

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF

EDINBURGH CURLING CLUB LIMITED

(COMPANY NUMBER SC138893)

(THE "COMPANY")

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ARTICLES OF ASSOCIATION 01/10/2018

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EDINBURGH CURLING CLUB LIMITED (COMPANY NUMBER SC138893) (THE "COMPANY")

1. PRELIMINARY

- 1.1. The model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles (as defined below) shall not apply to the Company.
- 1.2. In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 1.3. The headings in the Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4. In these Articles, unless the context otherwise requires, references to the plural shall be deemed to include the singular and vice versa and a reference to any gender shall be interpreted to include a reference to other genders.

2. DEFINED TERMS

- 2.1. In these Articles, unless the context otherwise requires, the following definitions apply:

"Act"	the Companies Act 2006;
"Articles"	the Company's articles of association for the time being in force;
"Board of Directors (or Board)"	the board of Directors of the Company from time to time;
"Club"	the Company;
"Director"	a director of the Club from time to time who has been elected or appointed to the role in accordance with the Articles;
"Extraordinary General Meetings"	has the meaning given to it in Article 14.1;
"General Meetings"	has the meaning given to it in Article 14.1;
"Member"	an individual who becomes a member of the Club pursuant to the provisions in the Articles;

“Office Bearer”

a Director of the Club who holds one of the following positions:

- i) President;
- ii) Vice President;
- iii) Past President;
- iv) Treasurer;
- v) Secretary; or
- vi) Operations Director.

A. THE CLUB

3. CLUB NAME

- 3.1. The name of the Club is the “*Edinburgh Curling Club Limited*”.

4. OBJECTS AND POWERS

- 4.1. The objects of the Club are as follows:

- 4.1.1. to provide and promote participation in the amateur sport of curling in Edinburgh and the Lothians;
- 4.1.2. to establish, maintain and conduct clubrooms and other conveniences and generally to afford to members and invited guests all the usual privileges, advantages, conveniences and accommodation of a club; and
- 4.1.3. to hold or arrange or promote curling matches and events and offer and grant or contribute towards the provision of prizes, awards and distinctions; and
- 4.1.4. to operate curling rink facilities and amenities.

- 4.2. The Club is fully committed to safeguarding the welfare of all Members, especially children, young people and adults who have higher risk factors in its care. The Club adopts and operates both a Child and Vulnerable Adults Child Protection Policy and an Equality Policy as set down by the Royal Caledonian Curling Club, the registration body of curling.

- 4.3. The Club shall have the power to carry out any lawful activity in the furtherance of its objects set out in Article 4.1.

B. MEMBERS

5. MEMBERSHIP

- 5.1. Subject to Article 5.2, the minimum number of Members shall be 25 and the maximum number of Members shall be 2,500.

- 5.2. The Club may, by ordinary resolution at a General Meeting from time to time, increase or decrease the maximum or minimum number of Members.

6. LIABILITY OF MEMBERS

- 6.1. The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Club in the event of it being wound up while they are a Member or within one year after they cease to be a Member, for:
- 6.1.1. payment of the Club's debts and liabilities contracted before they cease to be a Member;
 - 6.1.2. payment of the costs, charges and expenses of winding up; and
 - 6.1.3. adjustment of the rights of the contributories among themselves.

7. PAYMENTS TO MEMBERS

- 7.1. Except as provided in this Article 7, no portion of the income and property of the Club shall be paid or transferred directly or indirectly by way of dividend, distribution, bonus, honoraria or otherwise howsoever by way of profit to any Member. This shall not prevent any payment in good faith by the Club of:
- 7.1.1. reasonable and proper remuneration to any Member, or for any goods or services supplied to the Club (including in course of their employment with the Club) and, where that Member is also a Director, subject to Article 22 (*Conflicts of Interest*);
 - 7.1.2. interest at a reasonable and proper rate on money lent by the Member to the Club;
 - 7.1.3. any reasonable and proper rent for premises let by the Member to the Club;
 - 7.1.4. expenditure on the Club, its activities and its Members in respect of programme funding and/or commercial revenues received in support of the functions of the Club;

and nor shall this Article 7 prevent a transfer of assets and/or funding relating to the Club to a successor body to the Club should one be established.

