



**THE COMPANIES ACT 1985**  
(INCORPORATING THE APPROPRIATE REQUIREMENTS OF THE COMPANIES ACT 2006)

**A COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**Of**

**MUCKHART GOLF CLUB LIMITED**

**Registered No. SC095343**

**Incorporated in Scotland on the 1<sup>st</sup> day of October, 1985**

**(Incorporating all amendments up to and including 6<sup>th</sup> 2015)**

**Registered office:**

**Drumburn Road  
Muckhart  
By Dollar  
Clackmannanshire  
FK14 7JH**

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**A COMPANY LIMITED BY GUARANTEE**

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**MEMORANDUM OF ASSOCIATION**

**of**

**MUCKHART GOLF CLUB LIMITED**

1. The name of the Company is "Muckhart Golf Club Limited".
2. The Registered Office of the Company will be situated in Scotland.
3. The objects for which the Company is established are:
  - (1) To promote in the Muckhart area the amateur game of golf and any other amateur sports, games, recreations, entertainments and other amateur leisure, social and community activities; to establish, provide, maintain, extend, develop, build and operate golf courses, putting greens, club houses, offices, houses, garages, workshops, shelters and sporting, recreational, dining, refreshment, bar and other premises, accommodation and facilities of any kind; to arrange, hold, sponsor, promote and assist amateur golf, sporting and other competitions, matches, games, prizes, awards and amateur events of any kind; to promote community participation in the same and to be registered as a Community Amateur Sports Club (CASC).
  - (2) To acquire and deal with any of the property following:
    - (a) the business, property and liabilities of any company, firm or person carrying on any business of a similar nature to that carried on by the Company or the acquisition of which is calculated directly or indirectly to benefit the Company;
    - (b) land, buildings, servitudes and other interests in heritable property;
    - (c) plant, goods, machinery and moveable property of all kinds;

- (d) patents, patent rights or inventions, know-how, copyrights, designs, trade marks, secret processes or other intellectual property;
  - (e) shares, stock, securities, units, participations or interests in or of any company or undertaking the acquisition of which is calculated directly or indirectly to benefit the Company.
- (3) To perform or do all or any of the following operations, acts or things:
- (a) to pay all the costs, charges and expenses of the promotion and establishment of the Company;
  - (b) to sell, let, dispose of, turn to account or grant rights over or otherwise deal in all or any property of the Company whether heritable or moveable. No land shall be sold without the agreement of members either by written resolution or at a general meeting of members;
  - (c) to design, create, construct, manufacture or erect buildings, plant, machinery, goods or other facilities for the purposes of the Company and/or its businesses;
  - (d) to grant licences to use patents, patent rights or inventions, copyrights, designs, trade marks, secret processes or other intellectual property of the Company;
  - (e) to draw, accept and negotiate bills of exchange, promissory notes and other negotiable instruments;
  - (f) to borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular on the security of all or any part of the undertaking of the Company;
  - (g) to invest, lend and advance money or give credit to any company, firm or person on such terms as may seem expedient and to guarantee or become security for the performance of any contract or obligation of any company, firm or person and to give indemnities and to invest money of the Company in such manner as may be thought fit;
  - (h) to enter into arrangements for partnership, joint venture or joint working in business or for amalgamation, with any other body, company, undertaking or person carrying on any business within the objects of the Company;
  - (i) to promote companies;
  - (j) to sell the undertaking and all or any of the property of the Company for cash or for stock, shares or securities of any other company or for any other consideration;

