

THE COMPANIES ACT 2006

*Company limited by guarantee
and not having a share capital*

ARTICLES of ASSOCIATION

of

IRVINE SPORTS CLUB

Information which needs to be inserted is highlighted yellow.

Provisions which are optional are coloured red

Guidance notes relating to optional provisions are also coloured red.

Provisions which need only be included if the Company is a Charity coloured blue.

Guidance notes relevant for Companies which are also Charities are also coloured blue.

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IRVINE SPORTS CLUB

1	NAME	Note - this column contains explanatory notes and <u>should be deleted</u> from the final version of your articles.
	The name of the company is "Irvine Sports Club" (the " Company ").	<i>The name as stated here must be same as the name as stated on the front cover. In certain circumstances, your company need not include the word "Limited" in its name. Advice on company names may be obtained from Companies House. It is also possible to perform a search to check that your proposed company name is available.</i>
2	REGISTERED OFFICE	
	The registered office of the Company is situated in Scotland.	<u>Do not</u> insert the actual registered office address.
3	DEFINITIONS AND INTERPRETATION	
	In these articles: "2005 Act" means the Charities and Trustee Investment (Scotland) Act 2005; "2006 Act" means the Companies Act 2006; "AGM" means an annual general meeting of the Company; "Appointed Director" has the meaning given in article 25; "Articles" means the articles of association of the Company; "Associate" has the meaning given in article 14.1; "Charity" shall have the meaning given in section 106 of the 2005 Act; "Clear Days", in relation to notice of a meeting, means a period excluding the day on which notice is given and the day on which the meeting is held;	

	<p>“Co-opted Director” has the meaning given in article 26.1;</p> <p>“Community” has the meaning given in article 4;</p> <p>“Director” has the meaning given in section 250 of the 2006 Act;</p> <p>“Elected Director” has the meaning given in article 24.1;</p> <p>“GM” means a general meeting of the Company;</p> <p>“Individual” means a natural person;</p> <p>“Interim Board” means the board of Directors of the Company at the point of incorporation;</p> <p>“Junior Member” has the meaning given in article 8.1.2;</p> <p>“Member” has the meaning given in section 112 of the 2006 Act;</p> <p>“Minute Secretary” has the meaning given in article 33.2;</p> <p>“Organisation” means a body corporate, unincorporated association or other combination of persons;</p> <p>“Ordinary Member” has the meaning given in article 8.1.1;</p> <p>“OSCR” means the Office of the Scottish Charity Regulator or its successor;</p> <p>“Principal Officer” has the meaning given in article 33.4;</p> <p>“Property” means money and all other property, heritable or moveable, real or personal and wherever situated; and</p> <p>“Purposes” has the meaning given in article 4.</p>	
3.1	Words in the singular include the plural and words in the plural include the singular, and <i>vice versa</i> .	
3.2	The Articles supersede any model articles. Any words or expressions defined in the 2006 Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.	
3.3	Any reference in the Articles to an act, regulation or other legislation shall include a reference to any statutory modification or re-enactment thereof for the time being in force.	
4	PURPOSES	
	The Company has been formed to benefit the community of Irvine (the “Community”), with the following purposes (the “Purposes”):	<i>This is a requirement of section 19(a) of the Community Empowerment (Scotland) Act 2015 (the “2015 Act”).</i>

		<p><i>You should define your community, whether geographical or by interest, in enough detail that you can tell whether a person is a member of that community or not.</i></p> <p><i>Purposes must reflect the aims of the Company. The Model provides a series of four over-arching Purposes (numbered 4.1 to 4.4 below) so that you can select one or more which are likely to be relevant to your company’s aims and intended activities.</i></p> <p><i>Section 19(e) of the 2015 Act requires that articles include a statement of the body’s aims and purposes, including the promotion of a benefit for the community to which the body relates.</i></p> <p><i>You can amend or add additional purposes.</i></p>
4.1	<p>to:</p> <p>(a) provide (or advance the accessibility of) recreational facilities; and/or</p> <p>(b) organise recreational activities, which shall be available to members of the Community and the public, with the object of improving the conditions of life for the Community;</p>	<p><i>To obtain charitable status <u>you will have to demonstrate to OSCR</u>, with background information, that your company’s planned activities will achieve this object. This purpose 4.1 <u>may not be accepted by OSCR</u> and if seeking charitable status may result in you having to delete this purpose and replace it with an agreed purpose from OSCR. You should therefore seek guidance from OSCR.</i></p>
4.2	<p>to advance citizenship or community development, including rural or urban regeneration;</p>	<p><i>To obtain charitable status <u>you will have to demonstrate to OSCR</u>, with background information, that your company’s planned activities will achieve this object. This purpose 4.2 <u>may not be accepted by OSCR</u> and if seeking charitable status may result in you having to delete this purpose and replace it with an agreed purpose from OSCR. You should therefore seek guidance from OSCR.</i></p>

4.3	to advance the provision of educational opportunities in the Community, increasing awareness of the environment, culture, heritage and/or history; and	<i>To obtain charitable status <u>you will have to demonstrate to OSCR</u>, with background information, that your company's planned activities will achieve this object. This purpose 4.3 <u>may not be accepted by OSCR</u> and if seeking charitable status may result in you having to delete this purpose and replace it with an agreed purpose from OSCR You should therefore seek guidance from OSCR.</i>
4.4	to advance environmental protection or improvement, including: (a) preservation, sustainable development and conservation of the natural environment; (b) maintenance, improvement or provision of environmental amenities for the Community; and/or (c) the preservation of buildings or sites of architectural, historic or other importance to the Community.	<i>To obtain charitable status <u>you will have to demonstrate to OSCR</u>, with background information, that your company's planned activities will achieve this object. This purpose 4.4 <u>may not be accepted by OSCR</u> and if seeking charitable status may result in you having to delete this purpose and replace it with an agreed purpose from OSCR You should therefore seek guidance from OSCR.</i>
5	POWERS	
	The powers of the Company are set out in Schedule 1 and are to be used only in furtherance of the Purposes.	
6	GENERAL STRUCTURE OF THE COMPANY	
	The Company is composed of:	
6.1	Members (composed of Ordinary Members, Junior Members and Associate Members)	<i>Depending on the definition of your community, including Junior Members may be optional. However, section 19(d) of the 2015 Act does not state an age limit for members of the Company.</i>
6.2	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 plan attached to these Articles of Association as Schedule 3.	<i>Persons under 16 cannot serve as a Director. If scope for Junior Members is not to be included, delete references to Junior Members throughout.</i>

