

SC 532598

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES of ASSOCIATION
of
LINLITHGOW RUGBY CLUB LTD

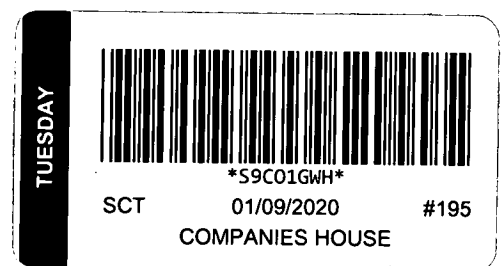


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Constitution

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

Defined terms

- 2 These Articles shall be interpreted according to the Schedule to the Articles.

Objects

- 3 The organisation's objects are:

- 3.1 the advancement of public participation in Sport, in particular:

3.1.1 to promote the practice, play and development of Rugby Football;

3.1.2 to encourage public participation in the sport of Rugby Football by all groups within the community.

- 3.2 the provision of recreational facilities, or the organisation of recreational activities, to support the development of rugby football and related physical activities with the object of improving the conditions of life, the club will encourage members of the general public, of all ages to take part in the activities offered by the Club including, but not exclusively, fitness and leisure activities.

- 4 The Company's objects are restricted to those set out in article 3 (but subject to article 5).

- 5 The Company may add to, remove or alter the statement of the Company's objects (subject to first obtaining the consent of OSCR) in article 3. On any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

Powers

- 6 The Company may carry out any activity and do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and

secure the payment of money for any purpose including for the purposes of investment or of raising funds.

Restrictions on use of the Company's assets

7 The Company is not established for private gain. The income and property shall be applied for the benefit of the public and towards promoting the Company's objects, subject to article 8. Accordingly:

7.1 no part of the income or property of the Company shall be paid or transferred (directly or indirectly) to the members of the Company, whether by way of dividend, bonus or otherwise (subject to article 8);

7.2 if on the winding-up of the Company any assets remain after satisfaction of all the Company's debts and liabilities, such assets shall not be paid to or distributed among the members of the Company but shall instead be transferred to some other charity or charities (whether incorporated or unincorporated) whose objects are similar to the objects of the Company;

7.3 the charity or charities to which property is transferred under article 7.2 shall be determined by the Company at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at that time.

7.4 to the extent that effect cannot be given to the provisions of articles 7.2 and 7.3, the relevant assets shall be applied to some other similar or charitable purpose or purposes.

8 The Company shall, notwithstanding the provisions of article 7, be entitled:

8.1 to pay a rent not exceeding the market rent for premises let to the Company by any member of the Company;

8.2 to make any transfer or payment to a member where such transfer or payment is made in direct furtherance of the objects of the Company;

8.3 to pay a reasonable salary, provide reasonable pension and/or benefits to employees of the Company; and

8.4 to reimburse out of pocket expenses to Directors, employees and volunteers.

General Structure

9. The structure of the Company consists of:

9.1. the MEMBERS – who have the right to attend, and vote at, the Annual General Meeting (and any other General Meeting) and have important powers under the articles of association and the Act; in particular, the members elect people to serve as Directors and take decisions in relation to changes to the articles themselves (the Company has different categories of membership as described in articles 19 to 20

but for the avoidance of doubt, the members of the Company for these purposes are only those with voting rights); and

- 9.2. the DIRECTORS - who hold regular meetings during the period between Annual General Meetings, and generally control and supervise the activities of the Company; in particular, the Directors are responsible for monitoring the financial position of the Company and shall be accountable to the members.

Liability of members

10. Each member undertakes that if the Company is wound up while he or she is a member (or within one year after he or she ceases to be a Director), he or she will contribute - up to a maximum of £1 - to the assets of the Company, to be applied towards:
 - 10.1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member;
 - 10.2 payment of the costs, charges and expenses of winding up; and
 - 10.3 adjustment of the rights of the contributories among themselves.
11. The Directors have certain legal duties under the Companies Acts and article 10 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

Qualification for membership

12. The members of the Company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 14 to 17.
13. Membership shall be open to all and, subject to articles 19 to 20, membership is open irrespective of age, disability, gender re-assignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex, sexual orientation, political or other opinion.

