

THE COMPANIES ACT 2006

Regulations for the management of a company limited by guarantee and not having a share capital

Articles of Association

of

SCOTTISH GLIDING UNION LIMITED

Company Number SC020527

(amended by Special Resolution dated 6 April 2019)

PRELIMINARY

1. In these regulations :

"the Act " means the Companies Act 2006, including any statutory modification or re enactment thereof for the time being in force; ;

"the company " or " the Union " shall mean "Scottish Gliding Union Limited";

"the articles" means the articles of the Company;

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

"communication" means the same as in the Electronic Communications Act 2000;

"electronic communication" means the same as in the Electronic Communications Act 2000;

"executed" includes any mode of execution;

"office" means the registered office of the Company;

"secretary" means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary;

"voting member" means a member having the right to vote at general meetings of the Company;

2. Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations became binding on the Company.

3. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to any class of membership of the Union shall be members of the Union.

- 4.1 Membership is open to all and no application for membership will be refused on other than reasonable grounds. There will be no discrimination on grounds of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex; sexual orientation, political or other opinion
- 4.2 The SGU operates an equal opportunities policy where no one is denied the right to equal access on the grounds of age, race, creed, colour, gender, disability, occupation, religion, sexual orientation or political persuasion or marital status or having or not having dependants. There is equality of opportunity in terms of playing rights and the rights of members to attend general meetings, vote and hold office
- 4.3 The SGU is fully committed to safeguarding the welfare of all children in its care. It recognises the responsibility to promote safe practice and to protect children from harm, abuse and exploitation. Staff and volunteers will work together to embrace difference and diversity and respect the rights of children and young people.
- 5.1 HONORARY members shall be elected by invitation of the Directors. Honorary Members shall not be required to make payment of any annual subscription or entry fee, hereinafter mentioned nor shall they be entitled to take part in the management of the Union. Such members shall have no right in the property or assets of the Union. The expression "Member" hereinbefore and hereinafter used shall not, unless so qualified, apply to Honorary Members.
- 5.2 HONORARY LIFE members shall be elected by invitation of the Directors. Honorary Life Members shall not be required to make payment of any annual subscription or entry fee hereinafter mentioned other than any such payment which life members shall be required to pay. Honorary Life Members shall be entitled to take part in the management of the Union and shall have equivalent right in the property or assets of the Union as full Members of the Union.
6. Any member may resign from the Union by giving notice in writing to the Secretary at any time paying with such notice (1) any unpaid subscriptions which may be due at the date of such notice and (2) any other sums due by the member to the Union as at such date.
7. Any member (including an Honorary Member) may be removed from the Union by a resolution of the Directors passed by a majority of at least three-fourths of the Directors present and voting at a meeting of the Directors of which not less than fourteen days' previous notice specifying the intention to propose such resolution shall have been sent to the member whose removal is in question and to all the Directors. Notice of the general nature of the grounds on which such resolution is proposed shall be sent to the member whose removal is in question at least seven days before the meeting and he or she shall be entitled to be heard by the Directors at the meeting. On a member being removed under this Article he or she shall forfeit all privileges of membership, but the Directors shall return the due proportion of such member's current subscription having regard to the unexpired period for which it is paid.
8. The privileges accorded to any or all Honorary Members may be at any time withdrawn by Resolution of the Directors.

9. Entry money and subscriptions for members shall be such as may from time to time be fixed by the Directors. Entry money and subscriptions shall be payable in advance, but the Directors shall have power to provide that payment shall be accepted by instalments from any member.
10. A period of grace of ONE month will be allowed for the renewal of subscriptions, after which no further notices will be forwarded and membership shall terminate.

GENERAL MEETINGS OF THE UNION

12. A General Meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as may be determined by the Directors. In default of a General Meeting being so held a General Meeting shall be held in the month next following or as soon thereafter as may be practicable, and may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.
13. The above-mentioned General Meetings shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary General Meetings.
14. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitions as provided in Section 303 of the Act, namely requisition by members representing at least 10% of the total voting rights of all the members having the right to vote at general meetings. If, at any time, there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Union may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

15. An Annual General Meeting and any Extraordinary General Meeting at which it is proposed to pass a Special Resolution shall be called by twenty one clear days' notice in writing at the least and any other General Meeting by fourteen clear days' notice in writing at the least. Provided that a General Meeting shall, notwithstanding that it is called by shorter notice than as aforesaid, be deemed to have been duly called if it is so agreed:-
 - (a) in the case of an Annual General Meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of an Extraordinary General 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.