- 7.2. Unless payment is permitted by this Article 7, no Director may:
- 7.2.1. sell goods, services or any interest in land to the Club;
 - 7.2.2. be employed by, or receive any remuneration from, the Club; or
 - 7.2.3. receive any other financial benefit from the Club.
- 7.3. A Director may receive the following benefits from the Club:
- 7.3.1. reimbursement by the Club for, or payment out of the Club's property, reasonable expenses properly incurred by them when acting on behalf of the Club;
 - 7.3.2. payment of reasonable and proper remuneration by the Club for any goods or services supplied to the Club on the instructions of the Directors (including the service of acting as Director and services performed by a Director under a contract of employment with the Club) provided that the procedure described in Article 22

(*Conflicts of Interest*) must be followed in considering the appointment or engagement of the Director and in relation to any other decisions regarding the payment or remuneration authorised by this provision;

7.3.3. receipt of interest at a reasonable and proper rate on money lent to the Club; and

7.3.4. receipt of reasonable and proper rent for premises let to the Club.

7.4. For any transaction authorised by the proper application of Article 22 (*Conflicts of Interest*), the Director's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Club shall be disapplied.

8. WINDING UP

8.1. If any property remains after the Club has been wound up or dissolved and the debts and liabilities have been satisfied it may not be paid to or distributed among the Members but must be given to The Royal Caledonian Curling Club (Company Number SC232571), being the governing body of Curling in Scotland, for use by them in related community sports.

9. APPLICATION FOR MEMBERSHIP

9.1. 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.

9.2. The Club will keep subscriptions at levels that will not pose a significant obstacle to people wishing to become a Member.

9.3. Applicants for membership must sign and transmit to the Secretary of the Club an application for admission in such form as the Board may determine from time to time.

9.4. The Board may delegate authority to the Secretary to accept membership applications and /or may constitute a sub committee comprised of members of the Board to consider membership applications and (if such authority is so delegated) the Secretary (or as appropriate such committee) may refuse applications for membership only for good cause. Appeal against any such refusal of membership may be made to the full Board (but excluding any Directors who took the original decision to reject the application).

10. SUBSCRIPTIONS

10.1. The annual registration subscription for all categories of Member shall be such sums as the Club may in General Meeting determine from time to time and shall be payable in advance by the 15th October in each year (or such other date as the Board may determine from time to time).

10.2. If the Member has not paid their annual registration subscription within a period of fourteen days (or such longer period as the Board may determine from time to time) after it becomes due the provisions of Article 12.2 shall operate, unless reasons satisfactory to the Board of Directors for the non-payment have been given.

- 10.3. No Member in arrears with payment of their annual registration subscription shall have a voice or vote in the deliberations of the Club, nor be entitled to vote at any General Meeting of the Club, nor be allowed to compete for the medals or prizes offered at any competition nor be admitted to any of the rights or privileges of membership of the Club.

11. CATEGORIES OF MEMBERSHIP

- 11.1. The Club shall have the following categories of Members:
- 11.1.1. Ordinary Members;
 - 11.1.2. Junior Members; and
 - 11.1.3. Honorary Members.
- 11.2. The Junior and Honorary Members shall be entitled to receive notice of and attend but not vote at any General Meeting of the Members.
- 11.3. The Junior and Honorary Members shall not be deemed to be Members within the meaning of Article 5 and 6, but shall be subject to those rights and obligations contained in Articles 11.7 and 11.8.
- 11.4. **Ordinary Members** shall be those persons aged 21 years or more at 30th June following the relevant season in which they became a Member.
- 11.5. **Junior Members** shall be those persons aged less than 21 at 30th June following the relevant season in which they became a Member.
- 11.6. **Honorary Members** shall be those persons who are elected to become an Honorary Member by two thirds of the Members at a General Meeting, in recognition of being a distinguished curler, for services rendered to the Club, or to the game of curling. Honorary Members shall be exempt from the payment of the annual registration subscription.
- 11.7. The Members shall be entitled to services and benefits as provided by the Club from time to time, as specified in these Articles and in any other official publication of the Club.
- 11.8. The Members shall be deemed to have agreed to be bound by these Articles and any rules, regulations, polices and procedures issued by the Club from time to time whether or not they have signed a written statement to that effect.
- 11.9. The rights of the Member are personal, are not transferable and shall cease upon their death.

12. CESSATION OF MEMBERSHIP

- 12.1. Any Member wishing to resign must give written notice to the Secretary.
- 12.2. If any Member fails to pay their annual registration subscription within a period of fourteen days (or such longer period as the Board may determine from time to time) after it becomes due, the Secretary may without any notice to such Member terminate the membership of such Member and upon such termination the member shall cease to be a Member of the Club and shall not be entitled to any of the rights and privileges of Club membership. Any former member who has ceased to be a member under this Article may by written application to the Board appeal the decision of the Secretary and such appeal shall be dealt with by the Board in such manner as it deems appropriate.

