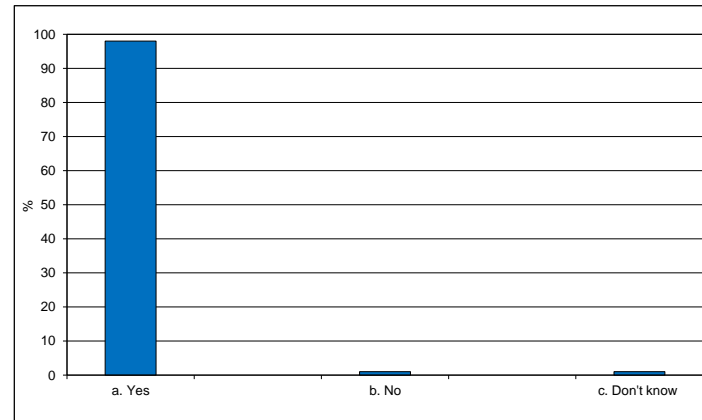
Paper consultation questionnaires were issued for distribution and completion to the following groups:

- Howwood Primary School
- Howwood Community Council
- Howwood Parish Church
- Bowfield Hotel & Country Club
- Howwood Weight Watchers Group

75 questionnaires were completed and returned with the following results:

1. Would you like to see the pavilion in Howwood Park refurbished and back in community use?

	<u>%</u>
a. Yes	98
b. No	1
c. Don't know	1

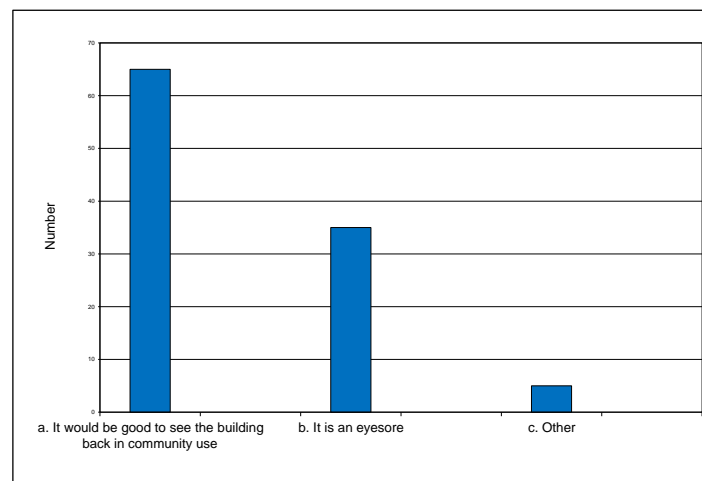


Conclusion

The conclusion to the answers of Q1 is that the clear majority of those questioned want to see the pavilion refurbished and back in community use. The one questionee who answered 'Don't know' may have written this in error, as their answers to the subsequent questions suggested they do want to see the pavilion back in community use.

2. If you answered yes to Q1, why (Tick all that apply)

	<u>Number</u>
a. It would be good to see the building back in community use	65
b. It is an eyesore	35
c. Other	5



Conclusion

The main reason people want to see the pavilion refurbished and back in use is they believe it would be good to see the building back in community use, with the secondary reason being the building is currently an eyesore.

Reasons written under 'Other' included;

"To pump money into the youth of the community".

"Good have have buildings that can be used by the whole community".

"Good to have another hall to use for fitness".

"Would benefit the whole community greatly".

"Good for the local community".

"It is only going to get worse".

"Could be used by the community instead of sitting empty".

"Good to get the community active and socialising".

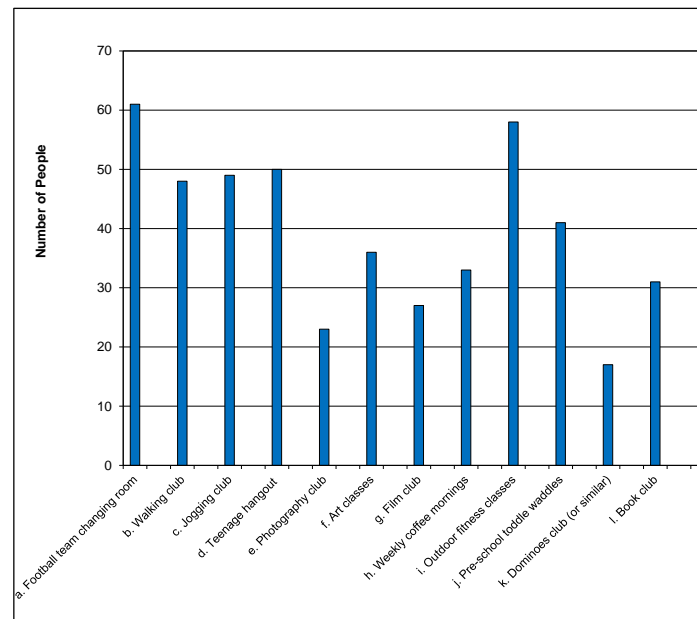
"It is a fantastic building that should never have been allowed to fall out of use".

