



SHEPHERD+ WEDDERBURN

Companies Acts 1985 to 2006

Private Company Limited by Guarantee

ARTICLES OF ASSOCIATION

THE SCOTTISH HOCKEY UNION LIMITED

Company Number SC208125

Incorporated in Scotland on 14 June 2000

Amended by special resolution passed on 8 June 2013

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Companies Acts 1985 to 2006
Private Company Limited by Guarantee
ARTICLES OF ASSOCIATION
THE SCOTTISH HOCKEY UNION LIMITED
Amended by special resolution passed on 10 June 2013

PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

In the articles, unless the context requires otherwise:

“articles”	means the Union’s articles of association
“bankruptcy”	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy
“chairman”	has the meaning given in article 15
“chairman of the meeting”	has the meaning given in article 34
“Club”	means a Hockey club;
“Companies Acts”	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Union
“director”	means a director of the Union, and includes any person occupying the position of director, by whatever name called
“District”	means a regional body formed for the purpose of supporting the objectives of the Union
“District Member”	means any body enrolled as a district member pursuant to article 29.6
“document”	includes, unless otherwise specified, any document sent or supplied in electronic form
“electronic form”	has the meaning given in section 1168 of the

(2)

"Hockey"	Companies Act 2006 means the sport of hockey in all its forms in Scotland but always excluding ice hockey
"Honorary Member of the Union"	has the meaning given in article 29.5
"member"	means every person (whether legal or natural) whose name is entered in the register of members of the Union
"Nominations Committee"	means a delegated committee of the Board operating under its terms of reference
"ordinary resolution"	has the meaning given in section 282 of the Companies Act 2006
"participate"	in relation to a directors' meeting, has the meaning given in article 14
"President"	has the meaning given in article 27
"proxy notice"	has the meaning given in article 40
"Senior Staff"	means those employees of the Union who are considered to be senior by the directors (acting reasonably) from time to time
"special resolution"	has the meaning given in section 283 of the Companies Act 2006
"subsidiary"	has the meaning given in section 1159 of the Companies Act 2006
"Trustee"	shall mean any person representing a Club or Clubs
"the Union"	means The Scottish Hockey Union Limited
"Vice President"	has the meaning given in article 28
"writing"	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

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Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Union.

2. Liability of members

- 2.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Union in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:
- 2.1.1 payment of the Union's debts and liabilities contracted before he ceases to be a member,
 - 2.1.2 payment of the costs, charges and expenses of winding up, and
 - 2.1.3 adjustment of the rights of the contributories among themselves.

3. Objectives of the Union

- 3.1 The objectives of the Union shall be:
- 3.1.1 to act as the governing body for Hockey in Scotland;
 - 3.1.2 to foster, encourage and develop Hockey in Scotland;
 - 3.1.3 to do all other things necessary or desirable for the promotion of the interests of Hockey;
 - 3.1.4 to make and enforce Rules and Regulations and to formulate and issue Codes of Ethics and Conduct for participants in Hockey at all levels and to make appropriate regulations to ensure that the carrying into effect of such codes of conduct, disciplinary procedures, anti-doping programmes, measures for the proper protection of children and young persons, anti-discriminatory procedures and rules of the Union are properly observed; and to promote the observance of the said codes procedures programmes measures and rules by its members and others; and
 - 3.1.5 to ensure equality of opportunity and fair treatment of all people involved with the Union, regardless of gender, pregnancy and maternity, gender reassignment, disability, race (including ethnic background, nationality and colour), marital or civil partnership status, age, sexual orientation, religion or belief, or social background.

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- 3.2 The income and property of the Union shall be applied solely towards the promotion of the objectives set forth in the articles. No portion of the income or property of the Union shall be paid or transferred directly or indirectly by way of dividend, bonus or profit share to any member of the Union.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

4. Directors' general authority

Subject to the articles, the directors are responsible for the management of the Union's business, for which purpose they may exercise all the powers of the Union.

