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**THE COMPANIES ACT 2006**

**ARTICLES AND MEMORANDUM**  
**OF ASSOCIATION**

**of**

**STRATHENDRICK AGRICULTURAL SOCIETY**

2011

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**THE COMPANIES ACT 2006**

**ARTICLES of ASSOCIATION  
of  
STRATHENDRICK AGRICULTURAL SOCIETY**

1. The company's name is Strathendrick Agricultural Society.  
(and in this document it is called the "Society"]

**Interpretation**

2. In the articles:

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;

"the articles" means these articles of association;

"the Society" means the company intended to be regulated by the articles;

"charitable purpose" shall mean 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

"charity" shall mean a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts;

"clear days" in relation to the period of a notice means a 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;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

"connected person" means the persons referred to in Section 68 of the Charities and Trustee Investment (Scotland) Act 2005;

"the directors" means the directors of the Society. The directors are charity trustees as defined by section 106 of the Charities and Trustee Investment (Scotland) Act 2005;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of The Companies Act 2006;

"the memorandum" means the Society's memorandum of association;

"officers" includes the directors and the secretary (if any);

"OSCR" means the Office of the Scottish Charity Regulator;

"secretary" means any person appointed to perform the duties of the secretary of the Society;

“the United Kingdom” means Great Britain and Northern Ireland; and words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires, words or expressions contained in the articles have the same meaning as in The Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Society.

Apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

### **Liability of Members**

3. (1) The liability of the members is limited.
- (2) Every member of the Society promises, if the Society is dissolved while he or she or it is a member or within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her or it towards the payment of the debts and liabilities of the Society incurred before he or she or it ceases to be a member, and of the costs, charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

### **Objects**

4. The Society's objects (“Objects”) are to advance citizenship and community development and to advance heritage and culture by educating the public within the area of Strathendrick and its environs in livestock breeding and animal husbandry by holding an annual agricultural show in Drymen and other events relating to agricultural and country interests and pursuits.

### **Powers**

5. The Society has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Society has power:
  - (1) to carry on activities which further the Objects;
  - (2) to raise funds. In doing so, the Society must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
  - (3) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (4) to sell, lease or otherwise dispose of all or any part of the property belonging to the Society;
  - (5) to borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation;
  - (6) to cooperate with other organisations, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (7) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - (8) to acquire and take over, merge with or to enter into any partnership or joint venture arrangement with any other charity;
  - (9) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

- (10) to employ and remunerate such staff as are necessary for carrying out the work of the Society;
- (11) to:
  - (a) deposit or invest funds;
  - (b) employ a professional fund-manager; and
  - (c) arrange for the investments or other property of the Society to be held in the name of a nominee;
- (12) 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;
- (13) to prepare, edit, print, publish, issue, acquire and circulate any literary works or matters treating of or bearing on the said research work; to establish and maintain collections of material, literature and scientific data relating thereto and to disseminate information obtained therefrom;
- (14) to encourage the discovery of, and investigate and make known the value and merits of plants, inventions, improvements, processes, materials and designs;
- (15) to enter into interest rate derivative transactions, upon such terms with or without security including charging any part of the property, of the company as the company shall think fit, and to hedge the company's exposure to fluctuations in the interest payable on borrowed monies;
- (16) to seek financial accommodation by way of overdraft, loan or otherwise, government bonds, treasury bills, exchequer bills of whatever kind, commercial bonds, commercial paper, letters of credit, leases, indemnities, or advances made to or for the accommodation or at the request of the company and to enter into currency exchange and interest rate transactions including but not limited to dealings in foreign currency, spot and forward rate exchange contracts, futures, options, forward rate agreements, swaps, caps, floors, collars and any other foreign exchange or interest rate hedging arrangement and such other instruments as are similar to, or derived from any of the foregoing for the purposes of the company on such terms and conditions as are then current;
- (17) to engage such consultants and advisers as are considered appropriate from time to time;
- (18) to effect insurance of all kinds (which may include officers' liability insurance);
- (19) to liaise with other voluntary sector bodies, local authorities, United Kingdom Government and Scottish Government departments and agencies, and other bodies, all with a view to furthering the company's objects;
- (20) to provide indemnity insurance for the directors;
- (21) to do anything which may be incidental or conducive to the furtherance of the objects.