Application for membership

14. Any person who wishes to become a member must lodge with the Company, a written application for membership.
15. The Directors, or an individual to whom the task is delegated such as the Membership Secretary, shall consider each application for membership and shall, within a reasonable timescale, notify the applicant of their decision on the application.
16. No application for membership of the Company shall be refused other than on reasonable grounds.
17. If an application has been refused, an appeal may be made in writing to the Directors, who shall consider the appeal at their next meeting after the appeal is received, and who shall

respond in writing to the applicant within 21 days of the meeting. The Directors' decision on such appeals is final.

Number of members

18 The minimum number of voting members shall be 25.

Categories of membership

19 **Full Voting Members** - have full rights to use the facilities of the Company (subject to payment of the appropriate fee where applicable) and shall have the right to attend and vote at the Annual General Meeting and any other General Meetings. They include the following sub-categories:

19.1 Honorary Vice Presidents – proposed by the directors based on exceptional service to the Company and elected by the members at the Annual General Meeting. No subscription is payable;

19.2 Honorary Life members - appointed by the Directors on the basis of distinguished service to the Company or position or status within the game of Rugby Football, provided that no more than one such membership is awarded in each financial year. No subscription is payable;

19.3 Life Members and 2020 Members - members who took advantage of previous multi-year membership schemes. This sub-category is now closed to new entrants;

19.4 Full Non-Playing members - anyone accepted into membership by the Directors, having followed the due process and having paid the appropriate annual subscription;

19.5 Playing members over the age of 23 - any player who is aged 23 years on 1st October in any year of subscription accepted into membership by the Directors, having followed the due process and having paid the appropriate annual subscription;

19.6 Playing members over the age of 18 and under 23 - any player who is aged over 18 and under 23 years on 1st October in any year of subscription accepted into membership by the Directors, having followed the due process and having paid the appropriate annual subscription;

19.7 Family members (one voting member per family) - Family membership shall be available to spouse/partners and their children under the age of 23 on payment of a single annual Family subscription; Family members are entitled to attend Annual General Meetings or other General Meetings, but only one person, aged 18 or over, per family membership is entitled to vote at the meeting; and

19.8 Corporate members (one vote per organisation) - Corporate Membership may be made available to any business or organisation sponsoring the activities of the Company; The Corporate Member shall appoint one person as its nominated

representative entitled to one vote at the Annual General Meeting and any General Meetings and up to two persons to use the facilities of the Company.

20 **Full Non-Voting members** - have full rights to use the facilities of the Company (subject to payment of the appropriate fee where applicable) and shall have the right to attend the Annual General Meeting and any other General Meetings but shall not have the right to vote. They include the following sub-categories:

20.1 **Social members** - Social Members are non-playing members who otherwise have the right to use the facilities of the Company. They shall have the right to attend the Annual General Meeting and any other General Meetings but shall not have the right to vote. The total number of Social Members must not exceed one third of the total number of Full Voting Members at any time. The number of Social Members shall be reviewed at each Annual General Meeting;

20.2 **Youth Playing members under the age of 18** - Any player who is aged under 18 years on 1st October in any year of subscription elected by the Directors having followed the due process and having paid the appropriate annual subscription. Youth Playing Members under 18 shall have the right to use the facilities of the Company when accompanied by a Full Voting Member and shall have the right to attend the Annual General Meeting and any other General Meetings but shall not have the right to vote;

20.3 **Family members (excluding the voting member)** – see article 19.7; and

20.4 **Affiliated Club members** – the Directors may grant a related sports or community organisation Affiliate Club Membership of the Company. This shall give their members Non-Voting Membership status for any visits to the Company's premises only at times agreed by the Directors and provided that they abide by the articles and Rules of Linlithgow RFC and that a Full Voting Member is present at all times. As Affiliated Club Members they shall have access to the Company's social facilities for the duration of their visit. Affiliated Club Memberships shall be reviewed at each Annual General Meeting.

Membership subscription

21 Any initial subscription shall be due at the point of becoming a member and the annual subscription shall be due on or before 1st October in each year. The amount of the subscription for each sub-category of membership shall be fixed by the members at the Annual General Meeting.

Register of Members

22 The Directors shall maintain a register of all members (with the exception of Affiliated Club Members), setting out the full name and address of each member, the date on which he she or it was admitted to membership, the sub-category of membership and the date on which any person or organisation ceased to be a member.

