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*G. McDonald* XGM

THE COMPANIES ACTS 1985 and 1989

Company Limited by Guarantee and not having a Share Capital



MEMORANDUM OF ASSOCIATION

OF

THE SCOTTISH MOTOR TRADE ASSOCIATION LIMITED

- 1 The name of the Company is "THE SCOTTISH MOTOR TRADE ASSOCIATION LIMITED" (hereinafter called the "Association".)
- 2 The Registered Office of the Association will be situated in Scotland.
- 3 The objects for which the Association is established are:
  - (a) To encourage, promote and protect the Motor Trade, which expression includes the trade of manufacturers of and traders in vehicles of every description, constructed so as to progress by means of any kind of mechanical power, and manufacturers of and traders in all component parts thereof, and all accessories thereto respectively, and all ancillary and allied trades; and to establish a fund for the benefit of its Members who may be involved in litigation or threatened litigation in matters in which the Motor Trade is interested, and to assist such Members in obtaining skilled evidence or otherwise.
  - (b) To give facilities for ascertaining the views of the Motor Trade as regards matters directly or indirectly affecting that trade, and to confer with any public bodies, companies, clubs or others with reference thereto and to effect insurance against risks of all kinds.
  - (c) To originate and promote changes in the law, and to support or oppose alterations therein, and to effect improvements in

administration, and for the purposes aforesaid to petition Parliament and take such other steps and proceedings as may be deemed expedient.

- (d) To afford advice to and diffuse information amongst its Members generally on all matters affecting the Motor Trade, and to print, publish, issue, circulate and give access to such papers, periodicals, books, circulars and other literary undertakings as may seem conducive to any of the objects of the Association.
- (e) To improve the technical and general knowledge of the Motor Trade, and to promote just and honourable practice in the conduct of business and to suppress malpractices.
- (f) To obtain special advantages for its Members.
- (g) To consider questions affecting the Motor Trade, and to procure the delivery of lectures on subjects of interest to such trade.
- (h) To cultivate reciprocal relations with kindred institutions.
- (i) To form a collection of models, designs, drawings and other articles of interest in connection with the Motor Trade.
- (j) To promote the adoption of equitable forms of contracts and other documents used in the Motor Trade, to secure fair and equitable treatment of the Members by those with whom they have dealings, to encourage the settlement of disputes by arbitration, and to nominate arbiters and umpires on such terms and in such cases as may seem expedient.
- (k) To encourage inventions which may seem capable of being used by the Motor Trade.

- (l) To conduct, hold and promote shows, exhibitions, competitions, races, trials or matches connected with the Motor Trade generally, and to contribute towards prizes, cups, stakes and other rewards.
- (m) To adopt such means of making known any of the objects of the Association as may seem expedient.
- (n) To acquire by purchase, exchange, lease, hiring or otherwise, any land, buildings, machinery, plant or other property desirable to be acquired for any of the purposes of the Association.
- (o) To enter into any arrangement with any Governments or authorities (local, supreme or otherwise) that may seem to be conducive to the Association's objects or any of them, and to obtain from them and exercise any rights, privileges, licences and concessions which may seem desirable.
- (p) To raise or borrow money and secure its repayment in any manner whatsoever and to make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments, and to grant receipts.
- (q) To apply the money of the Association in or towards the establishment, maintenance, benefit or extension of any association, institution, fund, exhibition or show, intended to advance the interests of the Motor Trade, and to contribute to any fund raised by public subscription for any purposes whatever or to any charitable object.
- (r) To form, establish and bring out, or assist in bringing out any other companies or company with limited liability, having objects

similar, or partly similar, to those of the Association, including, without prejudice to the foregoing generality, an independent insurance company and a company to organise and promote The Scottish Motor Show and other shows, seminars and conferences throughout Scotland or elsewhere; and to subscribe for and to take shares or debentures, bonds or obligations of any such companies or company, and guarantee the payment of any securities issued by any such company; to subscribe for, acquire and hold shares, stock or debentures of any company foresaid or any other company or undertaking in which the Association is or may be interested; to take part in the management, supervision and control of the business or operations of any such company or undertaking, and for that purpose to appoint and remunerate any directors, trustees, solicitors, accountants or other experts or agents; and to guarantee payment of any securities issued by or any other obligations of any company or undertaking foresaid and that by pledging any part of the assets of the Association or by granting any type of security, heritable or moveable (including a floating charge) thereover.