5. Members' reserve power

- 5.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 5.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

6. Directors may delegate

- 6.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
- 6.1.1 to such person or committee;
 - 6.1.2 by such means (including by power of attorney);
 - 6.1.3 to such an extent;
 - 6.1.4 in relation to such matters or territories; and
 - 6.1.5 on such terms and conditions;
- as they think fit.
- 6.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 6.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

7. Committees

- 7.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- 7.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

8. Volunteer contract

Each director shall upon appointment sign a volunteers' contract in the form prescribed by the Union from time to time.

DECISION-MAKING BY DIRECTORS

9. Directors to take decisions collectively

- 9.1 Any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 10.

10. Unanimous decisions

- 10.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 10.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- 10.3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- 10.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

11. Calling a directors' meeting

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- 11.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the Union secretary (if any) to give such notice.
- 11.2 Notice of any directors' meeting must indicate:
- 11.2.1 its proposed date and time;
 - 11.2.2 where it is to take place; and
 - 11.2.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 11.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 11.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Union not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

12. Attendance at a directors' meeting

- 12.1 Any director has a right to be in attendance at a directors' meeting.
- 12.2 The President and Vice President are entitled to attend and participate (but not vote) at directors' meetings and shall receive papers for such directors' meetings at the same time as they are circulated to the directors. The role of the President and Vice President at directors' meetings is to facilitate effective decision making.
- 12.3 Senior Staff are entitled to attend and participate (but not vote) at directors' meetings. The role of Senior Staff is solely to facilitate effective informed decision-making by sharing information with the meeting.

13. Quorum for directors' meetings

- 13.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 13.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is three.
- 13.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
- 13.3.1 to appoint further directors, or

13.3.2 to call a general meeting so as to enable the members to appoint further directors.

14. Participation in directors' meetings

- 14.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
- 14.1.1 the meeting has been called and takes place in accordance with the articles, and
 - 14.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 14.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 14.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

15. Chairing of directors' meetings

- 15.1 The board shall elect from its members a Chair and a Vice Chair.
- 15.1.1 The person so elected as Chair for the time being is known as the chairman.
 - 15.1.2 The Chair shall chair the meetings of the directors.
 - 15.1.3 The Vice Chair shall hold no specific functions other than to act as Chair in the event that the Chair is unable to attend a meeting of the directors.
- 15.2 In electing a Chair and Vice Chair, the directors shall consider candidates who:
- 15.2.1 are free of involvement in the Union's executive matters;
 - 15.2.2 have relevant skills and experience in chairing; and
- 15.3 In the absence of any candidate with all of the criteria set out in article 15.2, the directors shall consider such candidates as they consider appropriate.
- 15.4 The directors may terminate the Chair's and Vice Chair's appointment as Chair or Vice Chair at any time.
- 15.5 If the Chair is not participating in a directors' meeting within ten minutes of the time at which it was to start, the Vice Chair will act as chairman. Failing the attendance of both Chair and Vice Chair, the participating directors must appoint one of themselves to chair the meeting.

16. Casting vote

- 16.1 If the numbers of votes for and against a proposal are equal the director chairing the meeting has a casting vote.
- 16.2 But this does not apply if, in accordance with the articles, the person chairing the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

17. Conflicts of interest

- 17.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Union in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 17.2 But if article 17.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the Union is to be counted as participating in the decision-making process for quorum and voting purposes.
- 17.3 This paragraph applies when:
- 17.3.1 the Union by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - 17.3.2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 17.3.3 the director's conflict of interest arises from a permitted cause.
- 17.4 For the purposes of this article, the following are permitted causes:
- 17.4.1 a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Union or any of its subsidiaries;
 - 17.4.2 subscription, or an agreement to subscribe, for securities of the Union or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - 17.4.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Union or any of its subsidiaries which do not provide special benefits for directors or former directors.
- 17.5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

