

THE COMPANIES ACT 1985 AND 1988

A Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF

CRAIGHELEN LAWN TENNIS AND SQUASH CLUB

PRELIMINARY

1. In these Articles:-

"the Act" means the Companies Acts 1985 and 1989 including any statutory modification or re-enactment thereof for the time being in force.

"the Articles" means these Articles of Association of the Company.

"the Company" means Craighelen Lawn Tennis and Squash Club.

"Clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"Executed" means any mode of execution.

"Office" means the registered office of the Company.

"Secretary" means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company including a joint, assistant or deputy Secretary.

INTERPRETATION

2.

2.1 Unless the context otherwise requires the singular shall include the plural the masculine shall include the feminine and bodies corporate and unincorporated. Subject as aforesaid, any words or expressions defined in the Act shall if not inconsistent with the subject or context bear the same meaning in these Articles.

2.2 Neither Table A nor Table C of the Companies (Tables A to F) Regulations 1985 (SI 1985/805) shall apply to the Company.

MEMBERSHIP

3. Ordinary Members

Such persons as are admitted to membership in accordance with these Articles shall be members of the Company./

No person shall be admitted as an ordinary member of the Company, by the Directors, unless he is approved by the Directors. Every person who wishes to become an ordinary member shall deliver to the Company an application for membership signed by a proposer and seconder in such form as the Directors may require duly signed by him.

Within the definition of "ordinary members", as at the date of incorporation of the Company, are those included in the categories of "Senior", "Life", "Intermediate" and "Dual" and those applying for "Family" membership who would otherwise be entitled to become "Senior" or "Intermediate" Members, all as these categories of membership were in existence within the membership of Craighelen Lawn Tennis and Squash Club as an unincorporated association immediately prior to incorporation.

4. Honorary Membership

Honorary membership may be granted, on the recommendation of the Board, by the ordinary members at an Annual General Meeting in recognition of outstanding services rendered to the Company or its predecessor Club including the appointment at an Annual General Meeting, of an Honorary President and Honorary Vice President; but the number of honorary members shall be restricted to a maximum of five at any one time. Honorary members shall have the same rights as ordinary members but shall have no vote or liability, nor shall they normally be expected to pay any subscription, in connection with the affairs of the Company.

Those who were granted "Honorary Membership" prior to the date of incorporation shall continue to enjoy such membership rights as may have been given to them and shall, in all respects, have membership rights in the Company equivalent to those of "Temporary Members" in its predecessor Club.

5. Categories of Membership other than Ordinary and Honorary

The Directors may, on such conditions as they may determine, whether in the form of bye-laws of the Company or otherwise, confer upon any person or persons the privilege of using the facilities provided by the Company but such person or persons shall not necessarily be deemed members of the Company by virtue only of their enjoyment of such privileges. Those individuals who have been "Associate", "Junior", "Day", "Courtesy", "Restricted Seasonal" or "Temporary" members in the predecessor Club to the Company, shall not be ordinary members nor honorary members. Without prejudice to the foregoing, the Directors may confer upon such persons the title of "Temporary Member", "Associate Member" or any other such description or category including the word "member", as they shall, in their sole discretion, decide.

6. Admission to Membership

The procedure for consideration of all applicants for membership post incorporation, and the actual admission to membership as well as the details of the individual categories of membership, shall be determined by the Directors and may be published by them as bye-laws of the Company.

SUBSCRIPTION

7.

7.1/

7.1 Subject to these Articles, with the exception of Honorary Members, every member, whether an ordinary member or otherwise, shall pay an annual subscription to be applied in meeting the cost of providing the facilities made available by the Company, said subscription to be as determined by the Company at its Annual General Meeting. The annual subscription will be due and payable in advance before the end of March in each year. In the case of any person who satisfies the Directors that on account of age, ill-health, want of employment or other good cause, he is not in a position to pay the subscription, the Board may modify or remit the subscription.

7.2 The rates of the various fees, including any entrance fee payable by new members on joining, and subscriptions payable to the Company shall continue unless altered by an ordinary resolution at the Annual General Meeting.