13. EXPULSION OF MEMBERS

- 13.1. If the conduct of any Member, either in or out of the clubhouse, shall in the opinion of any Director be injurious to the character or interests of the Club, it shall be in the power of the Directors to constitute a sub committee comprised of members of the Board to consider the said conduct, following which the sub committee may recommend such Member to resign or take such disciplinary action as the sub committee thinks fit and if the Member shall refuse or delay to resign within one week from the date of the recommendation, or refuse to accept any disciplinary action recommended, the sub committee shall expel such Member and such Member shall not thereafter be allowed to enter the Club premises, provided always that such recommendation shall not be made until the Member whose conduct is under consideration has been afforded an opportunity of giving an explanation of such conduct. Appeal against any such recommendation or disciplinary action may be made to the full Board (but excluding any Directors who took the original decision to recommend resignation or disciplinary action).

C. ANNUAL GENERAL MEETINGS

14. GENERAL MEETINGS OF THE CLUB

- 14.1. The annual general meeting of the Club shall be held at such place and hour, and on such day in the month of March, April, May or September in each year as the Directors may fix ("General Meetings"). All other General Meetings shall be called extraordinary general meetings ("Extraordinary General Meetings"), and shall be held at such time and place as the Directors may fix.
- 14.2. The Directors may whenever they think fit, and they shall upon a requisition made in writing by any 25 or more Members, convene an Extraordinary General Meeting at such time and place as the Directors may fix.
- 14.3. Any requisition made by the Members shall express the object of the meeting proposed to be called, and shall be lodged at the registered office of the Club.
- 14.4. Upon the receipt of such requisition the Directors shall forthwith proceed to convene a General Meeting. If they do not propose to convene the same within ten days from the date of the requisition being left at the office, the requisitionists, or any other 25 Members may themselves convene a General Meeting.

15. PROCEEDINGS AT GENERAL MEETINGS

- 15.1. No business shall be transacted at any General Meeting unless a quorum of Members is present when the General Meeting proceeds to business. A quorum shall be 25 Members personally present.
- 15.2. General Meetings shall be called by at least 14 days' notice in writing. The Notice shall specify the place and date and the time of the meeting and the general nature of business to be transacted thereat.

- 15.3. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any Member shall not invalidate the proceedings at any General Meeting. In counting the number of days' notice to be given of any meeting the day on which the notice is served shall be excluded also the day on which the General Meeting is to be held.
- 15.4. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and annual report of the Directors, the election of the Directors and Office Bearers, the re-appointment of the retiring Auditor and any resolution to alter annual registration subscriptions.
- 15.5. If, within half an hour from the time appointed for the General Meeting, a quorum of Members is not present, the meeting, if convened upon the requisition of the Members shall be dissolved. In any other case, it shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned meeting a quorum is not present, the Members present shall form a quorum.
- 15.6. The Directors present at a General Meeting shall elect and nominate one of their number to preside as chair of the General Meeting and failing such nomination, the President, whom failing the Vice President, shall preside as chair at such General Meeting.
- 15.7. If at any General Meeting there is no such nominated chair and if the President and the Vice President are not present at the time of holding the same, the Members present shall choose someone of their number to be chair of such General Meeting.
- 15.8. The chair may, with the consent of the General Meeting, adjourn any meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 15.9. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result on the show of hands a poll of the Members present and entitled to vote at the meeting is demanded by the chair or by at least ten Members personally present.
- 15.10. A declaration by the chair that a resolution has been carried on a show of hands and an entry to that effect in the minute book of the Club signed by the chair of the General Meeting or by the chair of any subsequent meeting at which such minute is proposed for approval shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 15.11. If a poll is demanded in manner foresaid, the same shall be taken in such manner as the chair may direct, and the result of such poll shall be deemed to be the resolution of the Club in General Meeting. In case of an equality of votes, either at a meeting or a poll, the chair shall be entitled to a second or casting vote.

16. VOTES

- 16.1. Each Member eligible to vote must vote personally, and not by proxy.
- 16.2. Every Ordinary Member shall have a maximum of one vote and no other category of Member shall have a vote.
- 16.3. No Member shall be entitled to vote at any General Meeting unless all monies due from them to the Club have been paid

D.