Withdrawal from membership

- 23 Any person who wishes to withdraw from membership shall sign, and lodge with the Company, a written notice to that effect; on receipt of the notice by the Company, he or she shall cease to be a member.

Expulsion from membership

- 24 The Directors may expel any member whose subscription is not paid within the period of two months from the day it becomes due provided reasonable notice has been provided.
- 25 The Directors may by ordinary resolution expel any member whose conduct is in breach of the Company's Rules or could bring the Company into disrepute provided that the following procedures have been observed:
- 25.1 reasonable notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
 - 25.2 the member concerned will be entitled to be heard on the resolution at the Directors' meeting at which the resolution is proposed; and
 - 25.3 the member concerned, if expelled, may appeal the decision to the members. The member in question shall give written notice of his / her intention to appeal the decision to the Directors and the procedure in article 26 shall be followed.
- 26 Any person may be expelled from membership by special resolution (see article 39), providing the following procedures have been observed:
- 26.1 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion; and
 - 26.2 the member concerned shall be entitled to be heard on the resolution at the General Meeting at which the resolution is proposed.

Termination/transfer

- 27 Membership shall cease on death.
- 28 A member may not transfer his/her/its membership to any other person or organisation.

DECISION MAKING BY THE MEMBERS

General Meetings (meetings of members)

- 29 The Directors shall convene an Annual General Meeting in each year (but excluding the year in which the Company is formed unless they choose to do so); the first Annual General Meeting shall be held not later than 18 months after the date of incorporation of the Company.

- 30 Not more than 15 months shall elapse between one Annual General Meeting and the next.
- 31 The business of each Annual General Meeting shall include:
- 31.1 a report by the Directors on the activities of the Company;
 - 31.2 consideration of the annual accounts of the Company;
 - 31.3 the election/re-election of Directors, including a chair / President, Director of Rugby, Director of Youth Rugby, Director of Operations, Director of Finance and such other Directors as deemed appropriate; and
 - 31.4 the election of Honorary Vice Presidents.
- 32 The Directors may convene an Extraordinary General Meeting at any time.
- 33 The Directors must convene an Extraordinary General Meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

Notice of General Meetings

- 34 At least 14 clear days' notice must be given of an Annual General Meeting or Extraordinary General Meeting.
- 35 The reference to "clear days" in article 34 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
- 36 A notice calling a meeting shall specify the date, time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
- 37 A notice convening an Annual General Meeting shall specify that the meeting is to be an Annual General Meeting; any other General Meeting shall be called an Extraordinary General Meeting.
- 38 Notice of every General Meeting shall be given:
- 38.1 in hard copy form on the Company's notice board;
 - 38.2 in writing or, (where the individual to whom notice is given has notified the Company of an address to be used for the purpose of electronic communication) in electronic form; or
 - 38.3 (subject to the Company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.

Special resolutions and ordinary resolutions

- 39 For the purposes of these articles, a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at a General Meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 34 to 38; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 40 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the Company, by special resolution:
- 40.1 to alter its name;
 - 40.2 to alter any provision of these Articles or adopt new articles of association; or
 - 40.3 to voluntarily wind up the Company.
- 41 For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at a General Meeting, providing proper notice of the meeting has been given in accordance with articles 34 to 38.

Written resolutions

- 42 A resolution agreed to in writing (including by e-mail) by all the members will be as valid as if it had been passed at a General Meeting; the date of the resolution will be taken to be the date on which the last member agreed to it and it must be unanimous.

Procedure at General Meetings

- 43 No business shall be dealt with at any General Meeting unless a quorum is present; the quorum for a General Meeting shall be 20 individuals entitled to vote (each being a voting member or a proxy for a member).
- 44 If a quorum is not present within 15 minutes after the time at which a General Meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- 45 The chair / president of the Company shall (if present and willing to act as chairperson) preside as chairperson of each General Meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the members present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 46 The chairperson of a General Meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.