8. Levy

The Company in general meeting shall have power by ordinary resolution to impose upon all those persons who are members, in any or all categories of membership, at the time of such resolution a special levy being not greater than the amount recommended to the Company by the Directors. Such levy shall be due and payable immediately upon the passing of such resolution. If any member fails to make payment of a levy within one month after a demand in writing addressed to him, the Directors may at their discretion expel such member from the Company or suspend the privilege of use of all or some of the facilities provided by the Company on such conditions as the Directors may determine.

9. Cessation of Membership

Members shall cease to be members:

9.1 By non-payment of subscription. Any person whose membership has ceased from this cause shall not be again admitted as a member unless he pays all arrears due from him at the time of his ceasing to be a member and such additional penalty as the Board, in its discretion, may determine;

9.2 By expulsion in terms of Article 24 hereof;

9.3 By resignation, provided that such resignation must be sent in writing to the Secretary to arrive at least one month before the notice is intended to take effect and the notice must be accompanied by the subscription due up to the date of the notice taking effect.

POLICY OF THE COMPANY

10. The Company shall not be identified with any party or sect and shall, at all times, promote its equal opportunities policy as set out in Clause 3.2 of the Memorandum of Association.

11. The Directors shall have power to define the boundaries of the Company's sphere of operations and may from time to time alter the boundaries, but that only for the purpose of achieving the proper coordination of physical, sports, recreational and social activities for the Company within its sphere of operations.

ADMINISTRATION/

ADMINISTRATION

12. General Meetings and Votes of Members

- 12.1 The Annual General Meeting of the Company shall be held in the month of March in each year at such time and place as the Board shall determine. The business of the Annual General Meeting shall be to receive such reports as the Board deem appropriate, to receive the financial statements, to elect the Directors and the Auditors for the ensuing year and to fix the various subscriptions and fees payable to the Company in the ensuing year as well as to consider resolutions of which due notice has been given.
- 12.2 The Chairperson shall take the Chair and failing him, the Vice Chairperson and, failing either of them, any Director who is appointed by the meeting, except the Secretary. If there be no Director present willing to take the Chair, the meeting shall elect its own Chairperson. The Chairperson shall have a deliberative as well as a casting vote at all general meetings.
- 12.3 The terms of any resolution or resolutions to be proposed at any Annual General Meeting, including nominations for persons to be elected as Directors, subject to any bye-laws for such elections, must be communicated in writing before the fourteenth day of February in each year to the Secretary of the Company by the ordinary member who intends to propose the resolution. The terms must also be signed by a further ordinary member prepared to act as seconder to the said resolution.
- 12.4 The Secretary shall call an Extraordinary General Meeting at the request of the Directors or upon receipt of a request in writing signed by ordinary members representing at least 10% of the number of ordinary members of the Company, stating the purpose for which the meeting is to be called and the resolution or resolutions which will be moved by the requisitionists.
- 12.5 At least 21 days' notice of an Annual General Meeting and 14 days' notice of an Extraordinary General Meeting, stating the business to be considered and any resolutions to be proposed, shall be sent to the Directors and all members. At an Extraordinary General Meeting no business shall be considered other than that of which notice has been given.
- 12.6 No business shall be transacted at any General Meeting unless a quorum of 20 ordinary members is present.
- 12.7 The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by, any person entitled to received notice shall not invalidate the proceedings of that meeting.
- 12.8 The Chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

12.9/

- 12.9 Save as expressly provided in these Articles, every ordinary member shall have one vote. For the avoidance of doubt, no other category of member shall have a vote.
- 12.10 Save as expressly provided in these Articles, no member, other than an ordinary member, duly registered, who shall have paid any subscription or other sum which may be due and payable to the Company in respect of their membership, shall be entitled to vote on any question, either personally or by proxy, at any general meeting.
- 12.11 Votes may be given, on a poll, either personally or by proxy. On a show of hands an ordinary member present, only by proxy, shall have no vote but a representative of a corporation may vote on a show of hands. A corporation may vote by its duly authorized representative appointed as provided by the Statutes. A proxy need not be an ordinary member of the company.
- 12.12 The instrument appointing a proxy shall be in writing under the hand of the appointer or his or her attorney, duly authorized in writing, or, if such appointer is a corporation, then under the hand of some officer duly authorized in that behalf. The instrument appointing a proxy shall be deemed to confer authority to demand, or join in demanding, a poll.
- 12.13 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy thereof, shall be deposited with the Secretary at the Club not less than forty-eight hours before the time appointed for holding the meeting, or adjourned meeting, at which the person named in the instrument, 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, in default, the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 12.14 A vote, given in accordance with the terms of an instrument of proxy, shall be valid, notwithstanding the previous death or insanity of the principal, or revocation of the proxy, or the authority under which the proxy was executed, provided that no intimation, in writing, of the death, insanity or revocation, as aforesaid, shall have been received by the Secretary at the Club before the commencement of the meeting, or adjourned meeting, at which the proxy is used.