6.3	Directors (composed of Elected Directors and Co-opted Directors, following the first GM).	<p><i>Including those who are not members of your community but who wish to support your company's purposes (as Associates) is optional.</i></p> <p><i>If your company opts not to have Junior Members or Associates, you should ensure that any relevant provisions in relation to these members are removed or updated accordingly.</i></p>
7	MEMBERSHIP	
7.1	The Members shall consist of the subscribers to the memorandum of association and Individuals who agree to become Members and are registered as such in the register of members.	
7.2	The Company shall have not fewer than 20 Members at any time.	<p>Section 80(2)(a) of the 2015 Act provides that the minimum number of members is 20.</p> <p><i>You may set a minimum of more than 20 members if your community is particularly large. If your community is very small and 20 members is not reasonable, you may apply to the Scottish Ministers for designation.</i></p>
7.3	In the event that the number of Members falls below 20, the Directors may not conduct any business other than taking steps to ensure that sufficient Members are admitted to enable the Company to comply with article 7.2.	
8	Membership Criteria	
8.1	Membership of the Company is open to:	<p>These provisions contribute to compliance with section 19(c) of the 2015 Act</p>
8.1.1	Individuals aged 16 or over who are members of the Community (" Ordinary Members "). The category of Ordinary Member will include the following: (a) those who wish to participate in any of the sports opportunities provided by the company(playing member); (b) those who support the purposes of the company but do not wish to participate in any of the sports opportunities provided by the company(non-playing member); those who have reached national	<p><i>Employees of the Company could be debarred from membership, but this seems inappropriate in a community company (they are debarred from serving as Directors).</i></p> <p><i>Depending on the definition of your community, organisations may be members. If this is the case, you</i></p>

	retirement age upon their application or renewal date (retired member); (d) those who by reason of outstanding service to the company have been given honorary membership by the board (honorary member). Only Ordinary Members have voting rights at general meetings of the company and, at all times, the votes of members of the community as defined by clause 8.1.1 must have preference in all decisions taken by the company.	<p><i>should retain the words “(and Organisations which)” and you may wish to add the following:</i></p> <p><i>“Each Member which is an Organisation shall appoint one named authorised representative to represent and act for such Member at all GMs. Any change in the appointment of an authorised representative may be made at any time by the appointing Member, but only by written notice to the Company. Such notice will take effect upon its receipt by the Company.”</i></p>
8.1.2	Any individual under the age of 16 who wishes to participate in any of the sporting activities provided by the company and who are members of the Community (“ Junior Members ”)	<i>See note under article 6.1.</i>
8.1.3	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 (“ Associate Members ”)	
8.2	If an Individual ceases to fulfil the criteria within article 8.1.1 or 8.1.2, that Individual must inform the Company. The Company may choose to reclassify a Junior Member as an Ordinary Member.	
9	Applications for Membership	
9.1	No Individual may become a Member unless that Individual has submitted a written application for membership in the form prescribed by the Directors and the Directors have approved the application.	<i>A written application for membership is recommended. This should be a simple form which is signed and dated by the applicant.</i>
9.2	The Directors shall consider applications promptly. The Directors shall assess each application to determine whether the applicant meets the criteria for becoming an Ordinary Member or Junior Member or Linked Member	
10	Register of Members	<i>It is recommended, in order to determine who is a current member and eligible to vote, that this register of members is kept as accurate as possible.</i>
	The Directors shall cause a register of members to be maintained in accordance with section 113 of the 2006 Act.	

		<i>If additional details are retained, the office of the Data Protection Act 1988 may require you to obtain written permission from each member to hold additional personal data. More information is available on the Information Commissioner's website at www.informationcommissioner.gov.uk.</i>
11	Notices and Other Communications	
11.1	The Company may serve a notice on a Member in hard copy (addressed to the address given for that Member in the register of members, and posted or hand-delivered) or electronic form (faxed or e-mailed). A notice is deemed to have been served on the day following the day on which it is hand-delivered, posted faxed or e-mailed.	
11.2	The Company may communicate with a Member by electronic means (including fax and e-mail) unless the Member has requested that communications from the Company be sent in hard copy. The Company may publish notifications by means of a website provided the Company has advised Members of this and taken reasonable steps to notify Members who have informed the Company that they do not have internet access.	
12	Membership Subscriptions	<i>This is a good way of ensuring that the Company keeps track of current membership – the membership subscription can be a token amount such as £1.</i>
12.1	Members shall be required to pay an annual membership subscription.	<i>If including life membership, the Company should amortise the life subscription over a substantial period of years.</i>
12.2	Annual subscriptions shall be set by Members at the AGM. Members may set different rates for Ordinary Members, Junior Members and Linked Members.	
12.3	Any Individual or Organisation who/which ceases to be a Member shall not be entitled to a refund of their/its membership subscription.	
13	Cessation of Membership	

	A Member shall cease to be a Member if:	
13.1	that Member sends a written notice of resignation to registered office of the Company;	
13.2	that Member no longer fulfils the membership criteria within article 8;	
13.3	that Member has failed to pay an annual membership subscription for over six months and has received at least one written reminder, and the Directors have resolved to expel that Member;	Only appropriate where there is a membership subscription
13.4	a resolution that that Member be expelled (where that Member's conduct, in their/its capacity as a Member, has been detrimental to the effective functioning of the Company) is passed by special resolution at a GM (notice of which shall state: (a) the full text of the resolution proposed; and (b) the grounds on which it is proposed) at which the Member is entitled to be heard;	
13.5	The member becomes an employee of the company	
13.6	That the individual has died (membership of a company limited by guarantee not being transferrable)	
14	NO ASSOCIATES BUT ASSOCIATE MEMBERS as defined by 8.1.3, with no right to vote	
		<i>It is possible to have an alternative structure in which Associates are treated as "Associate Members" with rights to vote, provided that members of the community are always in the majority.</i>
		<i>It is recommended, in order to determine who is a current associate,</i>