- 47 Every individual member shall have one vote only, regardless of whether that individual is a member under more than one category of membership, which vote (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
- 48 Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
- 48.1 shall lodge with the Company, at the Company's registered office, or such address as may be specified in the notice of the General Meeting, a written instrument of proxy (in such form as the Directors require), signed by him/her; or
- 48.2 shall send by electronic means to the Company, at such electronic address as may have been notified to the members by the Company for that purpose, an instrument of proxy (in such form as the Directors require).
- 49 Any instrument of proxy as described in article 48 must be received by the Company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
- 50 An instrument of proxy which does not conform with the provisions of article 48, or which is not lodged or sent in accordance with the provisions of article 49, shall be invalid.
- 51 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 52 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the Company.
- 53 A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the Company at the Company's registered office, or such address as may be specified in the notice of the General Meeting, (or, where sent by electronic means, was received by the Company at the address notified by the Company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
- 54 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall not be entitled to a casting vote.
- 55 A resolution put to the vote at a General Meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as members or proxies for members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

- 56 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

DIRECTORS

Number of Directors

- 57 The minimum number of Directors shall be 5 and the maximum shall be determined from time to time by the Directors.

Eligibility

- 58 A person shall not be eligible for election/appointment as a Director unless he/she is a voting member of the Company and is not disqualified from so acting under the Company Directors Disqualification Act 1986 or otherwise by law.

Election, appointment, retiral and re-election

- 59 At each Annual General Meeting, the members may (subject to article 58) elect any member (providing he/she is willing to act) to be a Director.
- 60 The Directors may at any time appoint any member (providing he/she is willing to act) to be a Director (subject to article 58).
- 61 At each Annual General Meeting, all of the Directors, whether appointed at the previous Annual General Meeting or an Extraordinary General Meeting or appointed by the Directors under article 60, shall retire from office and shall then be eligible for re-election.

Termination of office

- 62 A Director shall automatically vacate office if:
- 62.1 he/she ceases to be a Director through the operation of any provision of the Act or becomes prohibited by law from being a director;
 - 62.2 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;
 - 62.3 he/she ceases to be a voting member of the Company;
 - 62.4 he/she resigns office by notice to the Company;
 - 62.5 he/she is absent (without permission of the Directors) from more than three consecutive meetings of the Directors, and the Directors resolve to remove him/her from office; or
 - 62.6 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

Register of Directors

- 63 The Directors shall maintain a register of Directors, setting out full details of each Director, including the date on which he/she became a Director, any office held by him/her in the Company and also specifying the date on which any person ceased to hold office as a Director.

Powers of Directors

- 64 Subject to the provisions of the Companies Acts and these Articles, and subject to any directions given by special resolution, the Company and its assets and undertaking shall be managed by the Directors, who may exercise all the powers of the Company.
- 65 A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

Conduct of Directors

- 66 Each of the Directors shall, in exercising his/her functions as a Director of the Company, act in the interests of the Company; and, in particular, must:
- 66.1 seek, in good faith, to ensure that the Company acts in a manner which is in accordance with its objects;
 - 66.2 promote the success of the Company;
 - 66.3 exercise independent judgement;
 - 66.4 act with the due care and diligence which it is reasonable to expect of a person who is managing his or her own affairs; and
 - 66.5 in circumstances giving rise to the possibility of a conflict of interest between the Company and any other party:
 - 66.5.1 put the interests of the Company before that of the other party, in taking decisions as a Director; and
 - 66.5.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the Company and refrain from participating in any discussions or decisions involving the other Directors with regard to the matter in question.
 - 66.6 ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005

Conflicts of interest

- 67 Whenever a Director finds himself or herself in a situation where a personal interest is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors.

- 68 For the purposes of the preceding article, a Director shall be deemed to have a personal interest in a Company matter if any partner or close relative of his or hers or any firm of which he or she is a partner or any limited company of which he or she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him or her for the purposes of the Companies Acts), has an interest in that matter.
- 69 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.
- 70 Whenever a matter is to be discussed at a meeting or decided and a Director has a Conflict of Interest in respect of that matter then, unless the Directors decide otherwise, he or she must:
- 70.1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;
 - 70.2 not be counted in the quorum for that part of the meeting; and
 - 70.3 withdraw during the vote and have no vote on the matter.