BOARD OF DIRECTORS

13.

- 13.1 The First Directors shall be appointed by the Subscribers from among the members of the Executive Committee of Craighelen Lawn Tennis and Squash Club as an unincorporated association immediately prior to incorporation and to the analogous offices as Directors of the Company, insofar as such is possible. The minimum number of Directors shall be two and the maximum twelve, unless otherwise determined by the Company at a general meeting.

13.2/

- 13.2 At the first Annual General Meeting all of the Directors shall retire from office but be eligible for re-election and at every subsequent Annual General Meeting one third of the Directors, or if their number is not three or a multiple of three, the number nearest to one third (but not exceeding one third) shall retire from office; but if there is only one director who is subject to retirement by rotation he shall retire.
- 13.3 Subject to the provisions of the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or re- appointment but in the case of Directors who became or were last re-appointed on the same day those to retire shall (unless they otherwise agree amongst themselves) be those who had the least number of votes cast in their favour at the time of their election.
- 13.4 A quorum for a meeting of the Board shall be not less than half of the members of the Board at any time.
- 13.5 Unless an Annual General Meeting otherwise determines, no person shall be eligible for nomination and appointment to the Board as a Director, unless he is an ordinary member of the Club.
- 13.6 The Board shall not consist of more than 75% of its number of the same gender and shall include a Chairperson and a Vice Chairperson as well as a Secretary and a Finance Director, all elected to such offices at the Annual General Meeting. In addition, the Annual General Meeting shall have the power to elect as Directors, Convenors of the following standing committees of the Board; Tennis (including courts), Clubhouse, Kitchen, Bar and Grounds, Social, Squash (including courts). The Board shall also have the power to co-opt as a Director, the Convenor of the Junior Committee elected by the Annual General Meeting, even although such Convenor is not an ordinary member. If it is not possible for the Convenor of the Junior Committee to act as a Director, the Board shall appoint him to be an Observer, entitled to be present at all Board Meetings.
- 13.7 The Chairman of all Board and any Committee meetings shall have a casting as well as a deliberative vote.
- 13.8 The Board shall meet at least ten times per calendar year. Notice of every meeting, stating the general nature of the business to be transacted shall be sent by the Secretary to each Director at least seven days prior to the date fixed for such meeting. Additional meetings shall be similarly notified by the Secretary to the Directors at the request of three Directors.
- 13.9 Every Director or a member of a committee, sub-committee or working group or individual who has incurred expenses for the purpose of transacting the business of the Company, may be reimbursed out of the funds of the Company, such reasonable travelling and incidental expenses as are properly vouched in the opinion of the Board and as may, from time to time, be approved by the Board.

PROCEEDINGS OF DIRECTORS/

PROCEEDINGS OF DIRECTORS

14. Directors shall not have power to appoint alternate Directors.
15. The office of Director shall be vacated if:-
 - 15.1 he ceases to be a Director by any provision of the Act or he becomes prohibited by law from being a director; or
 - 15.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 15.3 he becomes a compulsory patient in terms of the Mental Health (Scotland) Acts; or
 - 15.4 he resigns his office by notice to the Company; or
 - 15.5 he shall for more than six consecutive months have been absent without permission of the Board from meetings of Directors held during that period and the Board resolve that his office be vacated; or
 - 15.6 the ordinary members in general meeting resolve by ordinary resolution that he be removed from office in terms of Section 303 of the Act.
16. The Chairperson, whom failing the Vice Chairperson, shall be chairman of the Board and shall preside at every meeting of the Directors at which he is present. If neither the Chairperson nor the Vice Chairperson is present and willing to preside within five minutes after the time appointed for the Meeting, the Directors present may appoint one of their number to chair the Meeting.
17. A Director may participate in a meeting of the Board by means of conference telephone or similar communications equipment, whereby all of the members of the Board participating in the meeting can hear each other and the members of the Board participating in a meeting in this manner shall be deemed to be present in person at such meeting for the purpose of Article 13.4 hereof.
18. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.

