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THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM and ARTICLES of ASSOCIATION

of

IRVINE SPORTS CLUB

Burness 

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THE COMPANIES ACTS 1985 to 2006

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

MEMORANDUM OF ASSOCIATION

of

IRVINE SPORTS CLUB

- 1 The name of the company is “Irvine Sports Club”.
- 2 The company’s registered office is to be situated in Scotland.
- 3 The company’s objects are
 - (1) To promote community participation in sport through the management and operation of a sports club and sporting facilities, within Irvine (“**the Operating Area**”);
 - (2) To provide recreational facilities within the Operating Area, and organise recreational activities, where such facilities/activities are available to members of the public at large with the object of improving their conditions of life;
 - (3) To advance education within the Operating Area through supporting the delivery of physical education in schools and the provision of coaching programmes in respect of a variety of sports;
 - (4) To advance and protect the physical health of people living within the Operating Area, and to assist in the relief of ill health and the provision of health education for such people;
 - (5) To advance citizenship and community development by:
 - (A) giving young people in the Operating Area opportunities for enjoyable and constructive leisure time;
 - (B) enabling young people within the Operating Area to find new interests and to form effective relationships with other people through leisure time and educational activities;
 - (6) To relieve those in need by reason of age, ill health, disability, financial hardship or other disadvantage; and
 - (7) To promote and/or support other similar projects and programmes which further charitable purposes within the Operating Area.

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

- 3.1 To manage and operate a community sports centre and to deliver a range of sports programmes for the benefit of the local community.
- 3.2 To initiate, promote, conduct, participate in, co-ordinate, monitor and/or assist (whether financially or otherwise), operations, projects, initiatives and events of all kinds which further any of the objects of the company.
- 3.3 To advise in relation to, prepare, organise, conduct and/or present educational and training courses, coaching sessions, competitive events, 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, and a database or databases.
- 3.5 To provide information, advisory, support, consultancy and/or other services which further any of the objects of the company.
- 3.6 To commission and/or conduct research, and to publish and promote the results of such research.
- 3.7 To liaise with European, UK, Scottish and local government authorities and agencies, local enterprise companies, local economic development companies, voluntary sector bodies and others.
- 3.8 To carry on any other activity which may be appropriately carried on in connection with, or as ancillary to, any of the objects of the company.
- 3.9 To establish and/or participate in joint ventures and to promote companies and/or other bodies whose activities may further one or more of the above objects or may generate income to support the activities of the company, acquire and hold shares, stocks, debentures and other interests in such companies or other bodies, 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.
- 3.10 To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company.
- 3.11 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.

- 3.12 To improve, manage, enhance, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company.
- 3.13 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.
- 3.14 To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- 3.15 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.
- 3.16 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments.
- 3.17 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.
- 3.18 To oppose or object to any application or proceedings which may prejudice the company's interests.
- 3.19 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.
- 3.20 To enter into any arrangement for co-operation or mutual assistance with any body, whether incorporated or unincorporated.
- 3.21 To effect insurance against risks of all kinds.
- 3.22 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, and to dispose of and vary such investments and securities.
- 3.23 To establish and support any association or other unincorporated body which is a charity having objects altogether or in part similar to those of the company and to promote any company or other incorporated

body which is a charity formed for the purpose of carrying on any activity which the company is authorised to carry on.

- 3.24 To subscribe and make contributions to or otherwise support charities, 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.
- 3.25 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.
- 3.26 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.
- 3.27 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.
- 3.28 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,
 - (A) the expression “charity” shall mean a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2006 providing (in either case) that its objects are limited to charitable purposes;
 - (B) the expression “charitable purpose” shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of sections 505 and 506 of the Income and Corporation Taxes Act 1988;
- (iii) any reference in this memorandum of association to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.