Procedure at Directors' meetings

- 71 Any Director may call a meeting of the Directors or request the secretary (if any) to call a meeting of the Directors. Notice of the meeting shall be given to all Directors with reasonable notice, normally a minimum of seven days.
- 72 Questions arising at a meeting of the Directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- 73 No business shall be dealt with at a meeting of the Directors unless a quorum is present; the quorum for meetings shall be three.
- 74 If at any time the number of Directors in office falls below the number fixed as the quorum, the remaining Director(s) may act only for the purpose of filling vacancies or of calling a General Meeting; in the event that the Directors are unable to fill sufficient vacancies to achieve a quorum within fourteen days of the number of Directors in office falling below the number fixed for a quorum, then the Directors shall call a General Meeting immediately.
- 75 Unless he or she is unwilling to do so, the chair / president of the Company shall preside as chairperson at every Directors' meeting at which he or she is present; if the chair / president is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the Directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 76 The Directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the Directors; for the avoidance of doubt, any such person who is invited to attend a Directors' meeting shall not be entitled to vote.

Directors may delegate

- 77 The Directors may delegate any of their powers:
- 77.1 to any member (providing he/she is willing to act) e.g. to act as Membership Secretary or Mini Rugby Coordinator;
 - 77.2 to any sub-committee consisting of one or more Directors and such other persons as the Directors may determine.
- 78 Any delegation of powers under article 77 may be made subject to such conditions as the Directors may impose and may be revoked or altered.
- 79 The rules of procedure for any sub-committee shall be as prescribed by the Directors.

Secretary

- 80 The Directors may appoint a company secretary, and on the basis that the term of office, remuneration (if any) and other terms and conditions attaching to the appointment of the company secretary shall be as determined by the Directors. The company secretary may be removed by the Directors at any time.

Minutes

- 81 The Directors shall ensure that minutes are made of all proceedings at General Meetings, Directors' meetings and meetings of sub-committees. A minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

ACCOUNTING, ADMINISTRATION AND INDEMNITY

Operation of bank accounts and financial limits

- 82 The signatures of two out of the signatories appointed by the Directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Company; at least one out of the two signatures must be the signature of a Director.
- 83 Where the Company uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in article 82.
- 84 Subject to articles 85, 86 and 87, the Directors shall have the power from time to time to spend or borrow on interest on behalf of the Company a sum or sums of money not exceeding £25,000 for any one project.
- 85 The Directors shall not authorise more than one such project referred to in article 84 requiring expenditure in excess of £10,000 in any six month period without approval by the members at a General Meeting.

- 86 Any project requiring expenditure of more than £25,000, irrespective of whether the project is being funded by the Company or borrowing or external grants, is subject to approval by the members at a General Meeting.
- 87 Any loan requiring security over the Company's assets is subject to approval by the members at a General Meeting.

Accounting records and annual accounts

- 88 The Directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 89 The Directors shall prepare annual accounts, complying with all relevant statutory requirements.

Notices

- 90 Any notice which requires to be given to a member/Director under these Articles shall be given either in writing or by electronic means; such a notice may be given personally to the member/Director or be sent by post in a pre-paid envelope addressed to the member/Director at the address last intimated by him/her to the Company or (in the case of a member/Director who has notified the Company of an address to be used for the purpose of electronic communications) may be given to the member/Director by electronic means.
- 91 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 92 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent.

Indemnity

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

SCHEDULE
INTERPRETATION

Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
1.1 "Act"	Companies Act 2006
1.2 "Address"	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;
1.3 "Articles"	the Company's articles of association;
1.4 "Charitable purpose"	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;
1.5 "Charity"	means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
1.6 "Clear Days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.7 "Companies Acts"	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;
1.8 "Company"	Linlithgow Rugby Club Ltd;
1.9 "Conflict of Interest"	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company;

1.10	“Director”	a director of the Company, and includes any person occupying the position of director, by whatever name called;
1.11	“Document”	includes, unless otherwise indicated, any document sent or supplied in Electronic Form;
1.12	“Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.13	“Hard Copy Form”	has the meaning given to it in the Companies Act 2006;
1.14	“Memorandum”	the Company’s memorandum of association;
1.15	“OSCR”	means the Office of the Scottish Charity Regulator;
1.16	“Property”	any property, heritable or moveable, real or personal, wherever situated;
1.17	“Secretary”	the secretary of the Company (if any);
1.18	“transfer”	includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property; and
1.19	“Writing”	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.

2. Subject to clause 3 of this Schedule, any reference to a provision of any legislation in the Articles shall include any re-enactment or statutory amendment in force from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Acts as in force on the date when these Articles become binding on the Company.