		<i>that this register of associates is kept as accurate as possible.</i>
		<i>If additional details are retained, the office of the Data Protection Act 1988 may require you to obtain written permission from each member to hold additional personal data. Further information is available on the Information Commissioner's website at www.informationcommissioner.gov.uk.</i>
15	GENERAL MEETINGS (Meetings of the Members)	
	The Directors may call a GM at any time and must call a GM within 28 days of a valid requisition. To be valid, such requisition must be signed by at least 5% of the Members, must clearly state the purposes of the meeting, and must be delivered to the registered office of the Company. The requisition may consist of several documents in like form each signed by one or more of the Members.	
16	Annual General Meeting	
16.1	The Directors shall convene one GM a year as an AGM. An AGM need not be held during the calendar year during which the Company is incorporated, provided an AGM is held within 18 months of the date of incorporation. Thereafter, not more than 15 months shall elapse between one AGM and the next.	
16.2	The business of each AGM shall include: (a) a report by the Chairperson on the activities of the Company (b) the election of Elected Directors;	12(e) only applies if the Company is no longer exempt from the requirement of an audit under sections 382 and 475 of the 2006 Act

	(c) the fixing of annual subscriptions; (d) consideration of the accounts of the Company; (e) a report of any auditor required under the 2006 Act; and (f) the appointment of any auditor required under the 2006 Act.	12(f) only applies if the Company is no longer exempt from the requirement to appoint an auditor under sections 382 and 475 of the 2006 Act
17	Notice of General Meetings	
17.1	At least 14 Clear Days' notice of each GM shall be given to each Member and Director, and any company secretary, auditor and/or honorary patron appointed for the time being. Where section 312 of the 2006 Act requires special notice of a resolution to be given to the Members, the Company must give notice at least 28 days before the GM at which it is moved.	
17.2	Notice of an AGM shall be accompanied by a copy of the accounts for the period since the last accounting reference date (or, in the case of the first AGM, the period since incorporation) and proper reports of the Directors.	<i>The "accounting reference date" is the official name for the year end.</i>
17.3	The notice shall specify the place, the date and the time of the GM, the general nature of any business, and the full text of any special resolutions proposed in terms of article 21.3.	<i>This reflects the statutory requirements.</i>
17.4	An accidental failure to give notice of a resolution or GM to (or the non-receipt of such notice by) any Member entitled to receive notice thereof shall not affect the validity of the resolution passed or the meeting held (or the validity of anything done at that meeting).	
18	Quorum	
18.1	The quorum for a GM shall be 20 members present at the meeting and entitled to vote, present either in person or by proxy.	<i>This provision contributes to compliance with the section 19(c) of the 2015 Act (control of a company by members of company who are members of the community).</i> <i>You should ensure that the quorum requires a reasonable number of voting Members to attend, but not so many that it might be difficult to achieve. The quorum shown is the minimum suitable under the 2015 Act, if you opt to selected a minimum of 20 members at article 7.2.</i>

18.2	No business shall be transacted at a GM unless a quorum is present.	
18.3	If a quorum is not present within 30 minutes of the time at which the GM was due to start (or if during a GM a quorum ceases to be present) the GM shall be adjourned until such place, date and time as is fixed by the chairperson of the GM.	
18.4	The Directors may make arrangements in advance of a GM to allow Members (or their proxies) to participate remotely provided:	
18.4.1	all participating may communicate with each other during the meeting; and	
18.4.2	provided all Members (or their proxies) may vote during the meeting.	
19	Voting	<i>This provision contributes to compliance with section 19(c) of the 2015 Act.</i>
19.1	The chairperson of the GM shall endeavour to achieve consensus where possible but, if necessary, questions arising shall be decided by being put to a vote.	
19.2	Each Member shall have one vote, to be exercised in person or by proxy, on a show of hands.	
19.3	A secret ballot may be demanded by: (a) the chairperson of the GM; or (b) at least two Members present at the GM, before a show of hands and must be taken immediately and in such manner as the chairperson of the GM directs. The result of a secret ballot shall be declared at that GM.	
20	Proxies	
20.1	Whilst the attendance of Members at GMs is encouraged, a Member may appoint a proxy to attend a GM on behalf of that Member. A proxy appointed to attend and vote at a GM on behalf of a Member need not be a Member and shall have the same rights as the Member who appointed them to speak and vote at the GM.	<i>By virtue of the 2006 Act, <u>proxy voting is compulsory</u>. Indeed, in the notice calling each general meeting, it is now an offence if the Company fails to advise each Member of that Member's right to appoint a proxy and to explain how to do so.</i> <i>Each Member is only entitled to appoint one proxy.</i>

20.2	An instrument appointing a proxy shall be in the form set out in Schedule 2 of the Articles and shall be valid for 12 months from the date on which it is signed. An instrument appointing a proxy (or a certified copy thereof), accompanied by a copy of any power of attorney or other authority under which it is signed, shall be lodged at the registered office of the Company at least 48 hours before the GM to which it relates.	
21	Resolutions of the Members	
21.1	An ordinary resolution may be passed on a show of hands at a GM by a simple majority of the Members voting (in person or by proxy). An ordinary resolution may be passed as a written resolution provided it is passed by members representing a simple majority of the total voting rights of the Members.	<i>The threshold of 75% for special resolutions in Article 21.3 is required under the 2006 Act and cannot be lowered.</i>
21.2	Certain resolutions must be passed as special resolutions, including resolutions: (a) to amend the Articles (including the Purposes); (b) to change the name of the Company; (c) to expel a Member; and (d) to wind-up the Company.	
21.3	A special resolution may be passed on a show of hands at a GM by not less than 75% of the Members voting (in person or by proxy). A special resolution may be passed as a written resolution provided it is passed by members representing not less than 75% of the total voting rights of the Members.	
22	Written Resolutions	
22.1	Resolutions under sections 168 (removal of a Director) and 510 (removal of an auditor) of the 2006 Act may not be passed as written resolutions.	
22.2	Written resolutions have effect as if passed by the Company in general meeting.	
22.3	Resolutions must be sent to all Members at the same time (the “ Circulation Date ”) in hard copy (posted or hand-delivered) or electronic form (faxed or e-mailed), or by means of a website.	
22.4	Written resolutions must be accompanied by a statement informing the Member: (a) how to signify agreement to the resolution;	