### **Application of Income and Property**

6. (1) The income and property of the Society shall be applied solely towards the promotion of the Objects.

- (2) (a) A director is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society.
- (b) A director may benefit from trustee indemnity insurance cover purchased at the Society's expense.
- (c) A director may receive an indemnity from the Society in the circumstances specified in article 54.
- (3) None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Society. This does not prevent a member who is not a director receiving:
  - (a) a benefit from the Society in the capacity of a beneficiary of the Society.
  - (b) reasonable and proper remuneration for any goods or services supplied to the Society.

#### **Directors' Remuneration**

- 4. (1) Individual directors (and connected persons) may receive payment as permitted by the Charities and Trust Investment (Scotland) Act 2005.
- (2) The Chair of the Society shall be entitled to receive payment in terms of Article 4(1) in recognition of holding the position of Chair.

#### **Members**

- 5. (1) The subscribers to the memorandum are the first members of the Society.
- (2) Those persons who at the date of incorporation are an ordinary or life members of the unincorporated association which is also known as The Strathendrick Agricultural Society shall also be deemed to be annual or life members of the Society from the date of incorporation.
- (3) Membership is open to other individuals or organisations who:
  - (a) apply to the Society in the form required by the directors; and
  - (b) are approved by the directors.
- (4) Membership is not transferable.
- (5) The directors must keep a register of names and addresses of the members.

#### **Classes of membership**

- 6. (1) The directors may establish classes of membership (including but not limited to life and annual members) with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership but the directors may fix the levels of subscription for each class of membership.
- (3) The rights attached to a class of membership may only be varied if:-
  - (a) three-quarters of the members of that class consent in writing to the variation; or
  - (b) a special resolution is passed at a separate general meeting of

the members of that class agreeing to the variation.

- (4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

### **Termination of membership**

7. Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the Society unless, after the resignation, there would be less than two members;
- (3) the member fails to renew any annual subscription within twelve months of the date on which such subscription fell due;
- (4) the member is removed from membership by a resolution of the directors that it is in the best interests of the Society that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Society) has been allowed to make representations to the meeting.

### **General meetings**

8. (1) The Society must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
9. The directors may call a general meeting at any time.

### **Notice of general meetings**

10. (1) The minimum periods of notice required to hold a general meeting of the Society is twenty one clear days.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 17.
- (4) The notice must be given to all the members and to the directors and auditors (if any).
11. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an incidental omission by the Society.

## **Proceedings at general meetings**

12. (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
  - (a) 10 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
  - (b) one tenth of the total membership at the time  
whichever is the greater.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
- (4) A member who is in arrears with payment of his or her subscription is not entitled to vote at any general meeting until such arrears have been paid.
13. (1) If:
  - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the directors shall determine.
- (2) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
14. (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
- (3) If there is only one director present and willing to act, he or she shall chair the meeting.
- (4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
15. (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than

seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

16. (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
  - (a) by the person chairing the meeting; or
  - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
  - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
  - (b) The result of the vote must be recorded in the minutes of the Society but the number or proportion of votes cast need to be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
  - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
  - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
  - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
  - (c) The poll must be taken within thirty days after it has been demanded.
  - (d) If the poll is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
  - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

### **Content of proxy notices**

17. (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which –
  - (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or



- is authenticated in such manner as the directors may determine;  
and
- (d) is delivered to the Society in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
  - (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.
  - (4) Unless a proxy notice indicates otherwise, it must be treated as –
    - (a) 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
    - (b) 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.

#### **Delivery of proxy notices**

- 18. (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 Society by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (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.
- (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.

