

Club Number: SC421844

The Companies Act 2006

PRIVATE **COMPANY LIMITED BY GUARANTEE**

ARTICLES OF ASSOCIATION

STIRLING AND DISTRICT CLASSIC CAR CLUB
~~(As Amended)~~

Incorporated on 13th APRIL 2012

As amended and adopted on [insert date]

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES of ASSOCIATION
of
STIRLING AND DISTRICT CLASSIC CAR CLUB

Constitution of Company

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 (hereinafter referred to as the "Club").

Defined terms

2 In these articles of association, unless the context requires otherwise:-

(a) "Act" means the Companies Act 2006;

(b) "Company" means Stirling and District Classic Car Club;

(c) "electronic form" has the meaning given in section 1168 of the Act;

(d) "property" means any property, heritable or moveable, real or personal, wherever situated; and

(e) "subsidiary" has the meaning given in section 1159 of the Act.

3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Objects

~~4 The Club's objects are to: acquire and carry on the activities of the existing unincorporated body~~

~~4 known as "Stirling and District Classic Car Club".~~

~~(a) Provide and organise recreational activities by:~~

- ~~• Promoting interest in classic cars, including staging, managing and promoting an annual classic car show at Strathallan Games Park, Bridge of Allan, Stirling or other suitable venue.~~
- ~~• Encouraging and promoting classic car related and social events, the exchange of information, technical and otherwise, and matters of general interest to classic car owners and enthusiasts.~~

~~(b) Advance heritage by:~~

- ~~• Co-operating with manufacturers, dealers, traders, the press and other sources of publicity for the purpose of promoting interest in classic cars.~~
- ~~• Procuring to be written and printing, publishing, issuing, circulating or otherwise disseminating gratuitously or otherwise reports and periodicals, books, pamphlets, leaflets and other literature about classic cars.~~

(c) Administer grants for the following purposes, at least in part for people living in the Clackmannanshire, Falkirk or Stirling local authority areas:

- (i) the advancement of education
- (ii) the advancement of health
- (iii) the saving of lives
- (iv) the advancement of citizenship or community development
- (v) the advancement of the arts, heritage, culture or science
- (vi) the advancement of public participation in sport
- (vii) the provision of recreational facilities, or the organisation of recreational activities

5 The Club's objects are restricted to those set out in article 4 (but subject to article 6).

6 The Club may add to, remove or alter the statement of the Club's objects in article 4; 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 In pursuance of the objects listed in article 4 (but not otherwise), the Club shall have the following powers:-

~~(a) (i) To promote interest in Classic Cars, including staging, managing and promoting an Annual Classic Car Show at Strathallan Games Park, Bridge of Allan, Stirling or other suitable venue.~~

~~(b)~~

~~(ii) To encourage & promote classic car related and social events, the exchange of information technical and otherwise, and matters of general interest to classic car owners and enthusiasts.~~

~~(iii) To co-operate with manufacturers, dealers, traders, the press and other sources of publicity for the purpose of promoting the objects of the Club.~~

~~(iv) To procure to be written and print, publish, issue, circulate or otherwise disseminate gratuitously or otherwise reports and periodicals, books, pamphlets, leaflets and other literature.~~

~~(c) To carry on any other activities which further any of the above objects.~~

~~(d)~~(a) To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the Club, acquire and hold shares in such companies and carry out, in relation to any such Club which is a subsidiary of the Club, all such functions as may be associated with a holding Club.

~~(e)~~(b) To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the Club's activities.

(c) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Club's activities.

~~(f)~~

~~(g)(d)~~ ~~(t)~~ To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Club.

~~(h)(e)~~ To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Club.

~~(+)~~

~~(i)(f)~~ To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.

~~(g)~~ To borrow money, and to give security in support of any such borrowings by the Club, in support of any obligations undertaken by the Club or in support of any guarantee issued by the Club.

~~(h)~~ To employ such staff as are considered appropriate for the proper conduct of the Club's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff ex- members of staff and their dependents.

~~(k)~~ To engage such consultants and advisers as are considered appropriate from time to time.

~~(j)~~ To effect insurance of all kinds (which may include officers' liability insurance).

(k) To invest any funds which are not immediately required for the Club's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).

~~(l)~~ To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the Club's objects.

~~(m)~~ To establish and/or support any other charity, and to make donations for any charitable purpose falling within the Club's objects.

(n) To take such steps as may be deemed appropriate for the purpose of raising funds for the Club's activities.

(o) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).

(p) To oppose, or object to, any application or proceedings which may prejudice the Club's interests.

~~(q)~~~~(g)~~ To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Club, and to enter into any arrangement for co- operation or mutual assistance with any charity.