	<p>(b) how to return the signed resolution to the Company (in hard copy (posted or hand-delivered) or electronic form (faxed or e-mailed));</p> <p>(c) the date by which the resolution must be passed if it is not to lapse (that is, the date which is 28 days after the Circulation Date); and</p> <p>(d) that they will not be deemed to have agreed to the resolution if they fail to reply.</p>	
22.5	A written resolution may consist of several documents in the same form, each signed by or on behalf of one or more Members.	
22.6	Once a Member has signed and returned a written resolution in agreement thereto, that Members' agreement is irrevocable.	
22.7	The Members may require the Company to circulate a written resolution. The resolution must be requested by at least 5% of the Members. Requests must be in hard copy (posted or hand-delivered) or electronic form (faxed or e-mailed), must identify the resolution and may be accompanied by a statement not exceeding 1,000 words which the Company will also be required to circulate.	
22.8	Unless the resolution requested in accordance with article 22.7 is covered by section 292(2) of the 2006 Act, the Company must circulate the resolution (along with the guidance set out in article 22.4) and any accompanying statement within 21 days, and may require the requesting Members to cover the expenses it incurs circulating the resolution.	
23	DIRECTORS	
23.1	<p>The minimum number of Directors shall be 6 and the maximum number of Directors shall be 12 unless a special resolution is passed to increase the maximum number of Directors. Of the 12 directors no more than 9 may be elected directors and no more than 3 may be co-opted directors. At all times, the majority of Directors shall be Ordinary Members.</p>	<p><i>To ensure that there is adequate community involvement a minimum of five Directors is recommended – an absolute minimum of three is required if the Company is to be a Charity.</i></p> <p><i>A maximum number should be inserted (usually no more than twelve).</i></p> <p><i>This provision contributes to compliance with section 19(c) of the 2015 Act in setting out that the majority of Directors require to be Ordinary Members</i></p>

23.2	<p>The Directors:</p> <p>(a) shall set the strategy and policy of the Company;</p> <p>(b) shall, where no employees or managers are appointed, be responsible for the day-to-day management of the Company;</p> <p>(c) shall hold regular meetings between each AGM, meeting as often as necessary to despatch all business of the Company;</p> <p>(d) shall monitor the financial position of the Company;</p> <p>(e) shall direct and manage the affairs and Property of the Company;</p> <p>(f) shall generally control and supervise the activities of the Company;</p> <p>(g) may, on behalf of the Company, do all acts which may be performed by the Company (other than those required to be performed by the Members at a GM);</p> <p>(h) may exercise the powers of the Company; and</p> <p>(i) may not also be paid employees of the Company.</p>	<p><i>In a company limited by guarantee which is also a Charity, the label “Director” and “Directors” are sometimes replaced by “trustee” and “trustees”. The trustees, if labelled as such, will still be Directors of a company limited by guarantee.</i></p>
23.3	<p>The Directors shall cause a register of Directors and a register of Directors’ residential addresses to be maintained in accordance with sections 163 to 166 of the 2006 Act.</p>	<p><u>This reflects statutory requirement under the 2006 Act</u></p>
23.4	<p>Following incorporation, the board shall be composed of the Individuals named as directors in the application to register a company submitted to Companies House (being subscribers to the memorandum of association aged 16 or over) and any Co-opted Directors appointed by those directors prior to the first GM (together, the “Interim Board”).</p>	
23.5	<p>The Interim Board shall retire at the first GM, which shall be held as soon as practicable following incorporation, but shall remain eligible for re-election (the period of office between the date of incorporation and the date of the first GM not being regarded as a “term of office” for the purposes of article 24.6).</p>	<p><i>It is intended that the Interim Board’s main function is to act in the brief interlude between the Steering Group and the fully-elected board of Directors, thus arranging a public meeting as soon as practicable after the Company has been incorporated and recognised as a Charity.</i></p>
24	<p>Elected Directors</p>	

24.1	At the first GM and subsequent AGMs the Members may appoint Individual Ordinary Members (or Individuals who have applied to become Ordinary Members) as Directors (“ Elected Directors ”).	
24.2	Elected Directors must be nominated by at least two Members. Such nominations must contain confirmation from the nominee that they are willing to act as an Elected Director and must be delivered to the registered office of the Company at least seven days before the GM.	
24.3	Each Member has one vote for each vacancy in the Elected Directors on the board.	
24.4	Provided the first GM is not also the first AGM, there shall be no changes in the Directors at the first AGM (except to fill any vacancies left following the first GM or caused by retirements since the first GM).	<i>There is little point in having another set of elections in quick succession during the first year or so when the priority is for the Directors to settle effectively into the Company’s business.</i>
24.5	At the second and subsequent AGMs, one-third of the Elected Directors (rounding upwards if this is not a whole number) shall retire from office at the close or adjournment of that meeting.	<i>This retirement by rotation provides a mixture of continuity and new input.</i>
24.6	A retiring Director shall be eligible for re-election after one term of office. A retiring Director shall not be eligible for re-election after two consecutive terms of office until a period of one year in which they have not been a Director has passed.	<i>The recommended number of terms is two (six years once full rotation has been established) (i.e. a term is three full years starting from first election until the fourth AGM)</i>
24.7	The Elected Director(s) to retire at an AGM shall be those who have been longest in office since their election/re-election (unless other Elected Director(s) have agreed to retire at that AGM). As between	

