

**THE COMPANIES ACTS 1985 & 1989**

**COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

**OF**

**THE LENZIE BOWLING CLUB LIMITED**

## INTERPRETATION

1. In these Articles:

“the Act” means the Companies Act 2006 or any statutory re-enactment or modification of it;

“AGM” means an annual General Meeting of the Company;

“the Board” means the Board of Directors of the Company, acting collectively;

“clear days” in relation to a period of notice means that period excluding the day on which the notice is given or is deemed to have been given, and the day for which the notice is given or on which it is to take effect;

“Communication” means the same as in the Electronic Communications Act 2000;

“Director” means a director of the Company acting individually;

“EGM” means an Extraordinary General Meeting of the Company;

“Electronic Communication” means the same as in the Electronic Communications Act 2000;

“executed” includes any mode of execution;

“Member” means such persons whose names are inserted in the Register of Members of the Company;

“Memorandum” means the Memorandum of Association of the Company;

“Objects” means the objects of the Company as set out in the Memorandum from time to time;

“President” means the President of The Lenzie Bowling Club as appointed to perform the duties of President from time to time;

“Secretary” means any person appointed to perform the duties of the Secretary of the Company;

“Trustee Director” means a maximum of six non-executive Directors each acting individually as Directors;

expressions referring to writing include references to printing, fax, e-mail and other methods of representing or reproducing words in a visible form;

unless the context otherwise requires, words or expressions contained in these Articles bear the meanings given to them in the Act;

references in these Articles to ‘he’ or ‘him’ include male and female individuals and corporations.

## **ADMISSION OF MEMBERS**

2. The company must keep a Register of Members as required by the Act. The Members are:
  - 2.1. the subscribers to the Memorandum and Articles of association
  - 2.2. the Directors,
  - 2.3. individuals who apply for admission, are admitted as Members by the Company, and, (if stated in the application for Membership) pay the full subscription as set out in the Rules. Every application for Membership must be in the prescribed form set out by the Board from time to time form approved by the Board. The Directors are not required to give reasons for their decision; and,
  - 2.4. every person who at the date of incorporation of the Company was a Member of the unincorporated association known as The Lenzie Bowling Club, and who within 3 months after incorporation, deposits at the registered office a written election to become a Member.

## **RETIREMENT OF MEMBERS**

3. A Member will cease to be a Member:
  - 3.1. if he resigns by giving written notice to the Company;
  - 3.2. upon his death;
  - 3.3. in any case, if any subscription or Membership fee due to the Company remains outstanding for more than two months except in exceptional circumstances and at the discretion of the Board; or
  - 3.4. (except in the case of a Director) if he is removed from the Membership in accordance with any Rule established from time to time pursuant to Article 48.

Except in exceptional circumstances and at the discretion of the Board no Member of the Company is entitled to any refund of subscription or Membership fee on ceasing to be a Member for any reason. Membership of the Company is not transferable.

## **GENERAL MEETINGS**

4. The company must hold a general meeting in each year as its AGM, in addition to any other meetings held in that year. The interval between the date of one AGM and the date of the next must not be more than 15 months. The Board will choose the time and place of the AGM. All general meetings of the company other than AGMs are called extraordinary general meetings (EGMs).
5. The Board may call a general meeting at any time; and must call a general meeting if it receives a requisition by the Members of the Company in accordance with the Act.
6. An AGM and a meeting called for the passing of a special resolution must be called by at least 21 clear days' notice, and all other general meetings must be called by at least 14 clear days' notice. A meeting of the Company may be called by shorter notice if it is so agreed:
  - 6.1. in the case of an AGM, by all the Members entitled to attend and vote at that meeting; and

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- 6.2. in the case of any other meeting, by Members holding at least 95% of the total voting rights at that meeting of all the Members.
7. The notice must specify the place, date and time of the meeting, and the general nature of all items of the business to be transacted; and must, in the case of an AGM, specify the meeting as an AGM. The text of all special, extraordinary and elective resolutions to be proposed at the meeting must be set out in the notice.
8. Notice must be given to the Members of the Company, to the Directors, and to the auditors; but if anyone entitled to receive notice does not receive it, this does not invalidate the proceedings at the meeting if the failure to notify was accidental.