"It's a shame to see it sitting unused".

"If left as it is, I fear the pavilion could become dangerous and deteriorate beyond repair. It is important for the village to have a park with excellent facilities".

3. If refurbished and brought back into community use, what sort of activities would you like to see operating from it? (Tick all that apply)

a. Football team changing room	61
b. Walking club	48
c. Jogging club	49
d. Teenage hangout	50
e. Photography club	23
f. Art classes	36
g. Film club	27
h. Weekly coffee mornings	33
i. Outdoor fitness classes	58
j. Pre-school toddle waddles	41
k. Dominoes club (or similar)	17
l. Book club	31



Conclusion

Comments were made under this question as follows:

"A base for any club using the pitch/grass".

"Happy to see it used for anything that encourages people to get outdoors with others".

"Baby massage".

"Somewhere for the Rainbows, Brownies, Guides, Beavers and clubs to use when doing outdoor activities at the park".

"If refurbished the pavilion can have multiple uses".

"A craft class".

"A 'Mens Shed'/community allotment, but wouldn't want to replace/replicate something that is held elsewhere. Things which tackle isolation".

"Could be used as a key facility supporting many activities".

"More creative arts".

"Outdoor events (weather permitting) ie movies and picnics".

"Kids fitness classes".

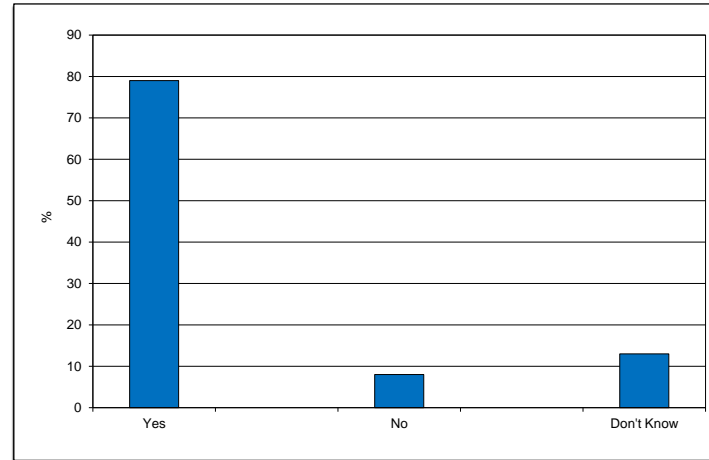
The most popular activities the community want the pavilion to be used for as for football changing rooms and as a base for outdoor fitness activities and walking/jogging clubs.

However, other possible uses were also popular, including being used for a teenage hangout, a book club, art classes and toddle waddles.

The answers given by people will be in relation to their own - or families - preference, and may also be dictated by age. However, it is clear that were the pavilion re-opened, it would be used by all ages for various uses.

4. If toilets were available at the park, would you use the park more?

	%
Yes	79
No	8
Don't Know	13

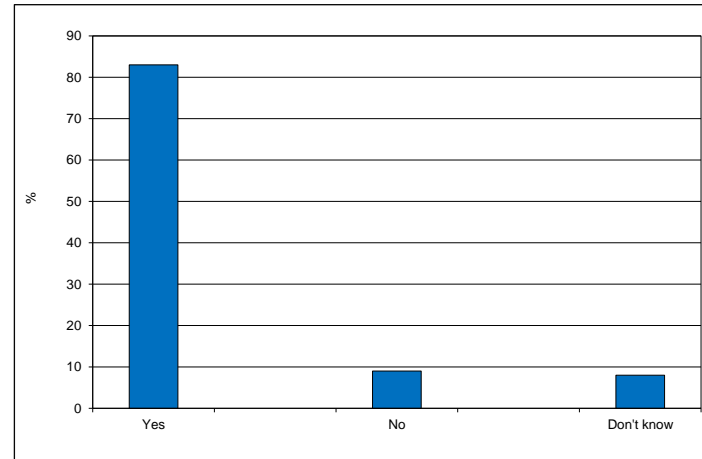


Conclusion

The majority of people questioned said they would use the park more if there was a toilet facility. Some of those who answered no said this was because they lived near to the park.

