

**MEMORANDUM OF ASSOCIATION**

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**MEMORANDUM of ASSOCIATION**

**of**

**MULL CAR CLUB LIMITED**

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**MULL CAR CLUB LIMITED**

Each Subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

<b>Subscriber / Director</b>	<b>Signature of each Subscriber / Director</b>
Cameron MacLean (Chair)	
Kenny Wilson (Vice Chair)	
Mary Margaret MacRae (Secretary)	
Tom Wilson (Chief Marshal)	
Diana Baines (Treasurer)	
Iain McCuaig	
Neil Campbell	
Sam Spencer	
Chris Woodcock	
Aaron Ferguson	
Mark Wagstaff	
Vacant	

**DATED: .....30/11/2025.....**

**ARTICLES OF ASSOCIATION**

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**ARTICLES of ASSOCIATION of  
MULL CAR CLUB LIMITED**

Prepared by the Mull & Iona Community Trust,  
based on the model prepared by Burness LLP (Solicitors) for the  
Development Trusts Association Scotland

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**Constitution of company**

- 1 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company.

**Defined terms**

- 2 In these articles of association, unless the context requires otherwise:-
- (a) "Act" means the Companies Act 2006;
  - (b) "Club" means the company of Mull Car Club Limited;

- (c) "charity" means a body which is either a Scottish Charity, or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
  - (d) "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
  - (e) "electronic form" has the meaning given in section 1168 of the Act;
  - (f) "property" means any property, heritable or moveable, real or personal, wherever situated;
  - (g) "Scottish Charity" means a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005;
  - (h) "subsidiary" has the meaning given in section 1159 of the Act;
- 3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

## **OBJECTS**

- 4 The company Objects are
- (a) To acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as Mull Car Club.
  - (b) To promote the Sports and Pastimes of Motoring in all their branches and to encourage social intercourse between the members of the Club.
  - (c) To carry on maintain and conduct a club for the purpose of said Sports and Pastimes.
  - (d) To hold, arrange and/or promote motoring events, races, hill climbs, gymkhanas, trials, matches, competitions and the like and to offer and grant or contribute towards the provision of prizes, awards and distinctions, and to promote, give or support dinners, balls, concerts, social events and other entertainments and to publish magazines and periodicals.
- 5 The company's objects are restricted to those set out in article 4 (but subject to article 6).
- 6 The company may add to, remove or alter the statement of the company's objects in article 4; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

## **Powers**

- 7 In pursuance of the objects listed in article 4 (but not otherwise), the company shall have the following powers:-
- (a) To subscribe to, become a member of or co-operate with any other association or club, whether incorporated or not, whose objects are altogether or in part similar to those of this company.
  - (b) To employ such staff as are considered appropriate for the proper conduct of the Club's activities, and to make reasonable provision for the payment of pension and/or other benefits and gratuities for members of staff, ex-members of staff and their dependants

- (c) To support and subscribe to any charitable or public body, and any institution, society or club which may be for the benefit of the Club, or its employees or may be connected with the district in which any of the Clubs property is situated; to give pensions, gratuities, Christmas boxes, or charitable aid to any persons who may have served the Club, or to the wife, widow, children or other relatives and dependants of any such person.
- (d) To purchase, take on lease or in exchange, hire or otherwise acquire any heritable or moveable property and any rights or privileges which the Club may think necessary or convenient for the promotion of its objects, and to lay down roads, construct, maintain and alter any buildings or erections necessary or convenient for the work of the Club.
- (e) To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
- (f) To purchase, hire, provide and maintain garages and/or workshops for the use of members of the Club and others, together with all tools, implements, machines, utensils, and other things which may conveniently be used in connection therewith.
- (g) To purchase, sell and deal in all kinds of articles, appliances and apparatus used in connection with Motoring and all kinds of consumable stores and provisions, alcoholic and non-alcoholic liquors, tobacco, cigars, cigarettes and other refreshments or things required or used by members of the Club and others and to apply for and obtain all licences and authorities necessary for the purposes aforesaid or any of them.
- (h) To design, prepare, publish and/or distribute information packs, leaflets, newsletters, magazines, posters and other publications, audio visual recordings, multimedia products and display materials, and to create and maintain a website or websites.
- (i) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Club with a view to the promotion of its objects.
- (j) To borrow or raise money for the purposes of the Club on such terms and on such security as may be thought fit.
- (k) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities
- (l) To invest the monies of the Club in or upon such investments, securities or property as may be thought fit.
- (m) To effect insurance of all kinds (which may include officers' liability insurance)
- (n) To oppose, or object to, any application or proceedings which may prejudice the Club's interests
- (o) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them

### **Restrictions on use of the company's assets**

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

- 9 No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
- 10 No director shall hold any office under the company for which a salary or fee is payable.
- 11 No benefit (whether in money or in kind) shall be given by the company to any director except
- (a) repayment of out-of-pocket expenses; or
  - (b) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

### **Liability of members**

- 12 Each member undertakes that if the company is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:
- (a) payment of the company's debts and liabilities contracted before he/she ceases to be a member;
  - (b) payment of the costs, charges and expenses of winding up; and
  - (c) adjustment of the rights of the contributories among themselves.