	Individuals who were appointed as Elected Directors on the same date, the Elected Director(s) to retire shall be agreed between the Individuals appointed on the same date or determined by lot.	
25	NO APPOINTED DIRECTORS	<p><i>It may be appropriate for a local councillor or a representative of the community council (or another appropriate outside body) with close ties with your company (NB Directors' duties under sections 175, 177 and 182 of the 2006 Act) to be appointed as a Director. This provision may be added if wanted at a later date.</i></p> <p><i>If this option is chosen, the total number of Appointed Directors and Co-opted Directors must not exceed the total number of Elected Directors.</i></p>
		<i>Appointed Directors are appointed by the Organisation they represent, NOT the Company</i>
26	Co-opted Directors	<p><i>Appointing Co-opted Directors ensures that the board has the skills which it requires.</i></p> <p><i>If this option is chosen, the total number of Appointed Directors and Co-opted Directors must not exceed the total number of Elected Directors.</i></p>
26.1	Subject to article 23.1, the Directors may appoint Individuals as Directors to ensure a spread of skills and experience within the board (" Co-opted Directors ") and may remove a Co-opted Director at any time.	
26.2	A Co-opted Director shall retire at the AGM following their appointment unless re-appointed by the Directors.	
26.3	For the avoidance of doubt, a Co-opted Director may attend and vote at board meetings (subject to article 28).	

27	Termination of Director's Appointment	
27.1	A Director shall cease to be a Director if:	
27.1.1	that Director sends a written notice of resignation to registered office of the Company, or retires at GM or AGM;	<i>Notice is sent to the Company because the Company must inform Companies House that the Director's appointment has terminated</i>
27.1.2	that Director becomes prohibited from being: (a) a charity trustee under section 69(2) of the 2005 Act; or (b) a Director of a limited company by reason of any order made under the Company Directors Disqualification Act 1986;	
27.1.3	that Director becomes a paid employee of the Company or holds an office within the Company for which they receive payment;	
27.1.4	being an Elected Director, that Director ceases to be an Ordinary Member;	
27.1.5	being a Co-opted Director, that Director is removed from office by the Directors in accordance with article 26.1;	
27.1.6	that Director is removed from office under section 168 of the 2006 Act;	
27.1.7	that Director is considered by the Directors to have been in serious or persistent breach of either or both of the duties listed in sections 66(1) and 66(2) of the 2005 Act, under section 66(5)(b) of the 2005 Act;	
27.1.8	that Director becomes incapable of fulfilling the duties of a Director as the result of a medical condition and such incapacity, certified by two medical practitioners where necessary, is expected to continue for more than six months; or	
27.1.9	that Director is absent (without permission of the Directors) from over three consecutive board meetings, and the Directors resolve to remove them from office.	
28	Directors Interests	

28.1	If a Director is interested in a proposed arrangement with the Company or connected with a person (as defined by section 252 of the 2006 Act and section 68(2) of the 2005 Act) who is so interested, that Director must declare that interest to the other Directors at a board meeting (in accordance with section 177(2) of the 2006 Act), by notice in writing (in accordance with section 184 of the 2006 Act) or by giving general notice (in accordance with section 185 of the 2006 Act).	<p><i>You are required to have and to abide by these provisions</i></p> <p><i>See section 105 of the 2005 Act in relation to the 5% shareholding requirement about control and voting.</i></p>
28.2	When a Director becomes aware (or ought reasonably to have become aware) that he is interested in an existing arrangement with the Company or connected with a person (as defined by section 252 of the 2006 Act and section 68(2) of the 2005 Act) who is so interested, that Director has a duty to declare that interest to the other Directors as soon as reasonably practicable, whether at a board meeting (in accordance with section 182(2) of the 2006 Act), by notice in writing (in accordance with section 184 of the 2006 Act) or by giving general notice (in accordance with section 185 of the 2006 Act).	<p><i>Interests include those of the Director, his or her partner, close relative or business associate, any body in which the Director has a controlling or substantial interest, any firm of which the Director is a partner or employee, any company of which they are a Director, employee or substantial shareholder (more than 5% of the equity or voting rights).</i></p>
28.3	The Directors shall cause a register of Directors interests to be maintained, where declarations made are recorded and declarations made by notice in writing (in accordance with section 184 of the 2006 Act) are kept.	
28.4	Where a Director has an interest in a transaction or arrangement which the Company proposes to enter into, that Director may not participate in a proposed meeting for quorum or voting purposes, unless the Members pass an ordinary resolution permitting that Director to participate in that proposed meeting for quorum and voting purposes.	
28.5	Where a Director declares an interest (other than in relation to a transaction or arrangement covered under article 28.4) at a board meeting, the chairperson of that board meeting shall determine whether that Director may: <ul style="list-style-type: none"> (a) participate in that meeting for quorum and voting purposes, (b) participate in discussions at that board meeting, or (c) be present while the matter is discussed. 	

29	Conduct of Directors	<i>See section 66 of the 2005 Act regarding remuneration. The following provisions reflect the requirements of section 66 of the 2005 Act (and are good practice for a non-charitable company).</i>
	Each Director shall, in exercising their functions as a Director, act in the interests of the Company and, in particular, must:	
29.1	Seek, in good faith, to ensure that the Company acts in a manner which is in accordance with the Purposes;	
29.2	Act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;	
29.3	In circumstances giving rise to the possibility of a conflict of interest between the Company and another party:	
29.3.1	put the interests of the Company before that of the other party, in taking decisions as a Director;	
29.3.2	where any other duty prevents him or her from doing so, disclose the conflicting interest to the Company and refrain from participating in any discussions or decisions involving the other Directors with regard to the matter in question; and	
29.3.3	ensure that the Company complies with any direction, requirement, notice or duty imposed on it by the 2005 Act.	
30	Quorum at Board Meetings	
	The quorum for board meetings is 50% of the Directors, at least 50% of whom are Elected Directors. No business shall be dealt with at a board meeting unless a quorum is present.	<p><i>This provision contributes to compliance with section 19(c) of the 2015 Act.</i></p> <p><i>The level of the quorum should reflect that Directors must undertake their obligation to manage the Company. The Elected Directors must always outnumber the other Directors at any meeting of the Directors to ensure that the local community is in control in terms of section 19(c) of the 2015 Act.</i></p>