5. If tea/coffee/juice/crisps/biscuits were sold at the pavilion, do you think you would buy them?

Yes	83
No	9
Don't know	8



Conclusion

If refreshments were sold at the park, the majority of people would buy them. Some people voiced concerns about taking business away from other outlets. However, we would be serving a different market which is people using the park who do not want to venture outwith the park to buy refreshments. The variety on offer would also be limited, with no hot food or similar being offered.

6. If you wish to make any other comments, please do so below:

"It would be great to see the pavilion refurbished and put to good use for the community".

"The addition of facilities would increase the use of Howwood Park for young and old. Giving more opportunities for kids especially to get more activity outdoors.

"We use the park 2 - 3 times per week after school and toilets would be amazing".

"Even if it was only used in the Spring/Summer, it would be a fabulous asset. We use the park almost every day after school and snacks, drinks and toilets are almost essential! Did it have CCTV before when it was vandalised? It might be a good deterrent.

"It will be fantastic asset to the village if it was restored".

"Wonderful for the community".

"People need places to go and this would be ideal".

"Howwood Park is way underused in my opinion. This refurbishment would benefit the people of Howwood"

"Kids would enjoy going to the park with pocket money to buy snacks and use the new park facilities".

"Happy for the pavilion to be renovated provided it is kept secure and locked when not in use, and that it can be properly maintained without too much cost".

"I feel it is important that any use of the pavilion doesn't have a negative effect on any existing businesses of clubs".

"Better facilities at the park is a great idea".

"Would be fabulous for Howwood as a community".

"It would be great to have a community hub for the use of residents. The community hall is expensive and is starting to look a bit sad inside and out. A smaller building would probably be used more for the smaller clubs".

"Would be nice to be able to use facilities such as a toilet and if possible a small café run by the community council".

"The availability of toilets/electricity would mean the park could be used for larger events, and family and community activities".

"Would like the pavilion to sell smoothies".

"Be a great welcome addition".

"It would definitely be an asset to the community and could be developed more according to success".

Howwood Park Pavilion

Facebook Consultation Comments

The following post was shared on the village of Howwood Facebook Page – ‘How Good is Howwood’ – on 1st August 2019;

Howwood Community Council are seeking your input in relation to the pavilion, located in Howwood Park. This is an old football pavilion, which has been empty for at least 15 years and has been subject to significant vandalism internally. Internally it has 2 changing areas, 2 walk in showers, a referees room, a kitchen, 2 toilets, a corridor and a tank room.

Howwood Community Council are currently in discussion with Renfrewshire Council regarding taking this over. The pavilion would be refurbished, hopefully with funding from Renfrewshire Councils Community Empowerment Fund and other sources, and put back into community use. The walk in showers would be removed, a disabled WC would be installed and the building would be refurbished.

Prior to transfer, Renfrewshire Council need evidence that the community want this building to be brought back into use, hence this post.

Do you want to see the pavilion refurbished and brought back into community use? If so, what kind of activities would you like to see operating from it? Given the size, it is not suitable for inside events for large groups of people, but could be used for other uses, such as

- football changing facilities*
- toilet facilities for groups using the park (eg Cubs, Brownies, Youth Club)*
- a meeting point for walking groups or similar*
- a small café*
- knitting or craft groups*
- photography or art groups*
- book club.*

Over 50 people commented the last time and this really helped show funders the desire of the community to have a better park. It would be great if this could happen again, so please make the effort to comment! If this project doesn't progress, the pavilion will fall into further disrepair as Renfrewshire Council have no plans to upgrade it.

The analysis of the comments posted showed that the village were keen to see the pavilion refurbished and back in community use. Some of the comments made in response to the post are shown on the following pages.

It will be great for the village to have the pavilion up and running for local football.