### **PROCEEDINGS AT GENERAL MEETINGS**

9. A general meeting is not valid unless a quorum of Members of the company is present throughout the meeting; the quorum is twenty per cent of the Members of the company in person or by proxy.
10. If a quorum is not present within half an hour after the time set for the meeting, the meeting is automatically adjourned to the same day in the next week, at the same time and place, or to another day, time and place decided by the Board.
11. The President will preside as Chairman of every general meeting of the Company. If he is not present within fifteen minutes after the time appointed set for the meeting, or is unwilling to act, the Vice-President shall act in his place whom failing those Directors present at the meeting must elect one of themselves to be Chairman of the meeting.
12. If at any general meeting no Director is willing to act as Chairman, or if no Director is present within fifteen minutes after the time set for the meeting, the Members of the Company present must choose one of themselves to be Chairman of the meeting.
13. The Chairman may adjourn the meeting with the consent of any quorate meeting (and must if required by a simple majority of the Members present at the meeting), but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice is required of an adjourned meeting unless the meeting is adjourned for 30 days or more, in which case notice must be given as in the case of the original meeting.
14. At any general meeting, a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is demanded (before the show of hands).  
Subject to the Act, a poll may be demanded:
  - 14.1. by the Chairman; or
  - 14.2. by at least two Members of the Company present in person or by proxy
15. Unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or lost on a show of hands, whether unanimously or by a particular majority, and an entry to that effect in the minutes, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
16. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll does not

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invalidate the result of a show of hands declared after the demand for the poll is made.

17. Except as provided in Article 18 below, if a poll is demanded it may be taken in such manner as the Chairman directs but the Chairman has no authority in exercising this power to extend the poll to Members of the Company who are not present at the meeting in question. The result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.
18. A poll demanded on the election of a Chairman, or on a question of adjournment of a meeting, must be taken immediately. A poll demanded on any other question may be taken at such time as the Chairman directs. If there is an interval before the time for closing the poll, the meeting may deal with any business other than the business being determined by poll.

### **VOTES OF MEMBERS**

19. Every Member of the company whose name is entered in the company's register of Members has one vote at every general meeting. A resolution proposed at any general meeting will be approved if at least one half of the votes cast at the meeting are in favour of the resolution, except where the Act or these Articles prescribes a different majority. Without prejudice to the foregoing, approval of at least 75% of the Members is required in connection with any resolution which relates to:-

19.1. the disposal, acquisition, lease, mortgaging and charging of the heritable property of the Company,

19.2. the borrowing, raising, securing payment of money, charging the undertaking and all or any of the heritable and personal property of the Company except in the ordinary course of business, and

19.3. the investing and dealing with the Company's money or dealing with investments except in the ordinary course of business;

or in such other circumstances where the Board otherwise deem it necessary having due regard to the interests of the Members

## **PROXIES AND REPRESENTATIVES**

20. A Member of the Company may appoint a proxy to attend general meetings in his place and to vote on a poll but not on a show of hands. The proxy form must be in the form set out in Article 22 below, and executed by the Member or by another person under a power of attorney granted by a Member. In the case of a Member which is a company, the proxy form must be executed by two Directors or a director and the secretary of that company. A proxy must be a Member of the Company.
21. The appointment of a proxy and any authority under which it is executed or a copy of that authority, certified by a solicitor or authenticated in such other way as the Board may require, must be received;
- 21.1. at the registered office of the Company or at such other Address within the United Kingdom as is specified for that purpose in the notice convening the meeting, or in any form of appointment of proxy sent out by the Company in relation to the meeting, or in any invitation contained in an Electronic Communication to appoint a proxy issued by the Company in relation to the meeting ;
- 21.2. not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll; and if the appointment does not comply with this Article the appointment of the proxy is invalid.
22. A vote given or poll demanded by a proxy for a Member, or by the authorised representative of a Member which is an organisation remains valid despite the previous revocation of the authority of proxy or representative unless notice of revocation was received by the Company at its registered office (or, where the appointment of the proxy was contained in an Electronic Communication, at the Address at which the appointment was duly received) before the start of the meeting or adjourned meeting in question.

The proxy takes the following form:

Proxy form:

**The Lenzie Bowling Club Limited**

I, [*name*]

of [*address*]

being a Member of the above Company, appoint [*name of proxy*]

of [*address of proxy*]

or failing him/her [*name of alternative proxy*]

of [*address of alternative proxy*]

as my proxy to vote for me on my behalf at the Annual/Extraordinary\* General Meeting of the Company to be held on [*date*] and at any adjournment, and to join in any demand for a poll in accordance with the Articles..

Voting instruction.

\*the proxy will vote as he/she thinks fit.

\*the proxy will vote in favour of/against the following resolution(s):

Signed:

Date

\* Strike out whichever you do not want.

## APPOINTMENT OF DIRECTORS

23. The first Directors of the company are those named in the statement submitted to the registrar of companies on incorporation of the company. At the first AGM, all the Directors must retire from office unless the Members of the company do not appoint or re-appoint at least one director at that meeting in which case they will all remain in office. At every subsequent AGM, one-third of the Directors then in office must retire. If the number of Directors is not divisible by three, then the number nearest to one-third must retire. A director who retires by rotation is eligible for reappointment if he is willing to continue to act as director. All elected office bearers of the club must be Directors.