31	Board Meetings	
31.1	Board meetings may take place in person or by telephone conference call, video conference call or by any other collective electronic means approved from time to time by the Directors. The Directors participating must determine where and when the meeting is to be treated as having taken place for the purposes of article 31.5.	
31.2	A Director may (and any company secretary, at the request of a Director, shall) summon a meeting of the Directors, by causing notice to be served on the other Directors, to be held at a place, date and time which is convenient for a majority of the Directors. Directors must receive at least seven Clear Days' notice of board meetings, unless the Directors unanimously agree in writing to dispense with such notice on a specific occasion. Such notice should be accompanied by the agenda and any papers relevant to the matters to be discussed.	
31.3	The chairperson of the board meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to a vote, each Director present having one vote. In the event of an equal number of votes for and against any resolution at a board meeting, the chairperson of the board meeting shall have a casting vote.	<i>The chairperson's casting vote is optional, but sensible in order to avoid deadlock</i>
31.4	The Directors may delegate any of their powers to sub-committees consisting of at least one Director, such other person or persons as they think fit, and such other persons as they delegate to that sub-committee to appoint. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any remit and regulations imposed on it by the Directors. The meetings and proceedings of any such sub-committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors. Such sub-committee shall regularly and promptly circulate, or ensure the regular and prompt circulation of, the minutes of its meetings to the Directors.	<i>This is an important provision to enable the organisation to carry out its business effectively.</i>
31.5	The Directors shall cause minutes to be made of: (a) the appointment of officers by the Directors; and (b) the proceedings at GMs, board meetings and sub-	

	committee meetings, including the names of those present and all business transacted at such meetings. Minutes of a meeting which bear to have been signed by the chairperson thereof or the chairperson of a subsequent meeting, shall be sufficient evidence without any further proof of the facts therein stated.	
31.6	The Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action. No alteration of the 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.	
31.7	A resolution may be passed where all Directors (or, in the case of a sub-committee, all sub-committee members), indicate their agreement in writing and such resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors (or of such sub-committee) duly convened and constituted.	<i>This can be a useful and practical solution where a board meeting cannot readily be held.</i>
31.8	The Directors may act notwithstanding any vacancy in the board, but where the number of Directors falls below the minimum number specified in article 23.1, the Directors may not conduct any business other than to appoint sufficient Directors to enable the Company to comply with article 23.1.	
31.9	The Directors may allow any person to attend and speak, but not vote, at meetings of the board or sub-committees.	
31.10	The Directors may from time to time promulgate, review and amend any Ancillary Regulations, Guidelines and/or Policies, subordinate at all times to the Articles, as it deems necessary and appropriate to provide additional explanation, guidance and governance to Members/Directors.	
32	CHAIRPERSON	
32.1	The Directors must appoint: (a) an Elected Director to chair board meetings and general meetings (the “ Chairperson ”), and (b) an Elected Director to chair board meetings and general meetings in the event that the Chairperson is not present and willing to do so (the “ Vice Chairperson ”),	<i>This provision contributes to compliance with section 19(c) of the 2015 Act.</i> <i>The Chairperson and Vice-Chairperson must be Ordinary Members so as to ensure a majority and control by your community where a casting vote at a meeting of the Directors is relevant.</i>

	at a board meeting immediately after each AGM or following the resignation of the existing Chairperson/Vice-Chairperson.	
32.2	In the event that: (a) the Chairperson is not present and willing to act within 15 minutes of the time at which the GM/board meeting is due to start, or no Chairperson is currently appointed; and (b) the Vice-Chairperson is not present and willing to act within 15 minutes of the time at which the GM/board meeting is due to start, or no Vice-Chairperson is currently appointed, the Directors present must appoint an Elected Director to chair the GM/board meeting.	<i>This provision also contributes to compliance with section 19(c) of the 2015 Act, in terms of ensuring that the acting chair is always a member of the Community (by virtue of being a Director Elected Member)</i>
33	OTHER OFFICERS	
33.1	The position of Company Secretary will normally be filled by one of the directors. In the event that it is impractical for any of the directors to undertake the position of Company Secretary the Directors may appoint a company secretary from outwith the board for such term and upon such terms and conditions as they think fit. The company secretary may be removed by the Directors at any time.	<i>This is no longer a statutory requirement. The position of company secretary may be occupied by one of the Directors. If to be remunerated, consideration should be given to the terms of articles 23.2(i) and 27.1.3. A remuneration agreement would be required in terms of section 67 of the 2005 Act.</i>
33.2	The Directors may appoint a minute secretary who will minute the matters set out in article 31.5 for such term and upon such terms and conditions as they think fit (the “ Minute Secretary ”). The minute secretary may be removed by the Directors at any time.	<i>Optional but often essential. It is not a good idea to appoint a Director to this role as, in practice, it is very difficult to contribute properly as a Director whilst also taking minutes of the meeting.</i>
33.3	The position of Treasurer will normally be filled by one of the directors. In the event that it is impractical for any of the directors to undertake the position of treasurer the Directors may appoint a treasurer for such term and upon such terms and conditions as they think fit. The treasurer may be removed by the Directors at any time. The treasurer may be required to attend board and sub-committee meetings but: (a) may not participate in such meetings for voting or quorum purposes unless they are also a Director; (b) may not attend meetings (or parts of meetings) at which their remuneration or employment is to be discussed; and	<i>This could be a Director (or perhaps the convenor of a separate finance committee). If to be remunerated, consideration should be given to the terms of articles 23.2(i) and 27.1.3. A remuneration agreement would be required in terms of section 67 of the 2005 Act.</i>