- (s) To invest monies not immediately required for the purposes of the Association, and to lend money at interest upon securities or otherwise.
- (t) To do all such lawful things as the Association may deem incidental or conducive to the attainment of any of the aforesaid objects, and either alone or in conjunction with, or as factors,

agents or trustees for, other companies, firms or individuals, and so that in carrying out any of the objects of the Association, regard shall be had to the interest of the Members generally. Provided nevertheless that nothing herein contained shall be deemed to authorise the Association to act as or carry on the business of a trades union.

- (u) To participate in and to belong to (in either case whether directly or indirectly) any National Joint Council for the retail motor trade or other joint negotiating body or procedure from time to time replacing or supplementing the same, and therein and generally to be concerned with and to undertake on behalf of its members as employers the negotiation with employees or their trade unions or other representative organisations, and the regulation of, wages and working conditions and the general relations between employers and employees within the retail motor trade.
4. To lend or advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the foregoing generally any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Association), to enter into guarantees, contracts of indemnity and suretyships of all kinds to recover money on deposit or loan upon any terms, and to secure or guarantee in any manner or upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the foregoing generally any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
  5. The liability of the members is limited.
  6. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up, during the time

that he is a Member, or within one year afterwards, for paying off the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding £1.

WE, the several persons whose Names and Addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association.

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**Names, Addresses and Description of Subscribers**

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J H PATERSON, Director of Public Company, 10 Bon Accord Street, Aberdeen.

W L SLEIGH, 27 Hatton Place, Edinburgh. Managing Director of Motor Company.

THOMAS SHAW, Woodfield, Wormit, Fifeshire. Director of Motor and Cycle Company.

JOHN LOVE, Bennoch Road, Kirkcaldy of Love's Automobile Company, Motor Manufacturer.

W MCLEAN, 6 Oakfield Terrace, Hillhead, Glasgow, Motor Manufacturer.

JOHN A PEACOCK, of Peacock's Autocar Company, Exchange Square, Glasgow.

T M SLEIGH, of 151 Bruntsfield Place, Edinburgh, Director of Motor Company.

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Dated 31st day of May 1905. Witness to the above signatures: -

W M Thomson, Salesman, 5 W Standhope Place, Edinburgh witness to T M Sleigh's signature.

James Duff, Clerk, 32 Reform Street, Dundee, witness to Thomas Shaw's signature.

William Fagan, Engineer, 49 Pratt Street, Kirkcaldy, witness to John Love's signature.

S K Lawrie, Clerk, 84 Paisley Road West, Glasgow, witness to W McLean's signature.

D M Mohr, Clerk, 7 Millbrae Crescent, Langside, Glasgow, witness to J A Peacock's signature.

C H Gardner, Typist, 12 Claremont Terrace, Edinburgh, witness to W L Sleigh's signature.

John M Smart, Cashier, 42 Chapel Street, Aberdeen, witness to J H Paterson's signature.

**THE COMPANIES ACTS 1985 and 1989**

**Company Limited by Guarantee and not having a Share Capital**

**ARTICLES OF ASSOCIATION  
OF  
THE SCOTTISH MOTOR TRADE ASSOCIATION LIMITED**

**WORDS AND MEANINGS**

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite them respectively in the second column hereof, insofar as not inconsistent with the subject or context:

<b>Associate Member</b>	<b>A person qualified to be an Associate Member in terms of Article 6(b) hereof.</b>
<b>Affiliate</b>	<b>A person qualified to be an Affiliate of the Association in terms of Article 5 hereof.</b>
<b>The Act</b>	<b>The Companies Act 1985 (as amended by subsequent legislation).</b>