- (k) to make gifts or grant bonuses to persons serving or in the employment of the Company and to provide for the welfare of the persons, excluding Directors, in the employment or service of the Company or in that of its predecessors in business and the widows and children of such persons and others dependent upon them by granting money or pensions or otherwise as the Company shall think fit;
- (l) to subscribe to or otherwise aid other Community Amateur Sports Clubs or registered charities;
- (m)
  - (i) the income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association, all surplus income or profits shall be reinvested in the Company, no surpluses or assets will be transferred to members or third parties, no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no Director of the Company shall be paid by salary or fees, or receive any remuneration or benefit in money or money's worth from the Company for discharging his duties as such;
  - (ii) if upon winding up or dissolution of the Company there remains, after the satisfaction of all debts and liabilities, any assets whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to another registered CASC, a registered charity or the Scottish Golf Union;
- (n) to do all or any of the things hereinbefore authorised anywhere in the world either alone or in conjunction with or as factors, trustees or agents for others or by or through factors, trustees or agents;
- (o) to do all such other things as are incidental or which the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing sub-clauses of this Clause 3 (except only if and so far as otherwise expressly provided) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other sub-clause or sub-paragraph of this Clause 3 or by the order in which the same occur or by the name of the Company.

4. The liability of the members is limited.

5. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound-up while he is a member or within one year after he ceases to be a member for payment of the Company's debts and liabilities contracted before he ceases to be a member and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

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**Names, Addresses and Descriptions of Subscribers**

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Reverend Duncan Livingstone McConkey  
Retired Minister  
The Manse  
Fossoway  
By Kinross

Robert James Hart  
Sales Representative  
23 Stirling Street  
Tillicoultry

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Dated the 15th of September 1985

WITNESS to the above signatures:

Christopher Robert James Campbell  
Solicitor  
25 Charlotte Square  
Edinburgh

**THE COMPANIES ACT 1985**  
(INCORPORATING THE APPROPRIATE REQUIREMENTS OF THE COMPANIES ACT 2006)

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**A COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION**

**of**

**MUCKHART GOLF CLUB LIMITED**

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**INTERPRETATION**

1. In these Articles:

**the Act** means the Companies Act 1985; (INCORPORATING THE APPROPRIATE REQUIREMENTS OF THE COMPANIES ACT 2006)

**the Seal** means the common seal of the Company;

**Secretary** means any person appointed to perform the duties of secretary of the Company; and

**the United Kingdom** means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act.

**MEMBERS**

2. The number of members with which the Company proposes to be registered is a minimum of 25 and a maximum of 800 but the Directors may from time to time at their discretion increase (or decrease) the number of members specified above. For the avoidance of doubt Juvenile, Junior and Social members of the Club will not be members of the Company.

3. The subscribers to the Company's Memorandum of Association and such other persons as the Directors shall admit to Membership from time to time shall be Members of the Company. No person shall become a Member of the Company until such time as his or her name is entered in the Register of Members. The Directors may publish Bye-laws from time to time which shall otherwise regulate the nomination and election of Members, the conduct of members, the creation of a category of persons who are not Members but who may be permitted to use the Company's facilities, the use of the Company's facilities, the charges to be levied in respect of each use and such other matters as the Directors may from time to time consider appropriate.

4. The members of the Company shall comprise:
  - (a) Ordinary Members who shall be ladies or gentlemen above the age of eighteen years and who shall pay annually the appropriate subscription prescribed by the Directors from time to time;
  - (b) Country Members who shall be ladies or gentlemen above the age of eighteen years and shall be resident outwith a radius of twenty miles of the Company's Registered Office from time to time and who shall pay annually the appropriate subscription prescribed by the Directors from time to time; and
  - (c) Life Members who shall be ladies or gentlemen, being Ordinary Members, who have purchased life membership of the Company following such specific consecutive term of Ordinary Membership as may be determined by the Directors from time to time and on such other terms and conditions as determined by the Directors from time to time. The Directors may, in their absolute discretion and without assigning any reason therefor, refuse life membership to any Ordinary Member.
  - (d) Social Members are any persons who, on payment of a fee, can use the Clubhouse without having to be introduced as a guest and who is over the age of 18.
  - (e) Temporary Members are any person whose status shall be granted by the Board for a fee and under the terms and conditions set forth by them. Included in this class of membership shall be round, day and other visitor membership, in respect of which the Board shall fix the fee payable for each classification, and the times at which such visitors may play.
  - (f) No person is to be allowed temporary membership of the club or to be relieved of the payment of the regular entrance fee or subscription-
    - a. Except to allow temporary participation in the activity which is the prime purpose of the club; or
    - b. Except in accordance with the specific provision set out above

The subscription in respect of Ordinary and Country Members shall be a defined subscription payable in advance by said members.