- 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 (but such that the company may pay or transfer any income or property of the company to any body which is a member of the company, where such payment or transfer is in direct furtherance of the charitable purposes of the company).
- 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 (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.
- 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 is a member or within one year after he/she ceases to be a member, for payment of the company's debts and liabilities contracted before he/she 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 instead be transferred to some other charity or charities (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the company.
- 7.2 The charity or charities 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 jurisdiction at that time.
- 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 purpose or purposes.
- 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. | ROBERT AULD
24 Queens Court
Irvine
KA12 0HJ | 2. | ANNE-MARIE ARMOUR
6 Penbreck Court
Irvine
KA11 1QT |
| 3. | STEPHEN HEW BROWNING
32 Queens Court
Irvine
KA12 0HJ | 4. | GEORGE McKEE
7 Howden Avenue
Kilwinning
KA13 7AQ |
| 5. | MARGARET McMILLAN
GREENAN
5 Ravenscroft
Irvine
KA12 9DE | 6. | STUART EDWIN NEIL
6 Broughton Green
Lawthorn
Irvine
KA11 2EJ |
| 7. | JAMES O'NEILL
1 Dale Crescent
Irvine
KA12 0RU | | |

Dated

Witness to the above signatures:-

THE COMPANIES ACTS 1985 to 2006

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

ARTICLES OF ASSOCIATION

of

IRVINE SPORTS CLUB

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General structure

- 1 The structure of the company consists of:-
 - 1.1 the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Companies Acts; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves;
 - 1.2 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.
 - 1.3 The PLAYING SECTIONS – which shall consist of Cricket, Hockey, Rugby, Running and Football. The company shall maintain facilities for these sports and ensure that the members of the company have appropriate access to these facilities. The playing and training areas for

each of the playing sections shall be defined by the attached plan submitted to the 2022 club AGM.

Membership

- 2 The subscribers to the memorandum of association and such other individuals as are admitted to membership under articles 5 to 13 shall be the members of the company.
- 3 Membership shall cease on death.
- 4 A member may not transfer his/her membership to any other person.

Categories of membership

- 5 For the purposes of these articles:

“Ordinary Member” means a member admitted under article 7.1; **“Ordinary Membership”** shall be construed accordingly;

“Honorary Member” means a member admitted under article 7.2; **“Honorary Membership”** shall be construed accordingly;

“Junior Member” means a member admitted under article 7.3; **“Junior Membership”** shall be construed accordingly;

“Retired Member” means a member admitted under article 7.4; **“Retired Membership”** shall be construed accordingly;

“Associate Member” means a member admitted under article 7.5; **“Associate Membership”** shall be construed accordingly;

“Non Playing Member” means a member admitted under article 7.66; **“Non Playing Membership”** shall be construed accordingly.

- 6 Members falling out with the categories of Ordinary Members and Honorary Members shall not be deemed to be members of the company for the purposes of the memorandum of association or of any provision of the Companies Acts or the Insolvency Act 1986, and accordingly shall have no liability to contribute towards the company’s assets in the event of the company being wound up.

Qualifications for membership

- 7 Subject to articles 2, 9 and 12, membership shall be open to:-

7.1 any individual aged 18 or over who wishes to participate in any of the sports opportunities provided by the company and who wishes to have full voting rights at general meetings of the company;

- 7.2 any individual who, by reason of outstanding services to the company, has been selected by the board of directors for admission as an Honorary Member;
 - 7.3 any individual under the ages 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;
 - 7.4 Any individual who has reached his/her national retirement age upon his/her application or renewal date;
 - 7.5 any individual (a) who is a spouse or partner of an Ordinary Member; or (b) who does not reside within the Operating Area and does not use the company's facilities on a regular basis;
 - 7.6 any individual who supports the objects of the company but does not wish to participate in the sports opportunities provided by the company.
- 8 A person admitted to Junior Membership shall automatically cease to be a member on attaining the age of 18.
- 9 No employee of the company may become a member; a person admitted to membership shall automatically cease to be a member if he/she becomes an employee of the company.