<b>The Association</b>	<b>The Scottish Motor Trade Association Limited.</b>
<b>"The Board"</b>	<b>The Board as provided for in terms of Article 20 hereunder.</b>
<b>The Council</b>	<b>The Council of the Association constituted in terms of the articles of association applicable immediately prior to the adoption of these presents.</b>
<b>"The Director"</b>	<b>The Executive Director or the Managing Director or the Chief Executive of the Association, as appropriate.</b>
<b>"The Executive"</b>	<b>The President, Vice President, Treasurer, the Immediate Past President and the Director of the Association.</b>
<b>The Members</b>	<b>Ordinary Members and Associate Members together.</b>
<b>The Office</b>	<b>The Registered Office of the Association.</b>
<b>Ordinary Member</b>	<b>A person qualified to be an Ordinary Member in terms of Article 6 (a) hereof.</b>
<b>These presents</b>	<b>These Articles of Association.</b>

**The Seal**

**The Common Seal of the Association.**

**Scotsure**

**Scotsure Insurance Company Limited, a company incorporated under the Companies Acts with registered number SC127665 and having its registered office at 3 Palmerston Place, Edinburgh.**

**In writing**

**Written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form.**

**"Year"**

**the year ending on 31st March in each year.**

**Words importing singular number shall include the plural number and vice versa;**

**"Person" or "persons", or words importing such, shall include firm, society, clubs, corporations or any incorporated or unincorporated body;**

**Words importing the masculine gender only shall include the feminine gender and vice versa.**

**Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents are adopted shall be binding on the Association and shall, if not**

inconsistent with the subject or context, bear the same meanings in these presents.

## **MEMBERS**

2. There shall be not less than 2 members.
3. The provisions of Section 352 of the Act shall be observed by the Association.
4. Any person duly qualified in terms of these presents may be admitted to membership and shall be entered in the register of Members accordingly.
5. It shall be lawful for the directors to provide for the admission of such persons as they may think fit to be Affiliates of the Association and for the rights, duties and liabilities (if any) of such Affiliates but so that such persons shall not by virtue of being Affiliates as aforesaid be members of the Association and their rights (if any) shall not include a right to speak or vote at general meetings of the Association. The Secretary shall keep an accurate register of such Affiliates of the Association.
6. The qualifications for membership shall be as follows:
  - (a) Ordinary Members will comprise of inter alia car distributors, dealers, used car dealers, car repairers, motor cycle dealers, parts suppliers, petrol retailers, specialist repairers (including without prejudice to the foregoing, electrical, body and paint, radiator, exhaust, engine reconditioners, radio and component fitters and suppliers), MOT station proprietors, break-down specialists, caravan retailers, hire-drive companies, valeting companies, body protection specialists, wind-screen

replacement specialists and sun-roof installers and such others as the Board may from time to time determine.

(b) Associate Members will comprise of inter alia manufacturers of cars, equipment and other associated products, oil companies, H.P. companies, warranty companies, insurance companies, auction companies, banks, leasing companies and trade press publications, education and training providers and such others as the Board may from time to time determine.

7. Subject to the provisions of the Act, the Board shall have the power to clarify or amplify the qualifications for Membership of Ordinary Members and/or Associate Members as necessary from time to time.
8. Applications for membership shall be made in such form as the Board may require. Without prejudice to any other requirements which the Board may lay down, the application form shall require to be signed by the applicant and by two members of the Association and shall be accompanied by such entrance fee and such subscription fee as are in force for the time being.
9. The Board shall have the sole right to determine the manner of admission, to admit or reject applications and also to determine as to the class of membership as the case may be in respect of each application made to the Board. The Board shall have complete discretion as to such determination and shall be under no obligation to furnish such applicant with any reasons for their decision.
10. The Board shall lay down from time to time conditions of membership for branches, subsidiaries and members of recognised trading groups.