- 17.6 Subject to article 17.7, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- 17.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

18. Records of decisions to be kept

The directors must ensure that the Union keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

19. Directors' discretion to make further rules

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

20. Methods of appointing directors

- 20.1 Subject to the terms at article 21, any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:
- 20.1.1 by ordinary resolution, or
 - 20.1.2 by a decision of the directors.
- 20.2 Unless otherwise determined by ordinary resolution the number of directors shall be not less than eight nor more than twelve.
- 20.3 In any case where, as a result of death, the Union has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

20.4 For the purposes of article 20.3, where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

21. Composition of the board and nomination of directors

21.1 The directors should have between them an appropriate mix of skills to enable the board to function effectively and enable the Union to meet its objectives, and in line with best practice for the running of both a limited company and a sport.

21.2 The board should be comprised of no more than 75% of one gender.

21.3 Directors can be appointed:

21.3.1 following nomination by the members pursuant to articles 21.4 and 21.5, such directors being 'member nominated'; or

21.3.2 following nomination by the existing board of directors, pursuant to article 21.6, such directors being 'director-nominated'.

21.4 Member-nominated directors must be nominated by at least five members, such members being from no fewer than two Districts. In nominating directors, the members must have regard to the skills requirement set out in article 21.1 and the gender balance requirement set out in article 21.2. Such nominations should be put forward for vote at an annual general meeting of the members (in accordance with article 20.1.1).

21.5 If a member-nominated director already appointed ceases to hold office for any reason prior to the annual general meeting [and such cessation of office has the effect of reducing the number of directors below the minimum specified in article 20.2], the members are entitled to nominate a director by providing written notice (confirming compliance with the requirements of the articles and specifying the identity of the person so nominated) to the directors and any member-nominated director so appointed may be appointed by the directors (in accordance with article 20.1.2) to act as director until the next annual general meeting of the Union.

21.6 Provided:

21.6.1 the members have had regard to the matters set out in articles 21.1 and 21.2; and

21.6.2 the members have followed the appropriate procedure set out in article 21.4; and

21.6.3 that appointment of a director so nominated would not put the proportion of member-nominated directors on the board over 25%, nor the number of directors over the maximum specified in article 20.2

then the board shall not be entitled to refuse to appoint a member-nominated director.

- 21.7 Director-nominated directors must be nominated through the Nominations Committee. In nominating directors, regard must be had to the requirements of the Nominations Committee from time to time (which shall include the skills requirement set out in article 21.1 and the gender balance requirement set out in article 21.2). Such nominations should be put forward for vote at an annual general meeting of the members (in accordance with article 20.1.1).
- 21.8 If a director-nominated director already appointed ceases to hold office for any reason prior to the annual general meeting, the directors are entitled to nominate and appoint (in accordance with article 20.1.2) any person as a director as they see fit to act as director until the next annual general meeting of the Union.
- 21.9 The appointment of each director-nominated director must be ratified by members (in accordance with article 20.1.1) at the first annual general meeting following their appointment to the board as a director. If the appointment of any director appointed pursuant to article 21.8 is not so ratified, that director shall cease to be a director with effect from the close of the annual general meeting at which such ratification was withheld.
- 21.10 One member of the board will be the Chief Executive Officer, who will be:
- 21.10.1 an executive director; and
 - 21.10.2 a director appointed pursuant to articles 21.7 or 21.8 (noting that the board may delegate the identification and nomination of the Chief Executive Officer to a special nominations subcommittee, which shall act in accordance with the terms of article 21.1 and 21.2, with appropriate Human Resources advice, subject to the normal recruitment processes, and that such delegation shall not affect the validity of any appointment arising thereon in.)