It will be great for the village to have the pavilion up and running for local football teams to use and also tea room facilities for walking/ jogging groups. There are many groups in the village who could make good use of this space and I applaud your efforts in this regard.

Toilets would be great as would tea and coffee etc as the park becomes more attractive!

It would be good for the Howwood jogging buddies to have a meeting area along with the football clubs.

Be great to see the pavilion being used again for football teams and other groups.

Would definitely agree this could be useful for everyone living in and around Howwood. I'd fully support this.

It would be great to have fully accessible toilets, with changing area suitable for families, or changing tables available in both female AND male toilets. If space, it'd be great to have a mini 'hub' useful for a variety of activities, walking groups, knitting, books, and for all age groups so that cubs, brownies etc can use plus adults too.

I think it would be great to have changing rooms and toilets so it could be used by local football teams or even to start a local team!

I think a small meeting area with toilet facilities would be great. It could be used for all kinds of groups.

If there were toilets and facilities for tea etc the park would be a great venue for the annual fete.

Would be great to have toilet facilities available beside the park

I think a small meeting area would be brilliant. Somewhere where people can use it to teach youth in the community and also new mums go get together to support each other. Some sort of group for mums that isn't play focused etc. There are so many uses for a building but something to get the community together that isn't the community hall which is ridiculously priced or the church. A sewing group for example would be great that would have enough plugs for machines and would have some space for tables that at least 8-10 people could sit and sew.

Sounds lovely really far along then great work!!!
It's exciting for the village :) Toilets would be fab!!

Would be great to see the Pavilion up and running again with toilet facilities, tea/coffee, and I like the idea of having the Fete in the Park.

It will be great to have toilet facilities and great from football teams and other groups to have somewhere to use

I'm very sure Girlguiding Howwood would make great use of this facility. Would be excellent to have BBQ in the park knowing there are facilities there to use.

Changing facilities and toilets for football teams and clubs etc. Would be good, as well as a small café

I'd love to see some more alternative kid's groups in the village - this would be a great little meeting point for an outdoor play group to run from. Just somewhere for the kids to go to the toilet, have access to drinking water and somewhere to store some materials.

Toilet facilities would be great.
Tea/coffee a good idea too

Toilets would be fabulous, with baby changing facilities. A small cafe would be amazing.

It would definitely help the fete and agree with the person that said this before the park would make a much better venue for the fete as it would entice passing people to come along (no one passes by the school in cars) weekend Cafe/meeting space for teens (there's nowhere currently for them to spend time together).

I think a tearoom with big glass window would be great for all the parents to sit inside & keep warm & dry & any money raised could go to the upkeep of the building.

Maybe a cafe is not required but just a 'hatch' selling tea, coffees, juice, crisps and hot rolls during a match or event?

Brownies would probably be too big for this space along with guides but the simple rangers are a small group of teens young adults that would benefit from a cosier space.

Would be good to have toilets in park if managed /secure to avoid vandalism, and as a meeting point /changing facility.

A small licensed bar / cafe with outside tables and a toilet with changing facilities Free village Wifi would be a bonus, Noticeboard and cafe for visitors. Partnersip with Howwood Woodlands and Wildlife for growing hedges arou d refurbished property. Perhaps hangng basket and water fountain to refill bottles. Base for weekly farmer's market.

Look forward to hearing how this progresses. Great ideas. If the community hall charges were,lowered I'm sure,more use would be made of that too. When you read about what goes on in other villages we are certainly lacking in Howwood.

All sounds great. It was in plans by Public Park Committee to upgrade and even expand the pavilion, so any reintroduction of the facility would be beneficial. Even keeping a simple upgrade allowing it to be used, without the detriment to other local businesses, would be an asset to the community.

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES of ASSOCIATION
of
FRIENDS OF HOWWOOD PARK LTD

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

Of

FRIENDS OF HOWWOOD PARK LTD

Constitution

- 1 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company.

Defined terms

- 2 These Articles shall be interpreted according to the Schedule to the Articles.