### **General structure**

- 13 The structure of the company consists of:-
- (a) the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Act; in particular, the Members elect people to serve as directors and take decisions in relation to changes to the articles themselves
  - (b) JUNIOR MEMBERS – who have the right to attend the annual general meeting (and any extraordinary general meeting) but cannot vote or stand for election.
  - (c) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

### **Qualifications for membership**

- 14 The first members of the company shall consist of the subscribers to the memorandum of association and every person who at the date of incorporation of the Club shall be members of the unincorporated Club known as the "Mull Car Club"<sup>1</sup> and such other persons as are admitted to membership under articles 15 to 22.
- 15 Full Membership shall (subject to articles 17 and 18) be open to :
- (a) Any person aged 16 years or over who supports the objects and activities of the Club;
  - (b) Any individual nominated by an incorporated body (whether public sector, third sector or private sector) which supports the objects and activities of the Club;

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<sup>1</sup> PROVIDED that no Member of the Club who shall previously to his or her agreeing to become a Member of the Club have paid his or her subscription due on the first day of January, as a Member of the said "MULL CAR CLUB" shall be liable to pay any entrance fee or any further sum by way of annual subscription to the Club for the period prior to the 31<sup>st</sup> December.

- (c) Any individual nominated for membership by an unincorporated body (whether public sector, third sector or private sector who supports the objects and activities of the Club supports the objects and activities of the club.

- 16 Junior Membership shall (subject to articles 17 & 18) be open to those individuals who are aged between 12 and 16 and who support the objects and activities of the Club. Junior Members are neither eligible to stand for election to the Board nor to vote at any general meeting
- 17 No more than one individual nominated by each incorporated or unincorporated body, may constitute an Member at any given time
- 18 An individual, once admitted to membership, shall cease to be a member if he/she ceases to be eligible for membership in terms of article 15.

### **Application for membership**

- 19 Any person who wishes to become a Member must sign, and lodge with the Club, a written application for membership, which shall include the agreement of such applicant if elected, to become a Member of the Club and to be bound by its Articles of Association and the Bye-laws of the Club; the Club shall supply a form for applying for membership to any person on request.
- 20 The directors may, at their discretion, refuse to admit any person to membership.
- 21 The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.
- 22 Upon approval by the directors of such application and payment of his or her entrance fee (if any) and first annual subscription such applicant shall become a Member of the Club.

### **Membership subscription**

- 23 Entrance fees and annual subscriptions payable by Members of the Club shall be such as shall from time to time be prescribed the Bye-Laws of the Club
- 24 Any annual subscription paid during the period from 1<sup>st</sup> January to 31<sup>st</sup> October in any year shall be in respect of Membership of the Club for the period until 31<sup>st</sup> December in that year. Any annual subscription paid during the period from 1<sup>st</sup> November to 31<sup>st</sup> December in any year shall be in respect of Membership of the Club for the period until 31<sup>st</sup> December in the following year
- 25 Every Member shall be entitled (subject to any Bye-laws for the time being in force made by the Club as hereinafter provided) to all the rights and be subject to all the duties of a Member of the Club, including the right to be elected as an Officer or Director of the Club, or to attend or vote at any General Meeting of the Club, or to vote on the transfer of remaining assets of the Club upon its dissolution
- 26 Any Member whose annual subscription is unpaid on the 31<sup>st</sup> day of December in any year shall cease ipso facto to be a Member of the Club, and shall forfeit all right in and claim upon the Club.
- 27 A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

### **Expulsion from membership**

- 28 If any Member shall wilfully refuse or neglect to comply with the provisions of the Memorandum and Articles or Bye-laws of the Club, or shall be guilty of any unworthy conduct,

as the case may be, such Member shall be liable to expulsion by a Special Resolution of the Club passed by not less than two-thirds of the Members present and entitled to vote at a General Meeting and provided that at least one week before the Meeting at which such Resolution is passed he or she shall have had notice thereof and intended Resolution for his or her expulsion and that he or she shall at such Meeting and before the passing of such Resolution have had an opportunity of giving orally or in writing any explanation or defence he or she may think fit. A Member expelled under this Article shall forfeit all rights in and claim upon the Club and its property.

29 Any Member in arrears of subscription shall be ineligible for Club Competitions

### **Register of members**

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

### **Termination/transfer**

31 Membership shall cease on death.

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

### **General meetings (meetings of members)**

33 The directors shall convene an annual general meeting in each year; the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.