#### **Written resolutions**

- 19. (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
  - (a) a copy of the proposed resolution has been sent to every eligible member;
  - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

### **Votes of members**

20. Every member, whether an individual or an organisation, shall have one vote.
21. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
22. (1) Any organisation that is a member of the Society may nominate any person to act as its representative at any meeting of the Society.  
(2) The organisation must give written notice to the Society of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Society. The representative may continue to represent the organisation until written notice to the contrary is received by the Society.  
(3) Any notice given to the Society will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Society shall not be required to consider whether the representative has been properly appointed by the organisation.

### **Directors**

23. (1) A director must be a natural person aged 16 years or older and a member of the Society.  
(2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 35.
24. The number of directors shall be not less than four nor more than nine.
25. The first directors shall be those persons notified to Companies House as the first directors of the Society.
26. A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

### **Powers of directors**

27. (1) The directors shall manage the business of the Society and may exercise all the powers of the Society unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.  
(2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.  
(3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

### **Retirement of directors**

28. At the first annual general meeting all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. At each subsequent annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office.
29. (1) The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- (2) If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

### **Appointment of directors**

30. The Society may by ordinary resolution:
  - (1) appoint a person who is willing to act to be a director; and
  - (2) determine the rotation in which any additional directors are to retire.
31. No person other than a director retiring by rotation may be appointed a director at any general meeting unless:-
  - (1) he or she is recommended for re-election by the directors; or
  - (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Society is given a notice that:
    - (a) is signed by a member entitled to vote at the meeting;
    - (b) states the member's intention to propose the appointment of a person as a director;
    - (c) contains the details that, if the person were to be appointed, the Society would have to file at Companies House; and
    - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.
32. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.
33.
  - (1) The directors may appoint a person who is willing to act to be a director.
  - (2) A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation.
34. Directors shall comprise of individuals who
  - (i) reflect the interests of those bodies providing funding from time to time to the Society;
  - (ii) reflect the interests of relevant government bodies and bodies and agencies, educational establishments and other research bodies from time to time;
  - (iii) reflect the interests of end-users from time to time of the Society's research and development;
  - (iv) are representative of the Society's research programme from time to time; and/or
  - (v) have relevant scientific, commercial, industrial or management experience.

### **Disqualification and removal of directors**

35. A director shall cease to hold office if he or she:
  - (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - (2) is disqualified from acting as a trustee by virtue of the Charities and Trustee Investment (Scotland) Act 2005 (or any statutory re-enactment

- or modification of that provision);
- (3) ceases to be a member of the Society;
- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (5) resigns as a director by notice to the Society (but only if at least two directors will remain in office when the notice of resignation is to take effect); or
- (6) is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

### **Proceedings of directors**

- 36. (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any director may call a meeting of the directors.
- (3) The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- (6) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- 37. (1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
- (2) The quorum shall be three or such larger number as may be decided from time to time by the directors.
- (3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- 38. If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 39. (1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- 40. (1) A resolution in writing or in electronic form agreed by a simple majority of all the directors entitled to receive notice of a meeting of directors or of a committee of directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors or (as

the case may be) a committee of directors duly convened and held provided that:

- (a) a copy of the resolution is sent or submitted to all the directors eligible to vote; and
  - (b) a simple majority of directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

### **Delegation**

41. (1) The directors may delegate any of their powers or functions to a committee of two or more directors and give power to the committee to co-opt additional members of the Society and non-members of the Society to assist the committee to fulfil its functions but the terms of any delegation must be recorded in the minute book.
- (2) The directors may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the directors.
- (3) The directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the directors.

### **Declaration of directors' interests**

42. A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared. A director must absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any person interest (including but not limited to any personal financial interest).

### **Conflicts of interest**

43. (1) If a conflict of interest arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interest where the following conditions apply:
- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
  - (c) the unconflicted directors consider it is in the interests of the Society to authorise the conflict of interest in the circumstances

applying.