Charitable purposes

- 3 The Company has been formed to benefit the community of Howwood (the “**Community**”), with the following Charitable Purposes:
- 4 The aim of the Company is to help ensure Howwood Park is a well maintained and safe public site which can enhance quality of life for local people by improving their physical and mental health and act as a focus for bringing people together, in particular, the Company shall:
 - 4.1 The advancement of environmental protection and improvements of Howwood Park, for the benefit of the public now and in the future.
 - 4.2 The advancement of citizenship or community development (including rural or urban regeneration) to promote community sustainability and participation by linking with others to develop skills and experience allowing them to undertake activities or deliver initiatives as well as promoting, encouraging partnership, and offering networking opportunities for local people;
 - 4.3 The organisation and provision of recreational and leisure facilities and activities with the objects of:
 - 4.3.1 improving the conditions of life for people of all abilities for which the facilities and activities are primarily intended
 - 4.3.2 encouraging correct use of the facilities and engagement in activities appropriate to the environment, and
 - 4.3.3 benefitting and further protecting and improving the Park

- 5 The Company's Charitable Purposes are restricted to those set out in article 3 (but subject to article 6).
- 6 The Company may add to (subject to first obtaining the consent of OSCR), remove or alter the statement of the Company's Charitable Purposes in article 3. On any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

Powers

- 7 The Company may carry out any activity and do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

Restrictions on use of the Company's assets

- 8 The Company is not established for private gain. Any surplus or assets shall be applied for the benefit of the public and towards promoting the Company's objects, subject to article 8. Accordingly:
 - 8.1 The income and property of the company shall be applied solely towards promoting the company's charitable purposes (as set out in article 4);
 - 8.2 No part of the income and property of the company shall be paid or transferred (directly or indirectly) to the Directors of the Company, whether by way of dividend, bonus or otherwise (subject to article 9);
 - 8.3 If on the winding-up of the Company any assets remain after satisfaction of all the Company's debts and liabilities, such assets shall not be paid to or distributed among the members of the Company but shall instead be transferred to some other asset locked body or bodies (whether incorporated or unincorporated) whose objects are similar to the objects of the Company;
 - 8.4 The asset locked body or bodies to which property is transferred under article 8.2 shall be determined by the Company at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at that time.
 - 8.5 To the extent that effect cannot be given to the provisions of articles 8.2 and 8.3, the relevant assets shall be applied to some other similar or charitable purpose or purposes.
- 9 The Company shall, notwithstanding the provisions of article 8, be entitled:
 - 9.1 to pay a rent not exceeding the market rent for premises let to the Company by any member of the Company;
 - 9.2 to make any transfer or payment to a member where such transfer or payment is made in direct furtherance of the purposes of the Company; and

- 9.3 to pay a reasonable salary, provide reasonable pension and/or benefits and to reimburse out of pocket expenses to Directors and employees of the Company.
- 9.4 to reimburse out of pocket expenses to Directors of the Company.

General Structure

- 10 The structure of the Company consists of:
 - 10.1 the MEMBERS – who have the right to attend, and vote at, the Annual General Meeting (and any Extraordinary General Meeting) and have important powers under the articles of association and the Act; in particular, the members elect people to serve as Directors and take decisions in relation to changes to the articles themselves; and
 - 10.1.1 The minimum number of Members shall be 20 (twenty) but (unless determined by resolution of the Members) shall not be subject to a maximum.
 - 10.2 the DIRECTORS - who hold regular meetings during the period between Annual General Meetings and generally control and supervise the activities of the Company; in particular, the Directors are responsible for monitoring the financial position of the Company and shall be accountable to the members.
- 11 For the avoidance of doubt, a majority of the members of the company shall be individuals eligible under article 14 (individuals ordinarily resident in the Community). This is signify that the members control the company and may, by special resolution, direct the Directors to take, or refrain from taking, specific action.

Liability of members

- 12 Each member undertakes that if the Company is wound up while he or she is a member (or within one year after he or she ceases to be a Director), he or she will contribute - up to a maximum of £1 - to the assets of the Company, to be applied towards:
 - 12.1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member;
 - 12.2 payment of the costs, charges and expenses of winding up; and
 - 12.3 adjustment of the rights of the contributories among themselves.
- 13 The Members have certain legal duties under the Companies Acts and article 10 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

Qualification for membership

- 14 The members of the Company shall consist of the subscribers to the Memorandum and such other persons as are admitted to membership under article15.

- 15 Membership shall be open to any resident of Howwood and the surrounding area, with an interest in using the park, who subscribes to the charitable purpose of the Company irrespective of race, cultures, gender, age or sexual orientation.