24. The Directors to retire by rotation are those who have been longest in office since their last appointment or re-appointment; but as between Directors who were last appointed or re-appointed on the same day, the Board must draw lots to determine who is to retire, unless the Directors in question agree the order of retirement among themselves.

25. If the Members of the Company do not fill the vacancy left by a Director who retires by rotation the retiring Director will, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost.

26. No person other than a Director retiring by rotation may be appointed or re-appointed as a Director at any general meeting unless:

26.1. he is recommended by the Directors; and

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- 26.2. at least 21 clear days before the date appointed for the meeting, notice executed by a Member of the Company qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or re-appointment, together with notice executed by that person of his willingness to be appointed or re-appointed.
27. A notice of a general meeting of the Company must include the name of any person and role (other than a Director retiring by rotation at the meeting) who is recommended by the Board for appointment or re-appointment as a Director at the meeting, or in respect of whom notice has been duly given to the Company under Article 26.2 above.
28. The Company may by ordinary resolution appoint as a Director a person who is willing to act, either to fill a vacancy or as an additional Director; and may also determine the order of rotation of any additional Directors.
29. The Board may co-opt as a Director a person who is willing to act, either to fill a vacancy or as an additional Director. A Director co-opted by the Board under this Article will hold office only until the next following AGM, and will not be taken into account in determining the Directors who are to retire by rotation at that meeting. If a co-opted Director is not re-appointed at that AGM, he will automatically vacate office at the end of the meeting.
30. A Director will cease to be a Director if:
- 30.1. he resigns his Directorship by giving notice to the Company;
  - 30.2. he dies, becomes bankrupt, becomes mentally incapable or becomes incapable by reason of illness or injury of managing his own affairs, or is convicted of an indictable offence for which he is sentenced to a term of imprisonment;
  - 30.3. he becomes addicted to drugs or other illegal substances or alcohol to such an extent that it affects the performance of his duties as a Director;
  - 30.4. he is removed by a simple majority of the Members of the Company, following the procedure laid down in Section 303 of the Act; or
  - 30.5. he is disqualified under the Company Directors Disqualification Act 1986 or otherwise; or
  - 30.6. he is expelled as a Member of the Company for any reason stated in the Company's rules of play as constituted from time to time.
31. The Board has control over all the affairs and property of the Company, and may exercise all the powers of the Company, except as otherwise provided by the Memorandum of Association of the Company and these Articles, or by any Rules made pursuant to Article 48. Every Director has one vote at a Board meeting.
32. Any two Directors may call a Board meeting at any time (on not less than 21 days' notice) and the Secretary must call a Board meeting if requested to do so by two Directors. The Board may convene and regulate its meetings as it thinks fit. Questions arising at any Board meeting will be decided by a majority of votes.
33. A Board meeting is not valid unless a quorum is present throughout the meeting. The quorum is one Director if there is a sole Director in office, but otherwise no less than one half one half of the Directors then holding office.
34. The Chairman of the Board will preside at every Board meeting. If at any Board meeting the Chairman is not present within fifteen minutes after the time set for the start of the meeting, the Directors present must choose one of their number to be Chairman of the meeting. In the case of an equality of votes on any question the Chairman has a second or casting vote.

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35. A technical defect in the appointment of a Director does not invalidate a decision taken at a Board meeting if the Directors present were not aware of the defect at the time of the meeting.
36. The Board may delegate any of its powers to a managing director and to committees consisting of such Directors, Members of the Company and others as it thinks fit: in the exercise of the delegated powers, any managing director or committee must conform to any regulations which may be imposed by the Directors or by Rules made under Article 48.

### **BENEFITS TO DIRECTORS**

37. The Directors are entitled to receive such reasonable out of pocket expenses, and other benefits as the Board determines.
38. Subject to the provisions of the Act, and provided that he has disclosed to the Board the nature and extent of any material interest of his, a Director
  - 38.1. may be a party to, or otherwise interested in, any transaction or arrangement with the company, or in which the company is otherwise interested;
  - 38.2. may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any organisation in which the company is interested; and
  - 38.3. is not accountable to the Company for any benefit which he derives from any circumstance described in Articles 38.1 or 38.2 and no transaction or arrangement described in those Articles is voidable because of any Director's interest or benefit.

For the purpose of this Article, a general notice given to the Directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

### **SECRETARY**

39. The company must have a secretary who will be appointed by the Board on whatever terms the Board thinks fit. If there is no secretary capable of acting, anything required or authorised to be done by or to the secretary may be done by any director authorised generally or specially for that purpose, by the Board.