POWERS OF THE BOARD OF DIRECTORS

19. The Board shall have power:-
 - 19.1 to carry out the objects of the Company (excepting such of them as are under these Articles only capable of being dealt with by the Company in general meeting) and to determine the policy to be followed in carrying out the objects of the Company as specified in the Memorandum of Association;
 - 19.2/

- 19.2 to make, maintain and publish all necessary policy statements, standing orders, bye-laws, rules and regulations in connection with the objects;
- 19.3 to co-opt Directors to fill vacancies on the Board and such co-option shall only subsist until the following Annual General Meeting when any co-opted Director must stand for re-election;
- 19.4 to delegate any of its powers to a sub-committee or a duly appointed working group or individuals, whether or not the persons to whom the powers are delegated are Directors;
- 19.5 to prohibit any act or practice by members or persons which, in the opinion of the Board, are or were detrimental to the interests of the Company and to deal with any person or member or body disregarding such prohibition in such manner as it may think proper;
- 19.6 to inflict penalties and sanctions on members for misconduct, as defined in Article 23, in accordance with the procedures in Articles 24-28 inclusive;
- 19.7 if at any time it shall appear to the Board that it is desirable to ascertain the views of the public within the Company's sphere of operations concerning any matters relating to the use and enjoyment of the premises they shall convene a public meeting of such persons and shall convene such a meeting if a majority of the Directors so require. At least one week's notice of any such public meeting shall be given by notice posted at a conspicuous and suitable place on the premises and the procedure at the meeting shall be as the Board may determine.
- 19.8 to take out and maintain with such insurers and for such sum and in such form as the Board may from time to time approve a policy or policies of insurance for the heritable property owned, or otherwise utilised by the Company to its reinstatement value against destruction and damage by fire and the other normal perils insured against and in the case of any such destruction or damage to layout the monies received in respect of such claim in repairing, rebuilding or reinstating the premises so destroyed or damaged; a policy covering the legal liabilities of the Board for employers and public liability; and a fidelity policy and Directors and Officers Policy in respect of the Directors and permanent employees of the Club.
- 19.9 on special occasions, or for the purpose of maintenance or the like, to close to members all or any parts of the Club for such period as it deems necessary and also to charge members for admission to the Club or part of the Club, providing that fourteen days' notice of such closure or charge has been posted on the Notice Boards within the Club.
- 19.10 not without the approval of the Company in General Meeting and, notwithstanding the provisions of Article 19.1, to sell, transfer or to make any material change of use of any part of the Club or other heritable property held by the Company; or to borrow, whether or not security is granted by the Company, more than Twenty Thousand Pounds (£20,000) at any time, from any lender.

MINUTES

20. The Directors shall cause minutes to be made in books kept for the purpose:-

20.1/

- 20.1 of all appointments of officers made by the Directors; and
- 20.2 of all proceedings at meetings of the Company and of the Board and of Committees and Sub-Committees, including the names of the persons present at each such meeting.

FINANCE

- 21. The Accounting Reference Date of the Company shall be 31st December in each year, but subject to the approval of the Company in General Meeting and to the provisions of the Act, the Board may alter the Accounting Reference Date and make the necessary consequential amendments to the Articles of the Association with respect to the date of payment of the annual fees, subscriptions and contributions, and to the dates for the Annual General Meeting.
- 22. 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 authorised by the Directors or by ordinary resolution of the Company.