Application for membership

- 16 Any person who wishes to become a member must lodge with the Company, a written application for membership that will include their full name and email address to be put on the membership list.
- 17 The Directors shall consider each application for membership at the first Directors' meeting which is held after receipt of the application; the Directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.
- 18 No application for membership of the Company shall be refused other than on reasonable grounds.
- 19 If an application has been refused, an appeal may be made in writing to the Directors, who shall consider the appeal at its next meeting after the appeal is received, and who shall respond in writing to the applicant within 21 days of the meeting. The Director's decision on such appeals is final.

Membership subscription

- 20 No subscription will be payable.

Register of Members and People with Significant Control

- 21 The Directors shall maintain a register of:
- 21.1 all members - setting out the full name and address of each member, the date on which he she or it was admitted to membership, the sub-category of membership and the date on which any person or organisation ceased to be a member;
- 21.2 People with Significant Control (the PSC Register) – setting out for each person the name, service address, usual country/state of residence, nationality, date of birth, usual residential address, date on which the individual became registrable and the nature of control.

Withdrawal from membership

- 22 Any person who wishes to withdraw from membership shall sign, and lodge with the Company, a written notice to that effect; on receipt of the notice by the Company, he or she shall cease to be a member.

Expulsion from membership

- 23 Any person may be expelled from membership by special resolution (see article 34), providing the following procedures have been observed:

- 23.1 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion; and
- 23.2 the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

- 24 Membership shall cease on death.
- 25 A member may not transfer his/her Membership to any other person.

General meetings (members' meetings)

- 26 The Directors may call a general meeting at any time.
- 27 The business of an annual general meeting shall include:
 - 27.1 a report by the chair on the activities of the Company;
 - 27.2 the election/re-election of directors.
 - 27.3 the financial position of the Company.
- 28 The Directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

Notice of general meetings

- 29 At least 14 Clear Days' notice must be given of general meetings.
- 30 A notice calling a meeting shall specify the date, time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (or a resolution requiring special notice) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
- 31 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting. Any other general meeting shall be called an extraordinary general meeting.
- 32 Notice of every general meeting shall be given:
 - 32.1 in writing or, (where the individual to whom notice is given has notified the Company of an address to be used for the purpose of electronic communication) in electronic form; or
 - 32.2 (subject to the Company notifying member of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.

Special resolutions and ordinary resolutions

- 33 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 a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 28 to 30; 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 member/Directors absent from the meeting.
- 34 In addition to the matters expressly referred to elsewhere in these Articles, the provisions of the Act allow the Company, by special resolution:
- 34.1 to alter its name;
 - 34.2 to alter any provision of these Articles or adopt new articles of association;
 - 34.3 to voluntarily wind up the Company.
- 35 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 against), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 29 to 32.

Written resolutions

- 36 A resolution agreed to in writing (including by e-mail) by all the members will be as valid as if it had been passed at an annual general meeting or Board meeting; the date of the resolution will be taken to be the date on which the last member agreed to it.

Procedure at general meetings

- 37 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for meetings shall be 11 Members except at the AGM where it will be 13.
- 38 If a member is unable to attend any general meeting, they may attend the meeting remotely by telephone, video-link, and other internet VOIP or teleconferencing mechanisms and they shall be included for the purposes of obtaining a quorum.
- 39 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, 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.
- 40 The chair of the Company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the members present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

- 41 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
- 42 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or via electronic means.
- 43 Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
- 43.1 shall lodge with the Company, at the Company's registered office, a written instrument of proxy (in such form as the Directors require), identifying the individual proxy appointed, which should be signed by him/her; or
- 43.2 shall send by electronic means to the Company, at such electronic address as may have been notified to the member by the Company for that purpose, an instrument of proxy (in such form as the Directors require);
- providing (in either case), the instrument of proxy is received by the Company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
- 44 An instrument of proxy which does not conform with the provisions of article 43, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 45 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 46 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the Company.
- 47 The termination of a proxy's authority by the member appointing him does not invalidate the vote given or ballot demanded, unless the Company receives notice of the termination before the commencement of the meeting or adjourned meeting. Such notice should be received by the Company at the Company's registered office (or, where sent by electronic means, was received by the Company at the address notified by the Company to the member for the purpose of electronic communications).
- 48 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall not be entitled to a casting vote.
- 49 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as member or proxies for member); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