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

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

- (a) a report by the chair on the activities of the company
- (b) consideration of the annual accounts of the company
- (c) the election/re-election of directors, as referred to in articles 62 to 72.

36 The directors may convene an Extraordinary General Meeting at any time.

37 The directors must convene an Extraordinary General Meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

### **Notice of general meetings**

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

39 The reference to "clear days" in article 38 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.

40 A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 44) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.

41 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.

- 42 Notice of every general meeting shall be given
- (a) in hard copy form
  - (b) in writing or, (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
  - (c) (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website
- 43 Whenever a Meeting is adjourned for thirty days or more notice of the adjourned Meeting shall be given in the same manner as of an original Meeting. Save as foresaid the Members shall not be entitled to any notice of adjournment, or of the business to be transacted at any adjourned Meeting.

### **Special resolutions and ordinary resolutions**

- 44 For the purposes of these articles, a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 38 to 43; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 45 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
- (a) to alter its name
  - (b) to alter any provision of these articles or adopt new articles of association.
- 46 For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 38 to 43.

### **Procedure at general meetings**

- 47 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be eight individuals entitled to vote (each being a member or a proxy for a member).
- 48 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- 49 The chairman of the Club shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting or if no Directors are present or if the Directors present decline to take the Chair, the Members shall choose some Member of the Club who shall be present to preside
- 50 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such date, time and place as the chairperson may determine.
- 51 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.

- 52 Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
- (a) shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her; or
  - (b) shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require);
- providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
- 53 An instrument of proxy which does not conform with the provisions of article 52, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 54 A member (individual, or from an incorporated or unincorporated organisation) shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 55 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the company.
- 56 A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
- 57 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
- 58 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least three persons present in person at the meeting and entitled to vote (whether as members or proxies for members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- 59 Unless a secret ballot be so demanded (under article 58) a declaration by the Chairman of the Meeting that a Resolution has been carried or has been carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive, and an entry to that effect in the minute book of the Club shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that Resolution.
- 60 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.
- 61 The demand of a secret ballot shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded

### **Directors**

- 62 A person shall not be eligible for election/appointment as a Director unless he/she is a member of the company.
- 63 The maximum number of directors shall be 12. The minimum number of directors shall be 6.

64 The First Directors of the Club shall be: The Office Bearers holding similar offices of the unincorporated Club known as "MULL CAR CLUB" at the date of incorporation of the Club and they together with up to eight other Members shall be the Directors of the Club and shall hold office until the first Annual General Meeting of the Club

#### **Election, re-election: Member Directors**

65 At each annual general meeting, the members will elect any member (providing he/she is willing to act) to be a director.

66 The directors may (subject to article 62) at any time appoint any member (providing he/she is willing to act) to be a director.

67 At the first annual general meeting, one third (to the nearest round number) of the Directors shall retire from office; the question of which of them is to retire shall be determined by some random method

68 At each annual general meeting (other than the first)

(a) any Director appointed to fill a casual vacancy under article 72 during the period since the preceding annual general meeting shall retire from office;

(b) out of the remaining Member Directors, one third (to the nearest round number) shall retire from office.

69 The directors to retire under paragraph (b) of article 68 shall be those who have been longest in office since they were last elected or re-elected; as between persons who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method

70 A director who retires from office under article 67 or 68 shall be eligible for re-election.

71 The election of Directors shall take place in the following manner:

(a) Any two Members of the Club may nominate any other Member to serve as an Officer or Director of the Club.

(b) Election shall if necessary be by ballot and each Member present at the Annual General Meeting shall be entitled to vote for any number of candidates not exceeding the number of vacancies.

(c) If two or more candidates obtain an equal number of votes another ballot shall if necessary be taken in respect of such candidates. If two or more candidates again obtain an equal number of votes the Directors shall select by lot from such candidate or candidates who is or are to be elected.

(d) In case there shall not be sufficient numbers of candidates nominated, the Executive shall appoint Directors from the Membership to fill the remaining vacancy or vacancies.

72 All casual vacancies arising among the Directors of the Club shall be filled by the Executive by Appointing Directors drawn from the Membership of the Club.