### **SEAL**

40. The Company is not required to have a common seal. If the Company has a common seal, it may only be used by the authority of the Board. Every document bearing an impression of the common seal must be signed by a Director, and countersigned by the Secretary or a second Director.

### **NOTICES, MEETINGS AND RESOLUTIONS**

41. The Following Articles 41 To 47 Apply To Meetings And Resolutions Of, And Notices Given To, The Board, Committees Of The Board, And The Company In

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General Meeting; And 'Member' Means A Director, Committee Member Or A Member Of The Company In General Meeting As The Context Requires.

42. Any notice to be given under these Articles must be in writing or be given by Electronic Communications. The Company may give any notice to a Member by handing it to him personally, or by sending it by post in a prepaid envelope addressed to the Member at the address shown in the Company's register of Members, or by leaving it at that address, or by giving it using Electronic Communications to any Address given to the company by the Member.
43. A Member present in person at any meeting is taken to have received notice of the meeting and, where necessary, of the purposes for which it was called.
44. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given to a postal address. Proof that a notice contained in an Electronic Communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice is deemed to be given at the expiration of 48 hours after it was handed to the Member, posted or (as the case may be) sent by Electronic Communication.
45. Subject to the provisions of the Act (and in particular in the case of a resolution of the Members of the Company, to any requirement to submit the proposed resolution to the auditors), a resolution in writing signed by all the Members entitled to attend and vote at a meeting is as valid and effective as if it had been passed at a meeting properly convened and held. Any resolution in writing may consist of two or more documents in similar form, each signed by one or more Members. Digital signatures and faxed signatures will suffice for the purpose of this Article.
46. Subject to any provisions of the Act requiring a meeting to be held physically, a Member entitled to attend and vote at a meeting may participate by means of a telephone conference or other facility enabling all people participating in the meeting to communicate interactively and simultaneously with each other; and participation in a meeting in this manner is taken to be presence in person at the meeting.
47. The Secretary or a Director must take minutes of proceedings at all meetings, and the minutes must be authenticated and kept in accordance with the requirements of the Act.

### **RULES**

48. The Board will govern all of the normal affairs of the company and will be responsible for the implementation of the strategic and operational plans of the company. The Board may make and amend bye-laws, policies, codes of conduct, regulations or rules for any purposes required from time to time for the effective operation of the company or the furtherance of the objects, including the levying of annual subscriptions or Membership fees; but if there is a conflict between the terms of these Articles or the memorandum of association of the company and any rules made or amended under this Article, the terms of the Memorandum and Articles will prevail.
49. A person is bound by the terms of Rules made or amended in accordance with these Articles even if he has not received notice of the Rules or the alteration.

### **FINANCE**

50. The Board shall be responsible for the setting of budgets and the keeping of accounts and records showing a true and fair view of the financial affairs and intromissions of the Company. The Board shall be responsible for overseeing the operation of any banking arrangements made by or on behalf of the Company

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and arrangements for the collection of entrance fees, annual subscriptions and levies and all other revenue of the Company.

51. The financial statements of the Company shall be brought to a balance as at 31<sup>st</sup> October in each year or such other dates as may be prescribed by time to time by the Board and thereafter submitted for certification to an independent financial examiner. The accounts shall subsequently be submitted after certification for approval at the next Annual General Meeting. The books of account shall be open for inspection by Members of the Board of the Company but shall otherwise only be open for inspection as the Board may direct.
52. Without prejudice to the foregoing and clauses 19, 48 and 49 hereof the Board shall have the discretion to allow other categories of members other than Members, as set out in the Rules the right to attend and vote at an Extraordinary General Meeting, on matters of major finance.

**INDEMNITY**

53. Subject to the Act, but without affecting any indemnity to which he may otherwise be entitled, every director of the company, will be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, alleging liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company, and in which judgment is given in his favour, or in which he is acquitted, or in connection with any application in which relief is granted to him by the court.
54. Subject to the Act, the Company may purchase and maintain for any Director or for any officer of the Company, insurance cover against any liability which may attach to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company, and against all costs, charges, losses, expenses and liabilities incurred by him and for which he is entitled to be indemnified by the Company under Articles 50, 51.
55. Without prejudice to the provisions of Clause 6 hereof, The Company in General Meeting may (with the approval of at least 75% of those attending the Meeting) may raise and borrow any sum or sums of money which the Meeting may think necessary or expedient for the purposes of the Company and to secure the same by any promissory note, bond or debenture, or by mortgage or charge of the whole or any part of the property of the Company in such manner and upon such terms and conditions in all respects as the Meeting may think fit.

**56. SUBSCRIBERS**

We, the persons whose names are written below, wish to be formed into a Company under these Articles of Association:

NAME/SIGNATURE/ADDRESS/WITNESS /SIGNATURE/ADDRESS/DATE