- 50 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Directors

- 51 The minimum number of Directors shall be 3 and the maximum number of Directors shall be 7, unless a special resolution is passed to increase the maximum number of Directors. **At all times, the majority of Directors shall be Ordinary Members.**

- 52 The Directors:

- 52.1 shall set the strategy and policy of the Company;
- 52.2 shall, where no employees or managers are appointed, be responsible for the day-to-day management of the Company;
- 52.3 shall hold regular meetings between each AGM, meeting as often as necessary to despatch all business of the Company;
- 52.4 shall monitor the financial position of the Company;
- 52.5 shall direct and manage the affairs and Property of the Company;
- 52.6 shall generally control and supervise the activities of the Company;
- 52.7 may, on behalf of the Company, do all acts which may be performed by the Company (other than those required to be performed by the Members at a GM);
- 52.8 may exercise the powers of the Company; and
- 52.9 may not also be paid employees of the Company.

Election of Directors

- 53 the Members may appoint Individual Ordinary Members (or Individuals who have applied to become Ordinary Members) as Directors.
- 54 At each annual general meeting, the members may elect from the members, an individual (providing they are willing to act) to be a Director.
- 55 The Directors may at any time appoint any member (providing they are willing to act) to be a Director.
- 56 Directors shall retire from office after a period of three years but may immediately be eligible to be re-elected as a Director if they wish to stay in office.

- 57 A Director retiring under Article 58 will be deemed to have been re-elected unless: they advise the Board prior to the conclusion of the AGM that they do not wish to be re-appointed as a Director;
- 57.1 the company decide not to fill that vacancy;
 - 57.2 an election process was held at the AGM and they were not among those elected/re-elected through that process; or
 - 57.3 a resolution to remove a Director was put to the AGM and was carried.

Co-Opted Directors

- 58 The Directors may at any time appoint any individual (from outwith the membership) to be a Director (a "Co-opted Director") providing they are willing to act, either on the basis that they have specialist skills which would be of assistance to the Board or on the basis that they are a representative of a body with which the company has close contact in the course of its activities.
- 59 At the conclusion of each annual general meeting, all of the Co-opted Directors shall vacate office.
- 60 Immediately following each annual general meeting, the Directors may reappoint 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 their place or resolve not to fill the vacancy.

Termination of office

- 61 A Director shall automatically vacate office if:
- 62.1 they cease to be a Director through the operation of any provision of the Act or becomes prohibited by law from being a director;
 - 62.2 they become incapable for medical reasons of fulfilling the duties of office and such incapacity is expected to continue for a period of more than six months;
 - 62.3 they resign office by providing notice to the company; or
 - 62.4 they are removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act;
 - 62.5 they are absent (without good reason, in the opinion of the Board) from more than six consecutive meetings of the Board - but only if the Board resolves to remove them from office.
 - 62.6 if a Director is convicted of fraud or other crime involving dishonesty or misappropriation of funds or if they are considered to be disqualified from acting as director under the Company Directors Disqualification Act 1986 (or any subsequent

legislation) as outlined in the preceding article, they must notify the company as soon as reasonably practicable.

Office bearers

- 62 The Directors may elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.
- 63 A person elected to any office shall cease to hold that office if he or she ceases to be a Director, or if he or she resigns from that office by written notice to that effect.

Powers of Directors

- 64 Subject to the provisions of the Companies Acts and these Articles, and subject to any directions given by special resolution, the Company and its assets and undertaking shall be managed by the Directors, who may exercise all the powers of the Company.
- 65 A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

Conduct of Directors

- 66 Each of the Directors shall, in exercising his/her functions as a Director of the Company, act in the interests of the Company; and, in particular, must:
- 66.1 seek, in good faith, to ensure that the Company acts in a manner which is in accordance with its objects;
 - 66.2 promote the success of the Company;
 - 66.3 exercise independent judgement;
 - 66.4 act with the due care and diligence which it is reasonable to expect of a person who is managing his or her own affairs;
 - 66.5 in circumstances giving rise to the possibility of a conflict of interest between the Company and any other party:
 - 66.5.1 put the interests of the Company before that of the other party, in taking decisions as a Director;
 - 66.5.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the Company and refrain from participating in any discussions or decisions involving the other Directors with regard to the matter in question.