~~(q)~~~~(r)~~ To ~~do anything~~carry on any other activities which may be incidental or conducive to the furtherance of any of the Club's objects.

Restrictions on use of the Club's assets

8 (a) The income and property of the Club shall be applied solely towards promoting the Club's objects (as set out in clause 4).

(b) No part of the income or property of the Club shall be paid or transferred (directly or indirectly) to the members of the Club, whether by way of dividend, bonus or otherwise.

(c) No director of the Club shall be appointed as a paid employee of the Club; no director shall hold any office under the Club for which a salary or fee is payable.

(d) No benefit (whether in money or in kind) shall be given by the Club 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 Club.

Liability of members

9 Each member undertakes that if the Club is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she will contribute - up to a maximum of £1 - to the assets of the Club, to be applied towards:

(a) payment of the Club's debts and liabilities contracted before he/she ceases to be a member;

(b) payment of the costs, charges and expenses of winding up; and

(c) adjustment of the rights of the contributories among themselves.

General structure

10 The structure of the Club consists of:-

(a) 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 Act; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves.

(b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Club; in particular, the directors are responsible for monitoring the financial position of the Club.

Qualifications for membership

11 The members of the Club shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 14 to 16.

12 Membership shall be open to all persons of full age and who pay the full membership subscription. Full Members shall be entitled to attend all General Meetings of the Club, to vote on all matters transacted at such General Meetings and shall be eligible for election to any office of the Club.

13 Employees of the Club shall not be eligible for membership; a person who becomes an

employee of the Club after admission to membership shall automatically cease to be a member.

Application for membership

14 Any person who wishes to become a member must sign, and lodge with the Club, a written application for membership.

15 The directors may, at their discretion, refuse to admit any person to membership.

16 The membership secretary, appointed by the directors, shall consider each application for membership and advise the directors accordingly.

Membership subscription

17 Membership subscription shall be determined by the directors from time to time in general meeting.

Register of members

18 The membership secretary shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

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

Expulsion from membership

20 Any person may be expelled from membership by special resolution (see article 33), providing the following procedures have been observed;-

(a) 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.

(b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

21 Membership shall cease on death.

22 A member may not transfer his/her membership to any other person.

General meetings (meetings of members)

23 The directors shall convene an annual general meeting in each year (but excluding the

year in which the Club is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the Club.

24 Not more than 15 months shall elapse between one annual general meeting and the next.

25 The business of each annual general meeting shall include:-

(a) a report by the president on the activities of the Club.

(b) consideration of the annual accounts of the Club.

(c) the election/re-election of directors, as referred to in articles 51 to 53.

26 The directors may convene an extraordinary general meeting at any time.

27 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

28 At least 14 clear days' notice must be given of an annual general meeting or extraordinary general meeting.

29 The reference to "clear days" in article 28 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 was sent) and also the day of the meeting, should be excluded.

30 A notice calling a meeting shall specify the 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 (see article [2433](#)) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact giving the exact terms of the resolution.

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:

(a) in hard copy form

(b) in writing or, (where the individual to whom notice is given has notified the Club of an address to be used for the purpose of electronic communication) in electronic form; or

(c) (subject to the Club notifying members 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 an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the

resolution has been given in accordance with articles 28 to 32; 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.

34 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the Club, by special resolution,

(a) to alter its name.

(b) to alter any provision of these articles or adopt new articles of association.

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 an annual general meeting or extraordinary general meeting; providing proper notice of the meeting has been given in accordance with articles 28 to 32.

Procedure at general meetings

36 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 6 individuals entitled to vote (each being a member or a proxy for a member).

37 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.

38 The president of the Club shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the president is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

39 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.

40 Every member entitled to vote, shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.

41 Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):

(a) shall lodge with the Club, at the Club's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her; or

(b) shall send by electronic means to the Club, at such electronic address as may have been notified to the members by the Club 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 Club at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).

42 An instrument of proxy which does not conform with the provisions of article 41, or which

is not lodged or sent in accordance with such provisions, shall be invalid.

43 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

44 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 Club.

45 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 Club at the Club's registered office (or, where sent by electronic means, was received by the Club at the address notified by the Club to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.

46 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.

47 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 members or proxies for members)); 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.

48 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.

Maximum number of directors

49 The maximum number of directors shall be 12.

Eligibility

50 A person shall not be eligible for election/appointment as a director unless he/she is a member of the Club.

Election, retiral, re-election

51 At each annual general meeting, the members may (subject to article 49) elect any member (providing he/she is willing to act) to be a director.

52 The directors may at any time appoint any member (providing he/she is willing to act) to be a director (subject to article 49).