#### **GENERAL MEETINGS**

5. The Company shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the Directors shall appoint.



6. All meetings shall be referred to as General Meetings with exception of the meeting held to review and agree the Annual Accounts and other matters, which shall be referred to as the Annual General Meeting.
  - a) Resolutions can be Written Resolutions submitted at any time and by anyone during the trading year, but are subject to conditions specified in the Companies Act 2006, or by Member and /or Director Resolutions submitted to the Annual General Meeting.
  - b) Resolutions can be submitted as Special and/or Ordinary Resolutions; Special resolutions being solely for the changes to the Memoranda and Articles of Association, and Ordinary Resolutions for all other purposes.
  - c) At a General or Annual General Meeting, Special Resolutions require a minimum of 75% approval by Members present.
  - d) At a General or Annual General Meeting Ordinary Resolutions require approval by a simple majority of Members present.
7. The Directors may, whenever they think fit, convene an additional general meeting which shall also be convened on the written and signed request of not less than Twenty Five members of the Company.

#### **NOTICE OF GENERAL MEETINGS**

8. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice in writing at the least and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting to such persons as are, under the Articles of Association of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the Members.

9. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

10. All business shall be deemed special that is transacted at an general meeting and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.
11. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, thirty Members present in person shall be a quorum.
12. If within one hour from the time appointed for the meeting a quorum is not present:
- (a) in the case of a meeting convened upon the requisition of Members, the meeting shall be dissolved;
  - (b) in any other case, the meeting shall stand adjourned to the same day in the next week (or such other date as may be agreed among the Members present) at the same time and place and the meeting so adjourned may proceed to business whatever the number of Members present.
- For the avoidance of doubt, no meeting shall become incompetent to transact business from the want of a quorum arising after the business of the meeting has commenced.
13. The Honorary President shall preside as Chairman at every general meeting of the Company or, if there is no such person appointed as Honorary President or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.
14. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
15. The Chairman may, with the consent of any 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 any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

16. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.

#### **VOTES OF MEMBERS**

17. Every Member, as defined in Article 4, shall have one vote.
18. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote by his committee, receiver, *curator bonis* or other person in the nature of a committee, receiver or *curator bonis* appointed by that court.
19. No Member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Company have been paid.

#### **DIRECTORS**

20. The first Directors shall be the persons named in the statement delivered under Section 10 of the Act.
21. The maximum number of Directors shall be fixed from time to time in general meeting. Until otherwise determined, the maximum number of Directors of the Company will be twelve, and shall consist of the Honorary President, the Treasurer, the Captain, the Vice Captain, the Ladies Captain and seven Ordinary Directors, all over eighteen years of age. The Directors will appoint a Secretary who may not necessarily be a member of the Board.

#### **BORROWING POWERS**

22. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligations of the Company or of any third party.

#### **POWERS AND DUTIES OF DIRECTORS**

23. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

24. The Directors may from time to time and at any time by Power of Attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit and any such Powers of Attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in them.
25. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
26. The Directors shall cause Minutes to be made in books provided for the purpose:
- (a) of all appointments of officers made by the Directors;
  - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
  - (c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of Directors.
27. No Director shall have any personal interest in the sale of alcohol by the Company or within the Company's premises or in the profits of such sale.

#### **DISQUALIFICATION OF DIRECTORS**

28. The office of Director shall be vacated if the Director:
- (a) without the consent of the Company in general meeting holds any other office of profit under the Company; or
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) becomes prohibited from being a Director by reason of any disqualification order made under the Act; or
  - (d) becomes of unsound mind; or
  - (e) resigns his office by notice in writing to the Company; or
  - (f) ceases to be a Director by virtue of Section 293 of the Act; or
  - (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act.