Conflicts of interest

- 67 Whenever a Director finds himself or herself in a situation where a personal interest is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors.
- 68 For the purposes of the preceding article, a Director shall be deemed to have a personal interest in a Company matter if any partner or close relative of his or hers or any firm of which he or she is a partner or any limited company of which he or she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him or her for the purposes of the Companies Acts), has an interest in that matter.
- 69 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors.
- 70 Whenever a matter is to be discussed at a meeting or decided and a Director has a Conflict of Interest in respect of that matter then, unless the Directors decide otherwise, he or she must:
- 70.1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;
 - 70.2 not be counted in the quorum for that part of the meeting; and
 - 70.3 withdraw during the vote and have no vote on the matter.

Procedure at Directors' meetings

- 71 Any Director may call a meeting of the Directors or request the secretary to call a meeting of the Directors. Notice of the meeting shall be given to all Directors with reasonable notice, normally a minimum of seven days.
- 72 Questions arising at a meeting of the Directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- 73 No business shall be dealt with at a meeting of the Directors unless a quorum is present; the quorum for meetings shall be 50%. In the event there are only 3 Elected Directors the quorum will be 2.
- 74 Directors may participate in Board meetings by video or telephone conference or electronic media that enable all Board members to hear each other. Board members participating through any of these media shall be deemed present for the purposes of obtaining a quorum.
- 75 If at any time the number of Directors in office falls below the number fixed as the quorum, the remaining Director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 76 Unless he or she is unwilling to do so, the chair of the Company shall preside as chairperson at every Directors' meeting at which he or she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due

to commence, the Directors present shall elect from among themselves the person who will act as chairperson of the meeting.

- 77 The Directors may, at their discretion, allow any person who they reasonably consider appropriate to attend and speak at any meeting of the Directors. For the avoidance of doubt, any such person who is invited to attend a Directors' meeting shall not be entitled to vote.

Directors may delegate

- 78 The Directors may delegate any of their powers to any sub-committee consisting of one or more Directors and such other persons as the Directors may determine.
- 79 Any delegation of powers under article 78 may be made subject to such conditions as the Directors may impose and may be revoked or altered.
- 80 The rules of procedure for any sub-committee shall be as prescribed by the Directors.

Minutes

- 81 The Directors shall ensure that minutes are made of all proceedings at general meetings, Directors' meetings and meetings of committees. A minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

- 82 The Directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 83 The Directors shall prepare annual accounts, complying with all relevant statutory requirements.

Notices

- 84 Any notice which requires to be given to a member/Director under these Articles shall be given either in writing or by electronic means; such a notice may be given personally to the member/Director *or* be sent by post in a pre-paid envelope addressed to the member/Director at the address last intimated by him/her to the Company *or* (in the case of a member/Director who has notified the Company of an address to be used for the purpose of electronic communications) may be given to the member/Director by electronic means.
- 85 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 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.
- 86 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed 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.

Indemnity

- 87 Every Director or other officer or auditor of the Company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the Company against any loss or liability which he or she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), 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 or she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Company.
- 88 The Company shall be entitled to purchase and maintain for any Director 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, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).

SCHEDULE
INTERPRETATION

Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
1.1 “Act”	Companies Act 2006
1.2 “Address”	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;
1.3 “Articles”	the Company’s articles of association;
1.4 “Board”	The Directors of the Company;
1.5 “Clear Days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.6 “Companies Acts”	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;
1.7 “Company”	xxxxx;
1.8 “Conflict of Interest”	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company;
1.9 “Director”	a director of the Company, and includes any person occupying the position of director, by whatever name called;
1.10 “Document”	includes, unless otherwise indicated, any document sent or supplied in Electronic Form;
1.11 “Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.12 “Hard Copy Form”	has the meaning given to it in the Companies Act 2006;
1.13 “Memorandum”	the Company’s memorandum of association;

1.14 “Permitted Industrial and Provident Society”	an industrial and provident society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006;
1.15 “Property”	any property, heritable or moveable, real or personal, wherever situated
1.16 “specified”	means specified in the memorandum or articles of association of the Company for the purposes of this paragraph;
1.17 “transfer”	includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property; and
1.18 “Writing”	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

2. Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Acts as in force on the date when these Articles become binding on the Company.