- (2) In this article a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

### **Validity of directors' decisions**

44. (1) Subject to article 44(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director;
  - (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;if without:
  - (d) the vote of that director; and
  - (e) that director being counted in the quorum.
- (2) Article 44(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 44(1), the resolution would have been void, or if the director has not complied with article 44.

### **Minutes**

45. The directors must keep minutes of all:
  - (1) appointments of officers made by the directors;
  - (2) proceedings at meetings of the Society;
  - (3) meetings of the directors and committees of directors including;
    - (a) the names of the directors present at the meeting;
    - (b) the decisions made at the meetings; and
    - (c) where appropriate the reasons for the decisions.

### **Presidents and Vice-Presidents**

46. At each Annual general meeting the members entitled to vote shall appoint an Honorary President and Honorary Vice-Presidents to serve for the ensuing year.

### **Accounts**

47. (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and following accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The directors must keep accounting records as required by the Companies Acts.

## **Annual Report and Return and Register of Charities**

48. (1) The directors must comply with the requirements of the Charities and Trustee Investment (Scotland) Act 2005 with regard to the:
- (a) transmission of the statements of account to the Society;
  - (b) preparation of an Annual Return and its transmission to OSCR
- (2) The directors must notify the OSCR promptly of any changes to the Society's entry on the Scottish Charities Register.

## **Means of communication to be used**

49. (1) Subject to the articles, anything sent or supplied by or to the Society 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 Society.
- (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.
50. Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
  - (2) must be given in electronic form.
51. (1) The Society may give any notice to a member either:
- (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it in electronic form to the member's address.
- (2) A member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society.
52. A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.
53. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
  - (b) in the case of an electronic form of communication, 48 hours after it was sent.

## **Indemnity and Insurance**

54. (1) The Society may indemnify a relevant officer against any liability incurred by him or her or it in that capacity, to the extent permitted by sections

232 to 234 of the Companies Act 2006.

- (2) The Society may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any relevant officer in respect of any relevant loss
- (2) In this article a "relevant officer" means any director or former director or secretary or former secretary of the Society and "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that officer's duties or powers in relation to the Society.

## **Rules**

- 55. (1) The directors may from time to time make such reasonable and proper rules or bye laws as they deem necessary or expedient for the proper conduct and management of the Society.
- (2) The bye laws may regulate the following matters but are not restricted to them:
  - (a) the admission of members of the Society (including the admission of organisations to memberships) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the Society in relation to one another, and to the Society's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
  - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Society in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Society.
- (5) The rules or bye laws shall be binding on all members of the Society. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

## **Dissolution**

- 56. (1) The members of the Society may at any time before, and in expectation of, its dissolution resolve that any net assets of the Society after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Society be applied or transferred in any of the following ways:
  - (a) directly for the Objects; or
  - (b) by transfer to any charity or charities for purposes similar to the Objects; or
  - (c) to any charity or charities for use for particular purposes that fall within the Objects.



- (2) Subject to any such resolution of the members of the Society, the directors of the Society may at any time before and in expectation of its dissolution resolve that any net assets of the Society after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Society be applied or transferred;
  - (a) directly for the Objects; or
  - (b) by transfer to any charity or charities for purposes similar to the Objects; or
  - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society (except to a member that is itself a charity) and if no resolution in accordance with article 55(1) is passed by the members or the directors the net assets of the Society shall be applied for charitable purposes as directed by OSCR.

**Memorandum of Association for a Charitable Company**

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE**

**Memorandum of Association of Strathendrick Agricultural Society**

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.

Name of each subscriber

Robert McCulloch

*Robert A McCulloch* ..... (signature)

Date: 24 August 2011

Craig Gowans Harrower

*[Signature]* ..... (signature)

Date: 24 August 2011

Robert John Fisher Murphy

*Robert Murphy* ..... (signature)

Date: 24 August 2011

Ronald John MacDonald

*Ronald MacDonald* ..... (signature)

Date: 24 August 2011

John McQueen

*John McQueen* ..... (signature)

Date: 24 August 2011

David Robert Steel

*David R Steel* ..... (signature)

Date: 24 August 2011