22. Term of office

- 22.1 The term of office of any director will be four years. After this time there will be an option for re-appointment
- 22.1.1 in the case of member-nominated directors by following the procedure set out in article 21.4;
 - 22.1.2 in the case of director-nominated directors, by following the procedure set out in article 21.7; and

- 22.1.3 in the case of the Chief Executive Officer, by following the process set out in article 21.10 for a further four years.
- 22.2 The maximum term for any director, regardless of the process of nomination, is 12 years.
- 22.3 If a director is appointed other than at an annual general meeting the period of time from the appointment to that annual general meeting will be deemed not to form part of his directorship for the purposes of article 22.1 and article 22.2.
- 22.4 Article 22.2 shall not apply to the Chief Executive Officer.

23. Termination or suspension of director's appointment

- 23.1 A person ceases to be a director as soon as:
- 23.1.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
 - 23.1.2 a bankruptcy order is made against that person;
 - 23.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 23.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Union stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 23.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - 23.1.6 notification is received by the Union from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.
- 23.2 The board may by majority vote, (which majority shall include the vote of the director(s) subject to the vote) suspend any of its directors should the board consider that he has failed or is failing to perform his function satisfactorily. Such suspension shall be for whatever period the board may, by majority vote, decide.

24. Directors' remuneration

- 24.1 Directors may undertake any services for the Union that the directors decide.
- 24.2 Directors are entitled to such remuneration as the directors determine:

- 24.2.1 for their services to the Union as directors, and
- 24.2.2 for any other service which they undertake for the Union.
- 24.3 Subject to the articles, a director's remuneration may:
 - 24.3.1 take any form, and
 - 24.3.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- 24.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- 24.5 Unless the directors decide otherwise, directors are not accountable to the Union for any remuneration which they receive as directors or other officers or employees of the Union's subsidiaries or of any other body corporate in which the Union is interested.

25. Directors' expenses

The Union may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

- 25.1 meetings of directors or committees of directors,
 - 25.2 general meetings, or
 - 25.3 separate meetings of the holders of debentures of the Union,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Union.

PART 3

PRESIDENT AND VICE PRESIDENT

26. Appointment of President and Vice President

- 26.1 The members will nominate and, by ordinary resolution, appoint a President and a Vice President.
- 26.2 Any nomination for the President and Vice-President must be nominated by at least five members, such members being from no fewer than two districts.
- 26.3 In nominating the President and Vice President the members shall have regard to the need for the President and Vice President to have skills appropriate for the function [and for the

requirement for reasonable representation of gender in the governance structure] of the Union.

- 26.4 If the President ceases to hold the office of President for any reason prior to the annual general meeting then the Vice President will be appointed to act as President in the interim prior to the annual general meeting OR the directors may appoint any person to act as President in the interim prior to the annual general meeting.

27. President

- 27.1 The role of President from time to time will be agreed by directors (following reasonable consultation with the representatives of the members).
- 27.2 The President will serve a two year term, and can be re-appointed for a further two year term.
- 27.3 The President shall serve a maximum of four years.

28. Vice President

- 28.1 The role of Vice President from time to time will be agreed by directors following valuable consideration of the members.
- 28.2 The Vice President will serve a two year term, and can be re-appointed for a further two-year term.
- 28.3 The Vice President shall serve a maximum of four years.
- 28.4 Subject to article 26.3, the office of Vice President shall not confer on its holder the right to be appointed President.

PART 4

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

29. Applications for membership

- 29.1 No person shall become a member of the Union unless:
- 29.1.1 that person has completed an application for membership in a form approved by the directors;
- 29.1.2 the directors have approved the application; and