MISCONDUCT

- 23. For the purposes of these Articles, "misconduct" which may give rise to disciplinary action shall be defined as the following:-
 - 23.1 a breach of the rules of these Articles or any bye-laws or regulations made hereunder;
 - 23.2 any conduct, act or omission which in the view of the Board or the appropriate Committee, is or was detrimental to the interests of the Company.
- 24. For the avoidance of doubt, the Board has power to prohibit any act or practice as set out above by members, persons or organisations present in the Club and to inflict penalties including fines, suspension or expulsion for such misconduct as herein defined. In particular the Board shall have powers to delegate to a Disciplinary Committee or Panel (hereinafter called "the Disciplinary Panel") its powers to deal with discipline in terms of this Article.
- 25. If the Board is asked to or determined to investigate any such misconduct of any member, person or organisation within the Club, the Chairperson, after such investigation and consultation as he shall deem appropriate, shall, within fourteen days of such receipt or determination, appoint a Disciplinary Panel consisting of at least three members to carry out the investigation.
- 26. The Secretary of the Company, on behalf of the Disciplinary Panel, shall within a further 21 days, invite the member, person or organisation in question to attend the appropriate hearing by sending a recorded delivery letter to the last known address of the member or person to arrive at least seven clear days prior to the date fixed for the hearing. The Disciplinary Panel shall make such procedural provisions as shall be necessary for the just and efficient disposal of the hearing according to the rules of natural justice. Within seven days of the hearing, the Disciplinary Panel shall notify the member, person or organisation in question of its decision in writing. The Disciplinary Panel may dismiss the complaint, suspend, expel or disqualify/

disqualify the member, person or organisation or impose such other penalty, whether financial or otherwise, as it considers fit.

27. Any appeal against the decision of the Disciplinary Panel shall be made in writing, within fourteen days of the intimation of the determination of the Panel, to the Secretary who shall be responsible for convening the balance of the members of the Board, not involved in the Disciplinary Panel, to hear the appeal in such manner as the Board may direct provided that the entire arrangements shall be subject to the rules of natural justice. The decision of the balance of the Directors, sitting as an Appeal Panel, shall be final and binding on all concerned.

NOTICES

- 28.
- 28.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing, except that a notice calling a meeting of the Directors need not be in writing.
- 28.2 The Company may give any notice to a member, either personally or by sending it by post in a pre-paid envelope addressed to the member at his registered address or by leaving it at that address or by facsimile transfer or electronic communication such as e-mail.
- 28.3 A member, present at any meeting of the Company, shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

LICENSING

29. The names and addresses of persons proposed as ordinary members of the Company shall be displayed in a conspicuous place in the Club for at least one week before their election and an interval of not less than two weeks shall elapse between the nomination and election of ordinary members.
30. No Director, manager or servant employed in the Club or any other premises of the Company shall have any personal interest in the sale of alcoholic liquor therein or in the profits arising from such sale.
31. No visitor shall be supplied with alcoholic liquor in the Club or any other premises of the Company, unless on the invitation and in the company of a member, and such member shall, upon the admission of such visitor to the Company premises or immediately upon his being supplied with such liquor, enter his own name and the name and address of the visitor in a book which shall be kept for the purpose, which shall show the date of each visit. No alcoholic liquor shall be sold or supplied to any person under eighteen years of age.
32. No alcoholic liquor shall be sold or supplied in the Club or any other premises of the Company for consumption off the premises except to a member of the Company in person for consumption by him or her or to a person holding a licence or a wholesaler's excise licence for the sale of such liquor.

INDEMNITY

33./

33. Subject to the provisions of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in any application in which that is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

DISSOLUTION

34. The Company may be dissolved by a Special Resolution of the ordinary members at a Special General Meeting of the Club called for the purpose, confirmed by a Special Resolution duly passed at a subsequent Special General Meeting of the Company of which notice has been duly given and held at an interval of not less than fourteen days and not more than one month from the date of the meeting at which such resolution was first passed.
35. In the event of the dissolution of the Company, the balance of the property and funds of the Company remaining after satisfying the liabilities thereof shall be applied in accordance with the provisions of Clause 6 of the Memorandum of Association.

Dated this day of , Two Thousand and Four.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Signature	Signature
Full Name	Full Name
Address	Address
.....
Occupation	Occupation

Witness to the above signatories: Signature

 Full Name

 Address

 Occupation