A Director shall not vote in respect of any contract in which he is interested or any matter arising thereout and if he does so vote his vote shall not be counted.

#### **ROTATION OF DIRECTORS**

29. Ordinary Directors shall each be elected by the Company in general meeting for a term of three years at the end of which the Director shall retire but shall be eligible for re-election. The Honorary President, the Captain and the Vice Captain shall each hold office for a period of two years or until their successors are elected by the Company in general meeting but shall be eligible for re-election.
30. The Company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.
31. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there shall have been left at the Registered Office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected.
32. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
33. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director.
34. The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding Article. Without prejudice to the powers of the Directors under Article 32 above, the Company in general meeting may appoint

any person to be a Director either to fill a casual vacancy or as an additional Director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected to become a Director.

#### **PROCEEDINGS OF DIRECTORS**

35. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. The Secretary shall ensure that prior to a meeting of the Directors being held a notice of such meeting of Directors shall be given to all Directors other than any Directors, for the time being, absent from the United Kingdom.
36. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be seven. A meeting of Directors shall not be deemed to, or be regarded as quorate (even if the necessary number of Directors is present) unless (save in the case of an emergency or all of the Directors agree otherwise) a notice convening the meeting has been given to the Directors at least 7 clear days in advance of such meeting.
37. The Continuing Directors may act notwithstanding any vacancy on the board, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the Continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company but for no other purpose.
38. The Captain, or in his absence, the Vice Captain, or in his absence an elected Chairman from among the Directors present, shall preside over meetings of the Directors and, in the event of an equality of votes, shall have a casting vote.

#### **MANAGEMENT COMMITTEE**

39. The Directors may delegate any of their powers to a Management Committee consisting of the Treasurer, Secretary and Captain for the time being and such Ordinary Directors as may from time to time be appointed by the Directors for such purpose; the Management Committee shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. The Management Committee shall hold periodical meetings to consider and dispose of its business.
40. The quorum necessary for the transaction of the business of the Management Committee may be fixed by the Directors and unless so fixed shall be seven.

41. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

#### **OFFICERS**

42. The Officers of the Company shall consist of the Honorary President, Captain, Secretary, Treasurer and those Ordinary Directors who are member of the Management Committee. Save with the prior approval of the Members, no Officer shall hold more than one office within the Company.

#### **TREASURER**

43. The Company in general meeting shall appoint one of the Ordinary Directors to act as Treasurer and he shall be responsible for crediting to an account opened in the name of the Company (without any deduction for any purpose whatsoever) all monies received by the Company, for carrying out the Management Committee's instructions in respect of all such accounts, for paying such debts of the Company as the Management Committee shall direct and for rendering to the Management Committee, to a meeting of Directors or to a general meeting of the Company an account of any monies received and/or expended by him. The Treasurer shall prepare profit and loss accounts and balance sheets for submission to the Auditors of the Company.

#### **SECRETARY**

44. The Secretary shall, in the event of alcohol being consumed in the Company's premises keep upon the Company's premises a list of the names and addresses of the Members of the Company from time to time and a subscription book or books in which shall be recorded the payments of such Members. The Secretary shall attend all meetings and take Minutes of the proceedings.

#### **CESSATION OF MEMBERSHIP**

45. Subject to the provisions of the Company's Memorandum and Articles of Association, membership shall cease:
- (a) automatically in the event of non-payment of subscription by any Member within one month of its due date for payment and such Member shall not be eligible for re-nomination for Membership unless all arrears due to the Company have been paid in full;
  - (b) by expulsion under or by virtue of Regulation 46 hereof;
  - (c) by resignation under or by virtue of Regulation 47 hereof.
46. (a) The Directors shall have power to reprimand, suspend or expel any Member who shall infringe any rule, Regulation or Bye-laws of the Company or whose conduct,

whether within or outwith the Company's grounds or premises shall, in their opinion, render him unfit for Membership. No Members shall be suspended or expelled without first being summoned before a meeting of Directors to explain his conduct and opportunity being given to advance a defence, nor unless a two-thirds majority of the Directors then present shall vote for his suspension or expulsion. Every Member so summoned shall receive at least three days' notice in writing from the Secretary and such notice shall contain a statement of the charge brought against him.