Application for membership

- 10 Any person (other than a person eligible for membership under article 7.2) who wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require), signed by him/her, and specifying the category of membership in respect of which he/she is applying; a person applying for membership shall lodge with the company
- 10.1 a remittance to meet the annual membership subscription applicable to the category of membership for which he/she is applying and
 - 10.2 such information and evidence in support of his/her application as the directors require.
- 11 Each application for membership shall be considered by the directors at the first meeting of the directors which is held after receipt by the company of the written application, remittance, and (if required by the directors), supporting information and evidence, required under article 10, in order to ensure in each case that the applicant fulfils the relevant membership qualifications; for the avoidance of doubt, the directors shall have no power to refuse admission to membership of any applicant fulfilling the relevant membership qualifications set out in article 7 (unless the applicant is debarred from membership under article 9 or 22).
- 12 The directors shall, within a period of seven days after the meeting at which an application for membership is considered, notify the applicant in writing as to whether he/she has been admitted to membership; if the notification is to the

effect that the applicant is not being admitted to membership (on the basis that he/she does not fulfil the relevant membership qualifications set out in article 7), the directors shall return to the applicant the remittance lodged by him/her under article 11.

- 13 An individual, once admitted to membership, shall (subject to articles 3, 8, 9, 18 and 21) remain a member unless and until he/she withdraws from membership under article 23.

Membership subscription

- 14 Members shall (subject to article 15) require to pay an annual membership subscription; the initial amount of the membership subscription shall be determined by the directors and shall thereafter be determined by ordinary resolution at each annual general meeting.

- 15 For the avoidance of doubt, Honorary Members shall not be required to pay an annual membership subscription.

- 16 The annual membership for each sports section shall be as follows:

Cricket and Running Subscriptions shall be payable by 30th June each year
Football, Hockey and Rugby Subscriptions shall be payable by 30th September each year

Gym Subscriptions shall be payable on an ongoing annual basis from the date first joined

- 17 The members may vary the date on which the membership subscription falls due in each year, by way of an ordinary resolution to that effect passed at an annual general meeting.

- 18 If the membership subscription payable by any member remains outstanding more than 3 weeks after the date on which it fell due (and providing he/she has been given at least one written reminder) the directors may, by resolution to that effect, expel him/her from membership.

- 19 A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

Register of members

- 20 The directors shall maintain a register of members setting out the full name and address of each member, the category of membership into which he/she falls, his/her date of birth (if he/she is a Junior or Retired Member), the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

Expulsion from membership

- 21 Any person may be expelled from membership by special resolution (see article 42) providing the following procedures have been observed:-

- 21.1 at least 21 days' notice of the intention to propose a resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
 - 21.2 the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.
- 22 Any individual expelled from membership under the provisions of article 21 shall not be eligible for readmission to membership for a period of 5 years following his/her expulsion.

Withdrawal from membership

- 23 Any individual who 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; on receipt of the notice by the company, he/she shall cease to be a member.

General meetings

- 24 The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.
- 25 Not more than 15 months shall elapse between one annual general meeting and the next.
- 26 The business of each annual general meeting shall include:-
- 26.1 a report by the Chair on the activities of the company;
 - 26.2 consideration of the annual accounts of the company;
 - 26.3 the election/re-election of directors, as referred to in articles 60 to 65.
- 27 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).
- 28 Subject to the provisions of articles 24, 25 and 27, the directors may convene general meetings whenever they think fit.

Notice of general meetings

- 29 At least 14 clear days' notice of general meetings must be given to all the members and directors, and (if auditors are in office at the time) to the auditors.
- 30 The reference to "clear days" in article 29 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted (or, in the case of a notice sent by electronic means, the day after it is sent), and also the day of the meeting, should be excluded.