	(c) (if the treasurer is not a Director) may not attend meetings at which confidential matters are to be discussed.	
33.4	<p>The Directors may appoint an employee of the Company as principal officer of the Company ("Principal Officer") upon such terms and conditions, and with such job title, as they think fit.</p> <p>The Principal Officer may be required to attend board or sub-committee meetings but:</p> <p>(a) may not participate in such meetings for voting or quorum purposes;</p> <p>(b) may not attend meetings (or parts of meetings) at which their remuneration or employment is to be discussed; and</p> <p>(c) may not attend meetings at which confidential matters are to be discussed.</p>	<p><i>If the Principal Officer is to serve on the board, consideration should be given to the terms of articles 23.2(i) and 27.1.3.</i></p> <p><i>A remuneration agreement would be required in terms of section 67 of the 2005 Act.</i></p>
33.5	The Directors may propose a resolution to appoint an honorary patron. Such resolution may be passed by the Members at a GM. The honorary patron may be appointed for a period determined by the Members or for an unspecified period until the Members resolve to terminate their appointment. The honorary patron may attend and speak at GMs but may not participate in such meetings for voting or quorum purposes unless they are also a Member.	
34	PSC REGISTER	
	The Directors shall cause a register of any relevant persons with significant control to be maintained in accordance with section 790M of the 2006 Act.	<i>This complies with the 2006 Act</i>
35	FINANCES	
	The Directors shall determine:	
35.1	which banks or building societies the bank accounts of the Company shall be opened with;	
35.2	how bank accounts shall be maintained and operated; and	
35.3	how cheques and other negotiable instruments, and receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed.	

36	ACCOUNTS	
36.1	The Directors shall cause accounting records to be kept in accordance with the requirements of the 2006 Act, the 2005 Act and other relevant legislation.	<i>This complies with the 2006 Act</i>
36.2	Unless the Directors determine otherwise, accounting records shall be maintained by any treasurer and overseen by any Principal Officer. The accounting records shall be kept at such place as the Directors think fit and must at all times be open to inspection by the Directors.	
36.3	The Directors shall ensure that the accounts of the Company are prepared and examined and/or audited in accordance with all relevant statutory requirements and, for the avoidance of doubt, an audit (within the meaning of the 2006 Act) shall not be required in a case where the Company is exempt from audit under the 2006 Act.	
37	ALTERATIONS TO THE ARTICLES	
37.1	A resolution to amend the Articles must be passed in accordance with article 21.3.	<i>This provision contributes to compliance with section 19(c) of the 2015 Act.</i>
37.2	The Purposes may not be amended unless the written consent of OSCR is obtained in accordance with section 16 of the 2005 Act.	
37.3	OSCR must be notified of all amendments to the Articles in accordance with section 17 of the 2005 Act.	
38	INDEMNITY	
	Without prejudice to any other indemnity, and in accordance with the 2006 Act and 2005 Act , the Directors, employees and members of any sub-committee, company secretary or Treasurer, may be indemnified out of the Company's Property against any loss or liability (including the costs of successfully defending court proceedings) which they may sustain or incur on behalf of the Company or in connection with the activities of the Company.	<i>In terms of section 68A of the 2005 Act charities are permitted to use charity funds to provide their charity trustees with indemnity insurance. Section 68A(4)(b) provides that section 68A has effect despite any provision prohibiting the charity trustees receiving any personal benefit from the charity's fund.</i>
39	APPLICATION OF PROFITS	

	No part of the income or Property of the Company shall be paid or transferred (directly or indirectly) to the Members, Directors or any other officer, whether by way of dividend, bonus or otherwise, except in accordance with article 40. The income and Property of the Company shall be applied solely towards promoting the Purposes. Any surplus income or Property of the Company shall be applied for the benefit of the Community.	<i>This is a requirement of section 19(f) of the 2015 Act and also a requirement for any Charity.</i> <i>Under this section of the 2015 Act, surplus funds or assets of the Company at any given time are to be applied for the benefit of your community</i>
40	PAYMENTS TO DIRECTORS/MEMBERS	
	Subject to the 2006 Act, section 67 of the 2005 Act and the Articles, Directors and Members are entitled to the following, if the Directors so determine:	<i>The requirements under the 2006 Act are found at Chapter 4 of Part 10.</i> <i>The requirements under section 67 of the 2005 Act are that where a Director/trustee (or person connected to them) is remunerated:</i> <ul style="list-style-type: none"> • <i>the maximum amount of the remuneration must be reasonable and set out in a written agreement;</i> • <i>the Directors (excluding any with an interest) must resolve and record that they are satisfied that it would be in the interests of the Company to enter into the arrangement; and</i> • <i>less than half of the Directors must be receiving (or benefitting from) remuneration from the association.</i>
40.1	repayment of out-of-pocket expenses (provided they have obtained the prior consent of the Directors);	
40.2	reasonable remuneration in return for specific services actually rendered to the Company (in the case of a Director, such services must not be of the management nature normally carried out by a Director of a company);	<i>This enables a Director to act for example as lawyer, surveyor or accountant to the Company, provided that no fee is charged for attending Company meetings or for acting as a Director.</i> <i>See section 67 of the 2005 Act regarding remuneration.</i>
40.3	payment of interest at a rate not exceeding the commercial rate on money lent to the Company;	<i>See article 28.</i>
40.4	payment of rent at a rate not exceeding the open market rent for property let to the Company;	<i>See article 28.</i>