DIRECTORS

17. DIRECTORS

- 17.1. The number of Directors shall be fixed by the Club from time to time in General Meeting. Until otherwise determined the Directors of the Club shall be 9 in number and shall consist of the Office Bearers and three Ordinary Directors.
- 17.2. All Directors must be Members of the Club and 5 Directors shall form a quorum.
- 17.3. The Directors shall be appointed by the Club at a General Meeting. The Board may also appoint a Director to fill a casual vacancy at any time in accordance with article 17.7. No Director shall be appointed by election of Members to the Board at any General Meeting unless a written proposal for their appointment signed by a Member has been submitted to the Secretary in writing not less than 21 days before the General Meeting at which they are to be proposed for election (and the Secretary has prior to the meeting confirmed with such candidate that they are willing to serve if elected). No such written proposal is required in respect of the election any Director who is retiring at the Annual General Meeting and has indicated to the Secretary that they are willing to stand for re-election.
- 17.4. The **President, Vice President** and **Past President**, shall hold office for a maximum of two years. Nominees for the post of President will ordinarily be, or have served as, a Director of Edinburgh Curling Club Limited.
- 17.5. The **Treasurer, Secretary** and **Operations Director** shall hold office until the next Annual General Meeting, but shall be eligible for re-election.
- 17.6. The **Ordinary Directors** will hold office for three years (from the date they are first elected at an Annual General Meeting) but will be eligible for re-election. The order of retiral of Ordinary Directors shall as far as possible be according to seniority of election.
- 17.7. Any casual vacancy occurring in the number of Directors may be filled by the Board nominating any Member of the Club who is willing to serve. Any director so appointed by the Board to fill a vacancy shall retire at the first Annual General Meeting following their appointment but may, if willing to serve, stand for election at that Annual General Meeting.
- 17.8. The continuing Directors for the time being may act, notwithstanding any vacancy in their body; but if the number falls below 5 they shall before transacting any business of the Club (emergencies alone excepted) fill up their number to not less than 5.

18. APPOINTMENT OF DIRECTORS

- 18.1. Nominations for the roles of President, Vice President, Treasurer, Secretary, Operations Director and Ordinary Directors shall be lodged with the Club not less than 14 days before the relevant Annual General Meeting.
- 18.2. Each nominee must be a Member of the Club and shall be made in such form as may be determined by the Board from time to time.
- 18.3. Nominations for President, Vice President, Treasurer, Secretary, Operations Director and Ordinary Directors will be considered at each Annual General Meeting and voted upon by a simple majority vote, by a count of hands or ballot of the members present in person.
- 18.4. The new President, Vice President, Treasurer, Secretary, Operations Director & Ordinary Directors will assume office from the end of the General Meeting after their successful election. A retiring President, Vice President, Treasurer, Secretary, Operations Director & Ordinary Directors (unless re-elected) will be deemed to have retired as at the end of the relevant Annual General Meeting.

19. DIRECTORS' MEETINGS

- 19.1. The Directors shall, but subject to the provisions of the Articles, regulate their mode of procedure, and shall meet as such times and places, as they may consider necessary and convenient for the transaction of business. At the first meeting of the Board following each Annual General Meeting, the Directors shall elect one of their number to chair meetings of the board until the conclusion of the next Annual General Meeting and the Director so elected shall act as chair of each Board meeting during that period. In the event that such elected chair is not present at a Board meeting, the President (whom failing the Vice President) shall chair that Board meeting.
- 19.2. All matters not unanimously agreed upon by the Directors shall be decided by a vote of the majority of those personally present, but in case the votes shall be equally divided the chair shall have a second or casting vote.
- 19.3. All proceedings at any meeting of the Directors or of a committee of Directors, and all actions of any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they, or any of them, were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 19.4. A meeting of the Directors for the time being, at which a quorum is present shall be competent to exercise all or any of the authorities powers and discretions by or under the resolutions of the Club for the time being vested in or exercisable by the Directors generally.
- 19.5. A resolution signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and may consist of several documents in the same terms each signed by one or more of the Directors.

20. POWERS OF DIRECTORS

- 20.1. A meeting of the Directors at which a quorum is present may exercise all the powers exercisable by the Directors
- 20.2. Subject to the provisions of the Act, the Articles and any Special Resolution, the Directors shall be responsible for the management of the business of the Club and may exercise all the powers of the Club for that purpose.
- 20.3. No alteration of the Articles or any Special Resolution shall invalidate any prior act of the Directors.
- 20.4. Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—
 - 20.4.1. to such person or committee;
 - 20.4.2. by such means (including by power of attorney);
 - 20.4.3. to such an extent;
 - 20.4.4. in relation to such matters or territories; and
 - 20.4.5. on such terms and conditions;as they think fit.

- 20.5. If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 20.6. The directors may revoke any delegation in whole or part, or alter its terms and conditions.