- 29.1.3 the directors are satisfied that the proposed member is acting as a Trustee for a Club which supports the objectives of the Union and has a Constitution acceptable to the directors.
- 29.2 The directors may admit as joint members two or more persons acting as Trustees for one Club, and may also register as a joint member any additional or replacement Trustee for a club whose Trustee has already been admitted to membership, and where two or more persons are acting as Trustees for such a Club the expressions "member" and "membership" shall be construed accordingly. Save in accordance with the provision of this article 29 the directors shall not admit to membership more than one person acting as Trustee for any one club.
- 29.3 A member of the Union may withdraw from the Union on giving not less than seven days clear notice to the Union. Withdrawal shall not be effective unless the directors are satisfied that it has been executed by a person duly authorised to act on behalf of the Club whose Trustees have been admitted to membership. Membership shall not be transferable.
- 29.4 The directors may at any time remove from membership of the Union any person upon the directors being satisfied that he or the Club which he represents is no longer fit and proper to be a member of the Union, or has ceased to exist. Any member aggrieved by such a decision shall have the right to require the directors to convene a General Meeting of the Union which may be addressed at reasonable length and at the discretion of the Chairman by the member or by a representative of the Club for which he is acting. Such a meeting shall be held at a time and place fixed by the directors, acting reasonably, but not later than one year after the date of the expulsion in question. The decision of the Union in general meeting with respect to the expulsion shall be final and binding on all concerned.
- 29.5 The directors may enroll as Honorary Members of the Union any person who in the opinion of the directors has given distinguished service to Hockey. Individuals enrolled as Honorary Members of the Union shall not by virtue of such enrolment have any liability to pay subscriptions, levies or other sums due to the Union, or have any voting rights.
- 29.6 The directors may enroll as District Members of the Union any body formed for the purpose of organizing and representing the interests of the a District and otherwise supporting the objectives of the Union and fostering and developing Hockey in Scotland.
- 29.7 Members of the Union are entitled but not bound to exercise their functions and discharge their responsibilities in terms of these articles through the District Member of the Union, if any, enrolled in respect of the District in which that member operates.

- 29.8 For the purposes of voting at any general meeting of the Union, any vote cast by a member through the appropriate District Member of the Union shall be deemed to have been cast in accordance with the proxy provisions set out at article 40. Other than in respect of this article 29.8 any District Member of the Union shall not be entitled to vote at general meetings of the Union.
- 29.9 The directors shall also have the power, at their unfettered discretion, to remove from the roll of District Members or Honorary Members of the Union any person enrolled in any of the categories referred to in this article, at anytime.

30. Termination of membership

- 30.1 A member may withdraw from membership of the Union by giving 7 days' notice to the Union in writing.
- 30.2 Membership is not transferable.
- 30.3 A person's membership terminates when that person dies or ceases to exist.

ORGANISATION OF GENERAL MEETINGS

31. Annual General Meetings

- 31.1 The Union shall hold an Annual General Meeting each year prior to 30th June at such time and place as the board shall determine.

32. Attendance and speaking at general meetings

- 32.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 32.2 A person is able to exercise the right to vote at a general meeting when:
- 32.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 32.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

- 32.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 32.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 32.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

33. Quorum for general meetings

- 33.1 The quorum for a general meeting is twenty-five members of the Company entitled to attend and vote at such general meeting in terms of the articles.
- 33.2 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

34. Chairing general meetings

- 34.1 The Chair shall chair general meetings if present and willing to do so.
- 34.2 If the directors have not appointed a Chair, or if the Chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the Vice Chair shall chair the meeting, or, if the vice chair is not available:
- 34.2.1 the directors present, or
- 34.2.2 (if no directors are present), the meeting,
- must appoint a director or member to chair the meeting, and the appointment of such chairman of the meeting must be the first business of the meeting.
- 34.3 The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

35. Attendance and speaking by directors and non-members

- 35.1 Directors may attend and speak at general meetings, whether or not they are members.
- 35.2 The chairman of the meeting may permit other persons who are not members of the Union (to include, for the avoidance of doubt, any Honorary Members of the Union or District Members of the Union) to attend and speak at a general meeting.