- (b) A suspended or expelled Member shall remain liable to pay his subscriptions.
- (c) A Member suspended or expelled shall have the right to appeal only to an extraordinary general meeting of the Company provided the Member has been able to obtain sufficient support for such a meeting. No appeal shall be heard unless application is lodged in writing with the Secretary within six months after written notice of suspension or expulsion has been served upon the Member. There shall be no appeal from the decision of the extraordinary general meeting.

- 47. Subject to the provisions of the Company's Memorandum and Articles of Association, any Member may resign his Membership provided such resignation is duly intimated by not less than thirty days' notice given in writing to the Secretary and all sums due to the Company by such Member, by way of annual subscription or otherwise, are paid prior to cessation of Membership.

#### **THE SEAL**

- 48. The Secretary shall provide safe custody for the Seal, which shall only be used by the authority of the Directors or of the Management Committee authorised by the Directors in that behalf and every instrument to which the Seal shall be affixed shall be signed by two Directors and shall be counter-signed by the Secretary and the date of such execution shall be mentioned in the instrument.

#### **ACCOUNTS**

- 49. The Directors shall cause accounting records to be kept in accordance with Section 221 of the Act.
- 50. The accounting records shall be kept at the Registered Office of the Company, or, subject to Section 222 of the Act, at such other place or places as the Directors think fit and shall always be open to the inspection of the Officers of the Company.
- 51. The Directors shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors and no



Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

52. The Directors shall from time to time cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are required by the Act.
53. A copy of every profit and loss account and balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the Auditors' report and Directors' report, shall not less than twenty one days before the date of the meeting be sent to every Member of, and every holder of debentures of, the Company; provided that this Regulation 53 shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

#### **AUDIT**

54. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

#### **NOTICES**

55. A notice may be given by the Company to any Member either personally, by electronic communication where the member's e mail address is known, or by sending it by post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post. Club documents and reports in relation to notices sent electronically will also be available to members via the club website, and can be posted on request.
56. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
  - (b) every person being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

#### **SALE OF ALCOHOL**

57. The sale of alcohol shall be permitted in the company premises during the hours fixed by the Management Committee within the permitted hours specified in Part V of the Licensing (Scotland) Act 1976 (as amended or re-enacted from time to time) or any other relevant statute or statutory instrument relating to the sale of alcohol. There shall be admitted to the premises members of societies, clubs or members of the public for the sale and supply of alcohol to such persons all in accordance with Section 107(2) of Licensing (Scotland) Act 1976 (as amended or re-enacted from time to time) or any other relevant statute or statutory instrument relating to the sale of alcohol. No alcohol shall be sold or supplied in the Company premises to any person under 18.
58. Other than any person who is permitted to use the Company's facilities (as envisaged or provided in the Bye Laws of the Company from time to time) a guest or visitor or a member of the public on admission of such guest, visitor or member of the public to the Company's premises can be supplied with alcohol in the Company's premises
59. No alcohol shall be sold or supplied in the Company premises for consumption off the premises.
60. No person employed by the club shall have any personal interest in the sale of alcohol by the Company or within the Company's premises or in the profits of such sale.

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#### **Names, Addresses and Descriptions of Subscribers**

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Reverend Duncan Livingstone McConkey  
Retired Minister  
The Manse  
Fossoway  
By Kinross

Robert James Hart  
Sales Representative  
23 Stirling Street  
Tillicoultry

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Dated the 15th of September 1985.

WITNESS to the above signatures:  
Christopher Robert James Campbell  
Solicitor  
25 Charlotte Square  
Edinburgh