

IRVINE SPORTS CLUB – 2023 AGM

Proposed changes to the club's Memorandum and Articles of Association to make them consistent with the Community Empowerment (Scotland) Act 2015 and to facilitate the Asset Transfer of a strip of land from Irvine Common Good Fund. These are all Special Resolutions and all are proposed by Andrew Rennie and seconded by Robert Kidd

- Proposed change to clause 3 of the Memorandum:
The first part of the clause currently reads:
The company's objects are
To be replaced by:
The company has been formed to benefit the community of Irvine and has the following purposes
and in addition, all reference to the word 'objects' in the Memorandum and Articles to be replaced by the word 'purposes'
- Proposed change to clause 2 of the Articles:
Clause 2 currently reads:
The subscribers to the memorandum of association and such other individuals as are admitted under articles 5 to 13 shall be members of the company
To be replaced by:
2.1 The subscribers to the memorandum of association and such other individuals as are admitted to membership under articles 5 to 13 shall be members of the company
2.2 All members should be aware of and in agreement with the memorandum of association of the club
2.3 The company shall have no fewer than 20 members at any time
2.4 In the event that the number of members falls below 20 the directors may not conduct any business other than taking steps to ensure that sufficient members are admitted to enable the company to comply with article 2.3
- Proposed change to clauses 7.3 and 8 of the articles
Clause 7.3 currently reads:
Any individual under the age of 18 years who wishes to participate in any of the sports opportunities provided by the company but does not wish to have full voting rights at general meetings of the company
Clause 8 currently reads
A person admitted to Junior Membership shall automatically cease to be a member on attaining the age of 18
In both clauses 7.3 and 8 'age of 18' be replaced by 'age of 16'
- Proposed additional clause in the section dealing with membership
New clause 7.7 to read:
For the avoidance of any doubt only membership categories 7.1, 7.2, 7.4 and 7.6 have voting rights at general meetings of the company

- Proposed change to clause 27 of the Articles:
 Clause 27 currently reads:
The directors must convene a general meeting if there is a valid requisition by members(under section 303 of the 2006 Act) or a requisition by a resigning auditor(under section 518 of the 2006 Act)
 Add the words '5% of the' before the word members
- Proposed change to clause 58 of the Articles:
Clause 58 currently reads:
The maximum number of directors shall be 11, of whom no more than 8 may be Elected Directors and no more than 3 may be Co-opted Directors
 To be replaced by:
The maximum number of directors shall be 12 and the minimum number of directors shall be 6, of whom no more than 9 may be Elected Directors and no more than 3 may be Co-opted Directors
- Proposed change to clause 63.2 of the Articles:
 Clause 63.2 currently reads:
out of the remaining directors, one third(rounded downwards if necessary) shall retire from office
 To be replaced by:
out of the remaining directors, one third(rounded to the nearest whole number if necessary) shall retire from office
- Proposed change to clause 91 of the Articles
 Clause 91 currently reads:
The quorum for the transaction of the business of the directors shall (subject to article 92) be four
 To be replaced by:
The quorum for the transaction of the business of the directors shall (subject to article 92) be 50% of the directors in post at the time

**Ordinary Resolution to increase annual membership subscriptions
 proposed by Andrew Rennie and seconded by Robert Kidd**

	proposed new rate	old rate
Ordinary Member	£99.00	£90.00
Junior Member	£25.00	£20.00
Retired Member	£50.00	£45.00
Associate Member	£50.00	£45.00
Non-playing Member	£45.00	£35.00
Ordinary +Gym	£240.00	£240.00
Retired + Gym	£180.00	£180.00

Ratification of changes to the club's Articles of Association made between 2010 and 2022

The original Memorandum and Articles of Association of the club were recorded by Companies House in 2008. In the 15 years since then the club has made numerous changes to the Articles at AGMs but none of these have been sent to Companies House to be recorded. This is obviously an opportune time to rectify this situation by sending a fully revised copy of our Memorandum and Articles of Association to Companies House (and OSCR) following the 2023 AGM

Proposal that the following changes to the Articles which were all made with the required 75% majority at previous AGMs of the club be ratified.

Proposed by Andrew Rennie and seconded by Robert Kidd

2010 Article 7.5 which defines Retired Members was simplified

2010 Article 75 which defines the maximum time which a chair of the board can serve was reworded

2016 Article 1.3 was added to define the Playing Sections as Cricket, Hockey, Rugby, Running, Football and Archery

2016 Article 7.3 which defines the age of a Junior Member was reworded

2016 Articles 5 and 7.4 which refer to Intermediate Membership were changed to delete Intermediate Membership

2018 A number of articles were changed to allow Retired and Non-playing Members to vote at general meetings of the club and also to become directors of the club

2019 Article 58(formerly 59) which defines the maximum number of elected directors was changed from 6 directors to 8 directors

2022 Article 1.3 and Article 16 were changed to omit Archery

2022 Article 1.3 had a clause added to define the playing and training areas allocated to each of the Playing Sections