40.5	to sell property to the Company provided such sale is at or below market value;	<i>See article 28.</i>
40.6	to purchase property from the Company provided such sale is at or above market value; and	<i>See article 28.</i>
40.7	payment by way of any indemnity, where appropriate, in accordance with article 38.	
41	DISSOLUTION	
41.1	A resolution to wind-up the Company must be passed in accordance with article 21.3.	<i>This provision contributes to compliance with section 19(c) of the 2015 Act.</i>
41.2	If on the winding-up of the Company any Property remains after satisfaction of its debts and liabilities, such Property shall be given or transferred:	<i>This article is a requirement of section 80(2)(b) of the 2015 Act.</i> <i>If the Company is a Charity, please substitute the following article 41.2:</i>
41.2.1	to another community transfer body or Charity approved by not less than 75% of the Members (in accordance with article 21.3);	41.2 If on the winding-up of the Company any Property remains after satisfaction of its debts and liabilities, such Property shall be given or transferred: 41.2.1 to another community transfer body or Charity approved by: (a) not less than 75% of the Members (in accordance with article 21.3); and (b) OSCR; or
41.2.2	to a community body (as defined by section 34 of the Land Reform (Scotland) Act 2003) or crofting community body (as defined by section 71 of the Land Reform (Scotland) Act 2003) approved by: (a) not less than 75% of the Members (in accordance with article 21.3); and (b) the Scottish Ministers; or	41.2.1 to a community body (as defined by section 34 of the Land Reform (Scotland) Act 2003) which is also a Charity approved by: (a) not less than 75% of the Members (in accordance with article 21.3); and (b) the Scottish Ministers; and (c) OSCR; or
41.2.3	(in the event that no community body or crofting community body is approved by the Scottish Ministers) to the Scottish Ministers or to such Charity as the Scottish Ministers may direct.	41.2.2 to a crofting community body (as defined by section 71 of the Land Reform (Scotland) Act 2003) which is also a Charity approved by: (a) not less than 75% of the Members (in accordance with article 21.3); (b) the Scottish Ministers; and (c) OSCR; or 41.2.3 (in the event that no community body or crofting community body is
		41.2.4 (in the event that no community body or crofting community body is

		approved by the Scottish Ministers) to the Scottish Ministers or to such Charity as the Scottish Ministers may direct.
42	LIMIT OF LIABILITY	
	The liability of each Member is limited to £1, being the amount which each Member undertakes to contribute to the property of the Company in the event that it is wound up while they are a Member or within one year after they cease to be a Member, for payment of: (a) its debts and liabilities contracted before they cease to be a Member, (b) the costs, charges and expenses of winding up, and (c) adjustment of the rights of the contributories among themselves.	<u>This provision must be included</u>

Schedule 1 - Powers

1	The order in which these Powers are listed and the terms of the sub-headings are of no significance in terms of their respective priority and they shall be deemed to be of equal importance:	<i>The Powers are standard and are intended to cover the things you may wish to do to achieve the Purposes. However, just because there is a power to do something does not mean you are obliged to do it. Nevertheless, you cannot do anything which you are not empowered to do and the Powers can only be exercised in furtherance of the Purposes</i>
2	General	
2.1	To promote community participation in sport through the management and operation of a sports club and sporting facilities within Irvine	<i>Optional but often helpful in furthering the inclusive nature of your company.</i>
2.2	To promote and carry out research, surveys and investigations; and to promote, develop and manage initiatives, projects and programmes.	
2.3	To provide advice, consultancy, training, tuition, expertise and assistance.	
2.4	To prepare, organise, promote and implement training courses, exhibitions, lectures, seminars, conferences, events and workshops; to collect, collate, disseminate and exchange information; and to prepare, produce, edit, publish, exhibit and distribute articles, pamphlets, books and other publications, tapes, motion and still pictures, music and drama and other materials, all in any medium.	
3	Property	
3.1	To purchase, take on lease, hire or otherwise acquire any property suitable for the Company.	
3.2	To construct, convert, improve, develop, conserve, maintain, alter and demolish any buildings or erections whether of a permanent or temporary nature; and manage and operate (or arrange for the professional or other appropriate management and operation of) the Property.	
3.3	To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the Property.	

3.4	To establish and administer a building fund(s) or guarantee fund(s) or endowment fund(s).	
4	Employment	
	To employ, contract with, train and pay such staff (whether employed or self-employed) as are considered appropriate for the proper conduct of the activities of the Company.	
5	Funding and Financial	
5.1	To take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the Company.	<i>To remain eligible for tax relief, Charities are not allowed to trade, except in certain exceptional cases. In that event, specific advice is needed.</i>
5.2	To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely, conditionally or in trust.	
5.3	To borrow or raise money for the Purposes, and to give security in support of any such borrowings by the Company and/or in support of any obligations undertaken by the Company.	
5.4	To set aside funds not immediately required as a reserve or for specific purposes.	
5.5	To invest any funds which are not immediately required for the activities of the Company in such investments as may be considered appropriate, which may be held in the name of a nominee Company under the instructions of the Directors, and to vary and dispose of such investments.	
5.6	To make grants or loans of money and to give guarantees.	
6	Development	
6.1	<i>To establish, manage and/or support any other Charity, and to make donations for any charitable purpose falling within the Purposes.</i>	
6.2	To establish, operate and administer (and/or otherwise acquire) any separate trading company or association, <i>whether charitable or not.</i>	

6.3	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 enter into any arrangement for co-operation, mutual assistance, or sharing profit with any charitable organisation.	
6.4	To enter into contracts to provide services to or on behalf of others.	
7	Insurance and Protection	
7.1	To effect insurance of all kinds (which may include indemnity insurance in respect of Directors and employees).	
7.2	To oppose or object to any application or proceedings which may prejudice the interests of the Company.	
8	Ancillary	
8.1	To pay the costs of forming the Company and its subsequent development.	
8.2	To carry out the Purposes as principal, agent, contractor, trustee or in any other capacity.	
8.3	To do anything which may be incidental or conducive to the Purposes, provided these are charitable .	

Schedule 2- Form of Instrument Appointing Proxy

[enter company name]

I¹,

residing at

being a Member of the above Company hereby

appoint.....,

of

and, failing him or her,

of

as my proxy to vote on my behalf at the [annual general meeting/general meeting] of the Company to

be held on

and at any adjournment thereof.

I hereby instruct my proxy to vote in favour of/against the following resolution[s]:

[insert resolution(s)]

Signed the day of

Signature of member appointing proxy

¹ In the event that the member appointing a proxy is an Organisation, this will need to be amended e.g. “We, [NAME OF COMPANY], incorporated in Scotland under the Companies Acts (no. [NUMBER]) and having its registered office at [ADDRESS]”. References to “I” will need to be replaced with “We” and references to “my” will need to be replaced with “our”.