- 31 A notice calling a meeting shall specify the time, date and place of the meeting; it shall (a) indicate the general nature of any business to be dealt with at the meeting; (b) if a special resolution (see article 42) (or a resolution requiring special notice under the Companies Acts) is to be proposed, state that fact, giving the exact terms of the resolution; and (c) contain a statement informing members of their right to appoint a proxy.
- 32 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 33 Notice of every general meeting shall be given: -
- 33.1 in hard copy form;
- 33.2 (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
- 33.3 (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the 2006 Act) by means of a website.

Proceedings at general meetings

- 34 No business shall be transacted at any meeting unless a quorum is present; the quorum shall be 20 persons present at the meeting and entitled to vote, whether as members or as proxies for members; for the avoidance of doubt, members outwith the categories of Ordinary Members and Honorary Members (and proxies appointed by members outwith those categories) shall not be counted in determining whether a quorum is present.
- 35 If the quorum required under article 34 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.
- 36 The Chair of the company shall (if present and willing to act) preside as chairperson of the meeting; if the Chair of the company is not present and willing to act as chairperson of the meeting within half an hour of the time appointed for holding the meeting, the Vice Chair shall (if present and willing to act) preside as chairperson of the meeting.
- 37 If neither the Chair nor the Vice Chair is present and willing to act as chairperson of the meeting within half an hour of 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.
- 38 A director shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting.

- 39 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.
- 40 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 member present at the meeting and entitled to vote.
- 41 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.

Special resolutions and ordinary resolutions

- 42 For the purposes of these articles (but subject to the provisions of articles 45 to 48), 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 29 to 33 (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).
- 43 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Companies Acts allow the company, by special resolution:-
- 43.1 to alter its name;
 - 43.2 to alter its memorandum of association with respect to the company’s objects;
 - 43.3 to alter any provision of these articles or adopt new articles of association.
- 44 For the purposes of these articles (but subject to the provisions of articles 45 to 48), 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) at a general meeting, providing proper notice of the meeting has been given in accordance with articles 29 to 33.

Written resolutions

- 45 A written resolution can be passed by the members of the company (having been proposed by either the members or the directors in accordance with the procedures detailed in Chapter 2 of Part 13 of the 2006 Act) and will have

effect as if passed by the members of the company in general meeting; a written resolution is passed when the required majority of eligible members have signified their agreement to it by sending to the company (in hard copy or electronic form) an authenticated document which identifies the resolution to which it relates and which indicates the member's agreement to it (which agreement cannot thereafter be revoked).

46 For the purposes of the preceding article:-

46.1 the reference to "eligible members" is to those members who would have been entitled to vote on the resolution on the circulation date of the resolution (which is either (a) the date on which copies of the written resolution are sent or submitted to the members in accordance with the procedures detailed in Chapter 2 of Part 13 of the 2006 Act; or (b) if copies are sent or submitted to members on different days, the first of those dates);

46.2 the reference to "required majority" is to the majority required to pass an ordinary or a special resolution under the Companies Acts, as follows:-

46.2.1 in order to pass an ordinary resolution by way of written resolution, it must be passed (in accordance with article 45) by members representing a simple majority of the total voting rights of eligible members;

46.2.2 in order to pass a special resolution by way of written resolution, it must be passed (in accordance with article 45) by members representing not less than 75% of the total voting rights of eligible members and the resolution must specifically state that it was proposed as a special resolution.

47 For the avoidance of doubt, a resolution to remove a director (under section 168 of the 2006 Act) or a resolution to remove an auditor (under section 510 of the 2006 Act) cannot be proposed as a written resolution under article 45.

48 For the purposes of article 45, a proposed written resolution will lapse if it is not passed before the end of a period of 28 days beginning with the circulation date (as defined in article 46), and the agreement of any member to a written resolution will be ineffective if signified after the expiry of that period.