#### **Termination of office**

73 A director shall automatically vacate office if:-

(a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director;

(b) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;

(c) he/she ceases to be a member of the company;

- (d) he/she resigns office by giving written notice to the Secretary of the Club at the Registered Office;
- (e) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office; or
- (f) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

### **Register of directors**

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

### **Officebearers**

- 75 The directors shall elect from among themselves a minimum of four Officebearers – Chair, Vice Chair, Treasurer, and Secretary and such other office bearers (if any) as they consider appropriate.
- 76 All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
- 77 A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.
- 78 All casual vacancies arising among the Officebearers of the Club shall be filled by the Directors of the Club and every Officer so appointed shall retain his/her office so long as the vacating Director would have retained the name if no vacancy had occurred.
- 79 On the Chairman of the Club for the time being, vacating his office for any reason whatsoever, the Board of Directors shall have the power to appoint the outgoing Chairman to the post of Immediate Past Chairman. Such appointment shall continue until the earlier of (i) the date he ceased to be a Member of the Club or (ii) the date a new immediate Past Chairman is appointed by virtue of the person who then holds the office of Chairman vacating such office. The post of Immediate Past Chairman shall entitle the person holding same to attend at all Meetings of the Board of Directors but otherwise such appointment shall not confer any further rights on the appointee and in particular, but without prejudice to the foregoing generality, shall not confer the right to vote at any such Meetings

### **Powers of directors**

- 80 Subject to the provisions of the Act and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.
- 81 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

### **Personal interests**

- 82 A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred (in terms of article 94) from voting on the question of whether or not the company should enter into that arrangement.
- 83 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder

or director (or any other party who/which is deemed to be connected with him/her for the purposes of the Act), has a personal interest in that arrangement.

84 Provided

- (a) he/she has declared his/her interest;
- (b) he/she has not voted on the question of whether or not the company should enter into the relevant arrangement; and
- (c) the requirements of article 86 are complied with,

a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a personal interest under article 83) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

85 No director may be given any remuneration by the company for carrying out his/her duties as a director.

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

- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
- (b) the directors must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount); and
- (c) less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).

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

#### **Procedure at directors' meetings**

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

89 Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall (subject to article 90) have a casting vote.

90 No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall (subject to article 89) be five.

91 If at any time the number of directors in office falls below the number fixed as the quorum the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.

92 Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.

93 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.

94 A director shall not vote at a directors' meeting (or at a meeting of a sub-committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or

may conflict) with the interests of the company; he/she must withdraw from the meeting while an item of that nature is being dealt with.

- 95 For the purposes of article 94, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.
- 96 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
- 97 The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 93 to 95.

### **Conduct of directors**

- 98 Each of the directors shall, in exercising his/her functions as a director of the company, act in the interests of the company; and, in particular, must
- (a) seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects (as set out article 4)
  - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
  - (c) in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party
    - (i) put the interests of the company before that of the other party, in taking decisions as a director
    - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question

### **Delegation to sub-committees**

- 99 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.
- 100 Any delegation of powers under article 99 may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 101 The rules of procedure for any sub-committee shall be as prescribed by the directors and will conform to any Bye-laws or regulations that may from time to time be prescribed by the Directors and the Club.

### **Bye-Laws**

- 102 The Bye-laws of the Club shall until otherwise decided by a General Meeting of the Club be the rules of the present unincorporated body known as the Mull Car Club and the Club shall have the power in General Meeting to make, vary or repeal all such Bye-laws as they may deem necessary or expedient for the proper conduct and management of the Club. Provided always that such Bye-laws shall not contravene or be inconsistent with the provisions of the Articles of the Club.
- 103 The Directors shall adopt such means as they deem sufficient to bring to the notice of the Members of the Club all such Bye-laws, alterations and repeals and all such Bye-laws as long as they shall be in force, shall be binding upon all Members of the Club.

### **Operation of bank accounts**

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

### **Secretary**

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

### **Minutes**

- 106 The directors shall ensure that minutes are made of all appointments of Officebearers and of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.
- 107 A resolution in writing signed by all Directors or of any committee of the Directors shall be as valid and effectual as if it had been passed at a Meeting of the Directors or of such committee duly convened and constituted.

### **Accounting records and annual accounts**

- 108 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 109 The accounting records shall be maintained by the Directors and such records shall be kept at such place or places as the directors think fit and shall always be available for inspection by the directors.
- 110 The directors shall prepare annual accounts, complying with all relevant statutory requirements, and these may be made available to all Members via a website.
- 111 No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or authorised by ordinary resolution of the company.

### **Notices**

- 112 Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member *or* be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the company *or* (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
- 113 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 114 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

### **Winding-up**

- 115 If on the winding-up or dissolution of the Club any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among

the members of the Club but shall be transferred to some other organisation (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the Club and whose constitution restricts the distribution of income and assets among members to an extent at least as great as do articles 8 to 11.

- 116 The charity or charities to which property is transferred under article 115 shall be determined by the members of the Club at or before the time of dissolution or, failing such determination, by such court as may have or may acquire jurisdiction
- 117 To the extent that effect cannot be given to the provisions of articles 115 and 116, the relevant property shall be applied to some other charitable purpose or purposes.

### **Indemnity**

- 118 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted **or** any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.
- 119 The company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).