- 16.1 Every notice calling a General Meeting shall specify the place and the day and hour of the meeting and in the case of an Annual General Meeting shall also specify the meeting as such. If other than routine business is to be transacted, the notice shall specify the general nature of such business; and, if any resolution is to be proposed as a Special Resolution, the notice shall contain a statement to that effect.
- 16.2 Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-
- (a) considering and adopting the balance sheet and income and expenditure account and reports of the Directors and the Independent Examiner , and other related documents;
 - (b) appointing the Independent Examiner and fixing the remuneration of the Independent Examiner, or determining the manner in which such remuneration is to be fixed; and
 - (c) appointing Directors.
17. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

18. 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, TWENTY members personally present shall be a quorum.
19. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
20. The Chairman, if any, of the Board of Directors, shall preside as Chairman at every General Meeting of the Union.
21. If there is no such Chairman, or if at any meeting he or she is not present within fifteen minutes of the time appointed for holding the meeting, or is unwilling or unable to act as Chairman, the Vice-Chairman or such other person as may be appointed by the Directors shall act.
22. 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 the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the

adjourned meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.

23.1 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) duly demanded. Subject to the provisions of the Act, a poll may be demanded by –

- a) the Chairman; or
 - b) at least two members having the right to vote at the meeting; or
 - c) a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;
- and a demand by a person as proxy for a member shall be the same as a demand by the member.

23.2 Unless a poll is duly demanded, a declaration by the Chairman that a resolution has, on show of hands, been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

23.3 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairman, and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

24. If a poll is duly demanded it shall be taken in such manner as the Chairman directs and he may appoint scrutineers (who need not be members), and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

25. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs, not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

26. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS

27. Only full members of the Union and honorary life members shall have the right to vote at general meetings. Full members are those who have paid the appropriate fee to become a full member of the Union as defined in the tariff printed from time to time.

28. On a vote on a written resolution every voting member has one vote. On a vote on a resolution at a meeting taken by a show of hands or by a poll every voting member present in person or by proxy has one vote.
29. A voting member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his or her receiver, curator bonis, or other person authorised in that behalf appointed by that court and any such receiver, curator bonis, or other person may, on a poll vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
30. No member shall be entitled to vote at any General Meeting if he or she has been requested by the Treasurer to pay monies presently payable by him or her to the Company and such monies have not been paid by the commencement of the meeting.
31. At any general meeting an ordinary resolution put to the vote of the meeting shall be decided by a simple majority, and a special resolution shall be decided by a majority of at least 75%, of those voting.
32. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his or her attorney duly authorised in writing, and shall be deemed to confer authority to demand or join in demanding a poll. A proxy must be a voting member of the Union.
33. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority shall be deposited at the registered office of the Union not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
34. An instrument appointing a proxy may be in the following form, or any other form which the Directors shall approve.

“SCOTTISH GLIDING UNION LIMITED

“I (name)

“(membership number)

“of (address)

“being a voting member of SCOTTISH GLIDING UNION LIMITED,

“hereby appoint (name of proxy)

“of (address)

“as proxy to vote for me and on my behalf at the

“General Meeting of the Union, to be held on the day of (month) (year)

“and at any adjournment thereof.