53 At each annual general meeting, all of the directors shall retire from office - but shall then be eligible for re-election.

Termination of office

54 A director shall automatically vacate office if-

- (a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director.
- (b) he/she becomes debarred under any statutory provision from being a charity trustee.
- (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months.
- (d) he/she ceases to be a member of the Club.
- (e) he/she becomes an employee of the Club.
- (f) he/she resigns from office by giving notice to the Club.
- (g) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office.
- (h) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

Register of directors

55 The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director.

Office bearers

56 The directors shall elect from among themselves a chairman, a secretary and a treasurer, and such other office bearers (if any) as they consider appropriate. No office bearer should hold one position for more than 3 consecutive years.

57 All of the office bearers and one-third of the directors shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.

58 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.

Powers of directors

59 Subject to the provisions of the Act and these articles, and subject to any directions given by special resolution, the Club and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the Club.

60 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Personal interests

61 A director who has a personal interest in any transaction or other arrangement which the Club is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred (in terms of article 73) from voting on the question of whether or not the Club should enter into that arrangement.

62 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited Club of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of the Act), has a personal interest in that arrangement.

63 Provided

(a) he/she has declared his/her interest

(b) he/she has not voted on the question of whether or not the Club should enter into the relevant arrangement and

(c) the requirements of article 65 are complied with, a director will not be debarred from entering into an arrangement with the Club in which he/she has a personal in (or is deemed to have a personal interest under article 62) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

64 No director may serve as an employee (full time or part time) of the Club, and no director may be given any remuneration by the Club for carrying out his/her duties as a director.

65 Where a director provides services to the Club or might benefit from any remuneration paid to a connected party for such services, then

(a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable.

(b) the directors must be satisfied that it would be in the interests of the Club to enter into the arrangement (taking account of that maximum amount); and

(c) less than half of the directors must be receiving remuneration from the Club (or benefit from remuneration of that nature).

66 The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying out of their duties.

Procedure at directors' meetings

67 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.

68 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.

69 No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be one third of the directors or 3, whichever is the greater.

70 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.

71 Unless he/she is willing to do so, the president of the Club shall preside as chairperson at every directors' meeting at which he/she is present; if the president 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.

72 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.

73 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the Club; he/she must withdraw from the meeting while an item of that nature is being dealt with.

74 For the purposes of article 73, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited Club of which he/she is a substantial shareholder or director, has a personal interest in that matter.

75 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.

76 The Club may, by ordinary resolution, suspend or relax to any extent - either generally or in relation to any particular matter- the provisions of articles 73 to 75.

Conduct of directors

77 Each of the directors shall, in exercising his/her functions as a director of the Club, act in the interests of the Club; and, in particular, must

(a) seek, in good faith, to ensure that the Club acts in a manner which is in accordance with its objects (as set out article 4).

(b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.

(c) in circumstances giving rise to the possibility of a conflict of interest between the Club and any other party:

(i) put the interests of the Club before ~~that~~those of the other party, in taking decisions as a director.

(ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the Club and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question.

(d) ensure that the Club complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Delegation to sub-committees

78 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the president of the Club (or the holder of any other post) such of their powers as they may consider appropriate.

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.

Operation of bank accounts

81 The signatures of two out of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Club; at least one out of the two signatures must be the signature of a director.

Secretary

82 The directors shall (notwithstanding the provisions of the Act) appoint a Club secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the Club secretary, and such conditions of appointment shall be as determined by the directors; the Club secretary may be removed by them at any time.

Minutes

83 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

84 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

85 The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit or independent examination is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit or independent examination of such accounts is carried out by a qualified auditor or qualified independent examiner.

86 No member shall (unless he/she is a director) have any right ~~of inspecting to inspect~~ any accounting or other records, or any document of the Club, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the Club.

Notices

87 Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the Club or (in the case of a member who has notified the Club of an address to be used for the purpose of electronic communications) may be given to the

member by electronic means.

88 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.

89 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.

Winding-up

90 In the event that an Annual Show shall have not taken place for a period of 24 months, Trustees shall be appointed to administer and safeguard the assets of the Club. If a further period of two years elapses without the Annual Show being re-constituted, the Trustees shall be authorised to redefine the structure and objectives of the Club;

- (a) to meet the obligations of the Club, and
- (b) the remaining funds to be divided among selected local charities provided the Club is not to continue in any amended form.

Indemnity

91 Every director or other officer or auditor of the Club shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the Club against any loss or liability which he/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/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 Club.

92 The Club shall be entitled to purchase and maintain for any director, insurance against any loss or liability which any director or other officer of the Club 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).