36. Adjournment

- 36.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- 36.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- 36.2.1 the meeting consents to an adjournment, or
 - 36.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 36.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 36.4 When adjourning a general meeting, the chairman of the meeting must:
- 36.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - 36.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 36.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Union must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 36.5.1 to the same persons to whom notice of the Union's general meetings is required to be given, and
 - 36.5.2 containing the same information which such notice is required to contain.
- 36.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

37. Voting: general

- 37.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

38. Errors and disputes

- 38.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 38.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

39. Poll votes

- 39.1 A poll on a resolution may be demanded:
 - 39.1.1 in advance of the general meeting where it is to be put to the vote, or
 - 39.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 39.2 A poll may be demanded by:
 - 39.2.1 the chairman of the meeting;
 - 39.2.2 the directors;
 - 39.2.3 two or more persons having the right to vote on the resolution; or
 - 39.2.4 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 39.3 A demand for a poll may be withdrawn if:
 - 39.3.1 the poll has not yet been taken, and
 - 39.3.2 the chairman of the meeting consents to the withdrawal.
- 39.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

40. Content of proxy notices

- 40.1 Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which:
 - 40.1.1 states the name and address of the member appointing the proxy;
 - 40.1.2 identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - 40.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 40.1.4 is delivered to the Union in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 40.2 The Union may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

- 40.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 40.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 40.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 40.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

41. Delivery of proxy notices

- 41.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Union by or on behalf of that person.
- 41.2 An appointment under a proxy notice may be revoked by delivering to the Union a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 41.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 41.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

42. Amendments to resolutions

- 42.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 42.1.1 notice of the proposed amendment is given to the Union in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - 42.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 42.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

- 42.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - 42.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 42.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 5

ADMINISTRATIVE ARRANGEMENTS

43. Means of communication to be used

- 43.1 Subject to the articles, anything sent or supplied by or to the Union under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Union.
- 43.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 43.3 A director may agree with the Union that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

44. Union seals

- 44.1 The Union shall not be obliged to have a common seal.
- 44.2 Any common seal may only be used by the authority of the directors.
- 44.3 The directors may decide by what means and in what form any common seal is to be used.
- 44.4 Unless otherwise decided by the directors, if the Union has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 44.5 For the purposes of this article, an authorised person is:
 - 44.5.1 any director of the Union;

- 44.5.2 the Union secretary (if any); or
- 44.5.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

45. No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the Union, no person is entitled to inspect any of the Union's accounting or other records or documents merely by virtue of being a member.

46. Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the Union or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Union or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

47. Indemnity

- 47.1 Subject to article 47.2, a relevant director of the Union or an associated Union may be indemnified out of the Union's assets against:
 - 47.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Union or an associated Union,
 - 47.1.2 any liability incurred by that director in connection with the activities of the Union or an associated Union in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - 47.1.3 any other liability incurred by that director as an officer of the Union or an associated Union.
- 47.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 47.3 In this article:
 - 47.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

47.3.2 a “**relevant director**” means any director or former director of the Union or an associated Union.

48. Insurance

48.1 The directors may decide to purchase and maintain insurance, at the expense of the Union, for the benefit of any relevant director in respect of any relevant loss.

48.2 In this article:

48.2.1 a “**relevant director**” means any director or former director of the Union or an associated Union,

48.2.2 a “**relevant loss**” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the Union, any associated Union or any pension fund or employees’ share scheme of the Union or associated Union, and

48.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

49. Winding up

If upon the winding up or dissolution of the Union there remains after satisfaction of all its debts and liabilities any property whatsoever or shall not be paid to or distributed among the members of the Union but given or transferred to some other body having objectives similar to the objectives of the Union and which shall prohibit the distribution of it or their income and property to an extent at least as great as is imposed on the Union under or by virtue of article 41 hereof such body or bodies to be determined by the members of the Union at or before the time of dissolution; and in the absence of such determination the said property shall be transferred and conveyed to The Scottish Sports Council Trust Company incorporated under the Companies Act in Scotland (Company Number 137068) to be used to further the development of sport in Scotland.