21. VACATING OFFICE

- 21.1. Subject to the provisions contained in the Act, a Director shall vacate office immediately on the earlier of the occurrence of the following:
 - 21.1.1. they resign at an Annual General Meeting and are not re-elected;
 - 21.1.2. they issue a notice, in writing, to the Secretary, confirming their resignation;
 - 21.1.3. they cease to be a Member of the Club; and
 - 21.1.4. they are disqualified or prevented from holding the office as director by law.

22. CONFLICTS OF INTEREST

- 22.1. The Directors must keep a register of Directors' interests. A Director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Club or in any transaction or arrangement entered into by the Club which has not previously been declared.
- 22.2. Whenever a Director finds themselves in a situation that is reasonably likely to give rise to a conflict of interest, they must declare their interest to the Board of Directors at the time or before discussion begins on the relevant matter unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.
- 22.3. If any question arises as to whether a Director has a conflict of interest, the question shall be decided by a majority decision of the other Directors.
- 22.4. Whenever a Director has a conflict of interest either in relation to a matter to be discussed at a meeting or a decision to be made by written resolution either the Director must comply with Article 22.5 or authorisation must be given by the unconflicted Directors under Article 22.6
- 22.5. If a Director with a conflict of interest is required to comply with this Article 22.5 they must:
 - 22.5.1. remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;
 - 22.5.2. not be counted in the quorum for that part of the meeting; and
 - 22.5.3. withdraw during the vote and have no vote on the matter.
- 22.6. When a Director has a conflict of interest which they have declared to the Board of Directors, they shall not be in breach of their duties to the Club by withholding confidential information from the Club if to disclose it would result in a breach of any other duty or obligation of confidence owed by them. The Directors have power to authorise a Director to be in a position of conflict of interest provided:
 - 22.6.1. in relation to the decision to authorise a conflict of interest, the conflicted Director must comply with Article 22.5;

- 22.6.2. in authorising a conflict of interest, the Board of Directors can decide the manner in which the conflict of interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a conflict of interest can participate in a vote on the matter and can be counted in the quorum;
- 22.6.3. the decision to authorise a conflict of interest can impose such terms as the Board of Directors thinks fit and is subject always to its rights to vary or terminate the authorisation; and
- 22.6.4. nothing in this Article 22.6 shall have the effect of allowing the Board of Directors to authorise a benefit that is not permitted in accordance with Article 7.
- 22.7. A Director shall not be accountable to the Club for any benefit which they derive from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance this Article 22 (subject to any limits or conditions to which such approval was subject).

E. GENERAL

23. NOTICES

- 23.1. A notice may be served by the Club upon any Member either personally or by sending it through the post in a prepaid letter addressed to such member at their registered address.
- 23.2. Any notice, if served by post, shall be deemed to have been received 3 days after the posting thereof.
- 23.3. If any Member does not have a registered address in the United Kingdom, a notice which is posted in a prominent place at the Club's premises shall be deemed to have been served on the Member on the day on which it is so posted.
- 23.4. In addition to the above, notice and any other document communicated to Members may be validly sent to a Member if sent by electronic means (including email) if sent to such address as the Member has notified to the Club for the purpose and any such communication.

24. ACCOUNTS AND AUDIT

- 24.1. The Treasurer of the Club shall, subject to the instructions of the Directors, receive and disburse all monies due to or by the Club and keep regular books showing the accounts and transactions of the Club. The accounts of the Club shall be made up by the Treasurer to the financial year-end date of the Club in each year. Such accounts shall be kept in accordance with the Act and audited if required in accordance with the Act and shall be presented to Members at the relevant Annual General Meeting.
- 24.2. The Auditor shall be annually appointed by the Club at the General Meeting in accordance with the Act, and shall not be a Director or retiring Director. The Directors may, in accordance with the Act, deal with appointments and resignations of Auditors between Annual General Meetings.

25. LICENCING

- 25.1. No Director, manager or employee of the Club shall have any personal interest in the sale of alcoholic liquor in or upon the Club premises, or in the profits arising from such sale.
- 25.2. Visitors shall not be supplied with alcoholic liquors in the Club premises unless on the invitation and in the company of a Member, and the Member shall, upon the admission of such visitor to the Club premises, enter their own name and the name and address of any such visitor in a book which shall be kept for the purpose, and which shall show the date of each visit. Control of said book must be GDPR compliant. Members may introduce up to 10 visitors on any one day. No alcoholic liquors shall be sold or supplied to any person under 18 years of age.
- 25.3. No alcoholic liquor shall be sold or supplied in the Club premises for consumption outwith the premises, except to a Member of the Club for consumption by him or her.
- 25.4. For the avoidance of doubt, the word "Member" in Articles 25.2 and 25.3 includes Members of any category admitted to membership in terms of these Articles.