Votes of members

49 Every Ordinary Member and Honorary Member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.

- 50 For the avoidance of doubt, members falling outwith the categories of Ordinary Members and Honorary Members shall be entitled to attend and speak at general meetings, but shall not be entitled to vote at general meetings (and consequently shall not be entitled to appoint a proxy).
- 51 An Ordinary Member or Honorary Member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):-
- 51.1 shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her; or
- 51.2 shall send by electronic means to the company at such electronic address as may have been notified to the Ordinary and Honorary Members 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; for the avoidance of doubt, in calculating the 48-hour period referred to in the preceding provisions of this article 51, no account shall be taken of any day that is not a working day.
- 52 An instrument of proxy which does not conform with the provisions of article 51, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 53 Neither an Ordinary Member nor an Honorary Member shall be entitled to appoint more than one proxy to attend on the same occasion.
- 54 A proxy appointed to attend and vote at any meeting instead of an Ordinary Member or an Honorary 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.
- 55 A vote given, or ballot demanded, by proxy 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 before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
- 56 The chairperson of a meeting shall not be entitled to a casting vote if an equality of votes arises in relation to any resolution.

Categories of director

- 57 For the purposes of these articles

“Elected Director” means a director elected, re-elected or appointed under articles 60 to 65;

“Co-opted Director” means a director appointed or re-appointed under articles 66 to 68.

Number of directors

- 58 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.
- 59 In exercising their powers in relation to election/appointment of Elected Directors, the Ordinary and Honorary Members, and the directors, shall seek to ensure (so far as reasonably practicable) that at any time, at least one director shall be drawn from each of the individual sport sections comprised in the range of sports made available by the company.

Election, retiral, re-election: Elected Directors

- 60 Any Ordinary Member or Honorary Member who wishes to be considered for election as a director at an annual general meeting must lodge with the company a written notice (in such form as the directors require), confirming that he/she is willing to be appointed; the notice must be signed by him/her and must be lodged with the company at least seven days before the date of the annual general meeting.
- 61 At an annual general meeting the Ordinary Members and the Honorary Members may (subject to articles 58 and 59) elect as a director any individual who has confirmed his/her willingness to be appointed in accordance with article 60.
- 62 The directors may at any time appoint any Ordinary Member or Honorary Member (providing he/she is willing to act) to be a director, either to fill a vacancy or (subject to articles 58 and 59) as an additional director.
- 63 At each annual general meeting
- 63.1 any director who was appointed by the directors (under article 62) in the period from the date of the last annual general meeting shall retire from office; and
- 63.2 out of the remaining directors, one third (rounded downwards if necessary) shall retire from office.
- 64 The directors to retire under article 63.2 shall be those who have been longest in office since they were last appointed or re-appointed; as between two or more directors who were appointed or re-appointed on the same date, the question of which of them is to retire under article 63.2 shall be decided by some random method.
- 65 The Ordinary Members and the Honorary Members may (subject to articles 58 and 59) at any annual general meeting re-elect any director who retires from office at the meeting under article 63 (providing he/she is willing to act); if any such director is not re-appointed, he/she shall retain office until the meeting

appoints someone in his/her place or, if it does not do so, until the end of the meeting.

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

- 66 Subject to article 58, 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, either on the basis that he/she has special skills or experience which would be of assistance to the board or on the basis that he/she has been nominated by an organisation with which the company has close contact in the course of its activities.
- 67 At the conclusion of each annual general meeting, all of the Co-opted Directors shall vacate office.
- 68 Immediately following each annual general meeting, the directors may (subject to article 58) re-appoint any person who, as a Co-opted Director, 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

- 69 A director shall vacate office if
- 69.1 he/she ceases to be a director by virtue of any provision of the Companies Acts or becomes prohibited by law from being a director or a charity trustee (within the meaning of the Charities and Trustee Investment (Scotland) Act 2005);
 - 69.2 he/she is sequestrated;
 - 69.3 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;
 - 69.4 he/she becomes an employee of the company;
 - 69.5 in the case of an Elected Director, he/she ceases to be an Ordinary Member or Honorary Member of the company;
 - 69.6 he/she resigns office by notice to the company;
 - 69.7 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;
 - 69.8 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have committed a material breach of the code of conduct for directors in force from time to time (as referred to in article 81);