“Signature

“Date

DIRECTORS

35. The business and affairs of the Union shall be vested in and under the management of a Board of Directors who shall all be members of the Union and such board shall consist of a Chairman, Vice-Chairman, and not more than ten nor less than three others. The Chairman shall be a member ex-officio of all committees connected with the Union. The Chairman and Vice Chairman of the Board of Directors shall be elected from among their number by the Directors. The Chairman shall hold office for a period of three years, but may thereafter be re-elected as chairman for a further period not exceeding three years.
36. A Secretary and Treasurer, jointly or separately, shall be appointed by the Directors and shall hold office on such terms and remuneration (if any) as the Directors may decide. The Secretary shall act both for the Union and Board of Directors. The Secretary shall record the proceedings of General and Board Meetings in a Minute Book, and shall conduct the correspondence of the Union.
37. Except as provided for in clause 36 no member of the Board of Directors shall be appointed to any remunerated position of employment in the Union, nor shall any current remunerated employee or contactor be appointed to the Board of Directors. These provisions are to avoid conflict of interest.
38. All members of the Board of Directors shall retire annually but shall be eligible for re-election by the members at the Annual General Meeting of the Union. Notice of such retirements shall be sent, in writing, to the members at least fourteen days before the Annual General Meeting, with intimation of the opportunity to nominate members to fill the vacancies. Nominations for these vacancies shall be signed by the proposer, being a fully paid member of the Union, and lodged with the Secretary at least seven days before the Annual General Meeting.
39. The Board of Directors shall meet at least once every three months, or whenever summoned by the Chairman or by the Secretary, or at the request of at least two Directors. Three members shall form a quorum. A resolution in writing signed or approved by electronic communication by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted. Any officer or Director wishing to resign shall tender notice of resignation in writing or by electronic communication to the Secretary, who shall include the matter in the agenda for the next meeting of Directors.
40. The Directors shall have power:
 - (a) To promote the objects of the Company as specified in the Memorandum of Association.

- (b) To appoint sub-committees from the members of the Union, and to delegate to them such powers as are considered necessary.
- (c) To make rules for the management of the activities of the Union and to do whatever they deem necessary for the welfare thereof.
- (d) To appoint delegates as required to any governing bodies with which the Union is affiliated or associated.
- (e) To require any employee or office holder of the Union to attend meetings of the Board without the right to vote.

41.1 The Directors may at any time appoint as an additional director (such additional director being a "Co-opted Director") an individual who is willing to act as such, and who, in the opinion of the Directors, is an appropriate person for appointment as such.

41.2 There shall not be more than four Co-opted Directors in office at any one time.

41.3 At each Annual General Meeting, the Co-opted Directors shall vacate office but shall be eligible for reappointment.

42. The Company may by Ordinary Resolution, for which special notice has been given in accordance with the Statutes, remove any Director before the expiration of his or her period of office, and may by an Ordinary Resolution appoint another person in his place. The Company may also by Ordinary Resolution 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 or she had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. The provisions of this Clause are subject to Clause (35).

43. The Treasurer shall collect and receive all subscriptions and monies due to the Union and all subsidies or other payments due thereto, and shall make such payments as the Directors may direct. The Treasurer shall keep correct accounts and books showing the financial transactions of the Union, which shall be balanced as at 31st December in each year. An abstract of the Balance Sheet shall be sent to each member of the Union. The books shall be kept at the Registered Office of the Union.

44. The Directors shall appoint an appropriately qualified Independent Examiner to inspect the accounts and books pursuant to s.477 of the Act.

45. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Union, 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.

NOTICES

46. A notice may be given by the Company to any member either personally or by sending it by post to the member to his or her registered address, or by electronic communication to an address supplied by the member for the giving of notices thereto. 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 at the expiration of twenty-four hours after posting. Where a notice is sent by electronic means service of the notice shall be deemed to be effected on sending the communication properly addressed, unless within twenty-four hours a failed delivery response is received.
47. Notice of every General Meeting shall be given in the manner hereinbefore authorised to every member, except those members who have not supplied to the Union an address within the United Kingdom for the giving of notices to them. No other persons shall be entitled to receive notices of General Meetings.
48. The Directors may frame and from time to time alter bye-laws and regulations for carrying into effect more efficiently the objects for which the Union is formed, provided nevertheless that such bye-laws and regulations shall be in conformity with all statutes and enactments applicable, and that such bye-laws and regulations shall not contravene, alter, or add to the Articles without sanction of a Special Resolution of the Union.
49. The Union may be wound up voluntarily whenever a Special Resolution is passed requiring the Union to be wound up.
50. The costs, charges, and expenses of and incidental to the preparation and execution of the Memorandum and Articles of Association of the Union, and the Registration and incorporation of the Union shall be defrayed out of the funds of the Union.

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