- 69.9 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
- 69.10 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the 2006 Act.
- 70 A resolution under paragraph 69.8 or 69.9 shall be valid only if:-
- 70.1 the director who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for his/her removal is to be proposed;
- 70.2 the director concerned is given the opportunity to address the meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote; and
- 70.3 at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

Appointments to offices

- 71 The directors shall elect from among the Elected Directors, a Chair, a Vice Chair and a Treasurer, and such other office bearers (if any) as they consider appropriate.
- 72 For the avoidance of doubt, Co-opted Directors shall not be eligible for appointment to any of the offices referred to in article 71.
- 73 All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but (subject to article 74) shall then be eligible for re-election.
- 74 A director shall not hold position of Chair for more than 2 consecutive terms on the Board without a minimum of 1 year before re-election. (1 term being 2 years)
- 75 For the purposes of article 74:
- 75.1 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);
- 75.2 the period between one annual general meeting and the next shall be deemed to be a period of one year;
- 75.3 if a director ceases to hold 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.

- 76 A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

Directors' interests

- 77 Subject to the provisions of the Companies Acts and to the Charities and Trustee Investment (Scotland) Act 2005 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), and has complied with the code of conduct (as referred to in article 81), a director (notwithstanding his/her office)

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

77.2 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;

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

77.4 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.

- 78 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.

Conduct of directors

- 79 It is the duty of each director of the company to take decisions (and exercise his/her other powers and responsibilities as a director) in such a way as he/she considers, in good faith, will be most likely to promote the success of the company in achieving its objects (as outlined in clause 3 of the memorandum of association) and be in the best interests of the company, and irrespective of any office, post, engagement or other connection which he/she may have with any other body which may have an interest in the matter in question.

- 80 Without prejudice to the principle set out in article 79, each of the directors shall have a duty, in exercising functions as a charity trustee, to act in the interests of the company; and, in particular, must:-
- 80.1 seek, in good faith, to ensure that the company acts in a manner which is in accordance with its purposes;
 - 80.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 80.3 in circumstances giving rise to the possibility of a conflict of interest between the company and any party responsible for the appointment of that director
 - a) put the interests of the company before that of the other party;
 - b) where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any deliberation or decision of the other directors with regard to the matter in question;
 - 80.4 ensure that the company complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 81 Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board of directors from time to time; for the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association, and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

Directors' remuneration and expenses

- 82 No director may serve as an employee of the company, and no director may be given any remuneration by the company for carrying out his/her duties as a director or as Chair or as the holder of any other office under article 71.
- 83 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.

Powers of directors

- 84 Subject to the provisions of the Companies Acts, 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.

- 85 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.
- 86 The powers conferred by article 84 shall not be limited by any special power conferred on the directors by these articles.
- 87 A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

Proceedings of directors

- 88 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
- 89 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 90 Questions arising at a 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.
- 91 The quorum for the transaction of the business of the directors, shall (subject to article 92) be four.
- 92 A quorum shall not be deemed to be constituted at any meeting of the directors unless the number of Elected Directors present at the meeting exceeds the number of Co-opted Directors present at the meeting.
- 93 If the quorum required under article 91 (as read with article 92) 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.
- 94 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.
- 95 Unless he/she is unwilling to do so, the Chair of the company shall preside as chairperson at every meeting of directors at which he/she is present; if the Chair of the company 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 Chairperson shall preside as chairperson.
- 96 If neither the Chair of the company nor the Vice Chair is willing to act as chairperson of a meeting of directors, or if neither is present within 15 minutes after the time appointed for the meeting, the directors may appoint one of their number to be chairperson of the meeting.

- 97 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 Companies Acts or any provision of these articles.
- 98 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.
- 99 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.
- 100 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.
- 101 For the purposes of the preceding article:-
- 101.1 an interest of a person who is taken to be connected with a director under section 252 of the 2006 Act, shall be treated as a personal interest of the director; and
- 101.2 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 an interest in that matter.
- 102 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.
- 103 The company may (subject to the Charities and Trustee Investment (Scotland) Act 2005) by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 100 to 102.
- 104 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

- 105 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 company or a director holding any other office such of their powers as they consider appropriate.
- 106 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.
- 107 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.
- 108 In addition to their powers under article 105, the directors may delegate their powers to any committee consisting of one or more directors and such other individuals (who need not be directors or employees of the company) as the directors may consider appropriate; the provisions of articles 106 and 107 shall apply in relation to any such committee, subject to the qualification that the role of any committee formed under the preceding provisions of this article shall be limited (except to the extent that the directors otherwise determine) to the issue of reports and recommendations for consideration by the board of directors.

Delegation to Sports Committee

- 109 In addition to their powers under articles 105 to 108, the directors may create a committee (referred to in these articles as a “**Sports Committee**”) to assist them in relation to the operational aspects of the company’s sporting activities.
- 110 The members of the Sports Committee shall (subject to article 113) comprise two directors and, as far as possible, one representative from each of the individual sports sections comprised in the range of sports made available by the company.
- 111 The Sports Committee shall comply with the general strategy and policies prescribed by the board of directors from time to time, shall operate only within the scheme of delegation as prescribed by the board of directors from time to time, and shall give effect to any specific instruction or direction which may be issued from time to time from the board of directors.
- 112 For the avoidance of doubt, the Sports Committee shall not be entitled to issue directions or instructions to the board of directors.
- 113 The mechanisms for appointing the members of the Sports Committee, the procedure for removal of any individual from membership of the Sports Committee, and the rules of procedure for meetings of the Sports Committee, shall be as prescribed by the directors from time to time.

Standing Orders

- 114 Without prejudice to their powers under articles 105 to 108, the directors may issue (and vary and/or supplement from time to time) such standing orders (consistent with the provisions of these articles) relating to sports sections, additional subscriptions payable in respect of membership of sports sections, the election of office bearers for each sports section, the operation of the company's facilities, disciplinary action and such other matters as the directors may consider appropriate from time to time.

Secretary

- 115 The directors shall (notwithstanding the provisions of the 2006 Act) appoint a company secretary, and on the basis that the term of office, remuneration (if any), and other terms and conditions attaching to the appointment of the company secretary shall be determined by the directors; the company secretary may be removed by the directors at any time.

Minutes

- 116 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

- 117 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 118 The directors shall prepare annual accounts, complying with all relevant statutory requirements.
- 119 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

- 120 Any notice to be given in pursuance of these articles shall be in writing.
- 121 The company may give any notice to a member in pursuance of these articles either personally **or** by sending the notice by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the company **or**, in the case of a member who has notified the company of an electronic address to be used for this purpose, the company may give notice to that member by electronic means.
- 122 A member may give any notice to the company either 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 (where the company has notified the member of an electronic address to be used for this purpose) by way of electronic means.

- 123 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.
- 124 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 Institute of Chartered Secretaries and Administrators.

Winding-up

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

Indemnity

- 126 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 2006 Act) 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 (but only to the extent permitted by those sections of the 2006 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/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.
- 127 For the avoidance of doubt, 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 2006 Act (negligence etc. of a director).

Interpretation

- 128 In these articles,

“the 2006 Act” means (subject to article 129) the Companies Act 2006;

“the Companies Acts” means (subject to article 129) the Companies Acts 1985 to 2006.

- 129 Any reference in these articles to a statutory provision shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time.
- 130 References in these articles to the singular shall be deemed to include the plural.



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of subscribers

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Dated

Witness to the above signatures:-