11. The Board in its sole discretion from time to time shall determine the entrance fee payable by Ordinary Members, Associate Members and Affiliates.
12. The Board shall from time to time determine the annual subscription payable by Ordinary Members, Associate Members and Affiliates.
13. All annual subscriptions shall be due on 1st April in each year. Any Member whose subscription is in arrears may in the sole discretion of the Board be struck off the Register of Members and cease to be a member of the Association without further notice.
14. (a) At any time during the year, the Board in their sole discretion shall, in the event that they find a Member or Affiliate in breach of any rules or regulations contained in these presents or promulgated by the Board from time to time or passed by the Members in general meeting: -
  - (i) issue a severe reprimand to such Member or Affiliate;
  - (ii) suspend the membership of such Member or Affiliate forthwith for such period as the Board shall consider appropriate in the circumstances; or
  - (iii) terminate the membership of such Member or Affiliate forthwith or on giving such period of notice as the Board shall consider appropriate in the circumstances.

The Board shall have complete discretion as to such determinations and shall be under no obligation to furnish such Member with any reasons for their decision. The Board may require a Member whose membership is under review to appear in person before it on giving ten working days notice. (In the event of such Member not being an individual a representative of such Member may be required to appear.) A Member whose

membership the Board has decided to terminate may in the discretion of the Board be offered new membership in a different class.

The Board may form a disciplinary committee in accordance with Article 26(f)(ii) hereof, which committee shall review cases where a Member is considered to be in breach as aforesaid and shall recommend to the Board such sanction (if any) as it shall consider should be imposed upon such member.

- (b) The Association shall be entitled to impose a fine or other penalty on a Member who is in breach of the Association's Rules from time to time in force or in breach of the Code of Practice for the motor industry or who brings the Association into disrepute as the Association in its sole discretion may determine. Any Member who resigns, or is expelled, from the Association will remain liable for any fines or penalties so imposed in respect of any act or omission occurring during his membership of the Association.

15. Membership of the Association shall not be transferable. Membership and all interests any member may have in the funds and property of the Association and monies paid by him thereto shall cease: -

- (a) On his attempting any such transfer.
- (b) On his ceasing to possess the qualifications for membership specified in these presents.
- (c) In the case of a Member not being an individual on the winding up, liquidation or receivership of such member and in the case of a Member being an individual on his bankruptcy or death; but in the case of a reconstruction of any Member not being an individual, the Board may admit successors as a

Member in place of the predecessor on such terms as the Board may in its sole discretion determine.

(d) If a Member gives notice in writing to the Association of his intention to withdraw or resign from membership, or if he is expelled in terms of Article 14.

16. Every Member shall further to the best of his ability the objects, interest and influence of the Association.

#### LOCAL CENTRES

17. The Board may create local centres of the Association in any area or district of Scotland and shall also have power to dissolve such centres, provided any decision of the Board dissolving any centre may be amended or annulled by special resolution of the Association in general meeting.

18. The Board shall in its sole discretion determine the rules and regulations by which local centres shall be constituted and their affairs carried on from time to time.

#### BOARD

19. The business of the Association shall be managed by the Board who may appoint officials who may or may not be Members of the Association and fix their remuneration and expenses and generally may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by the Act or by these presents required to be exercised or done by the Association in general meeting; subject nevertheless to any regulations in terms of these presents and in conformity with the provisions of the Act as may be prescribed by the

Association in general meeting from time to time, but no such regulation made by the Association in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The Board may delegate all or any of its powers to the Executive.

20. The Board shall comprise:

- (a) the President, Vice President and Treasurer ("the Officers") who must be elected from the Ordinary Members by the Association at an annual general meeting and hold office until after the second annual general meeting after their election and may be re-elected;
- (b) the Director of the Association;
- (c) Chairman or such other Director of Scotsure (as appointed by the Board and Scotsure in consultation, such appointment to be ratified at each annual general meeting);
- (d) The Immediate Past President of the Association;
- (e) Five members who must be elected from the Ordinary Members by the Association at the Annual General Meeting for two years until after the second annual general meeting after their election and may be re-elected (the "Elected Members");
- (f) One person elected by the Board who need not be a Member of the Association and shall hold office for a period of twelve months.

21. The Board shall have the power to fill casual vacancies in the membership of the Board (including the Officers) and any persons so



appointed to fill such a casual vacancy shall only hold office for the remainder of the period for which the person in respect of whom the casual vacancy arose had been elected.

22. A member of the Board shall vacate office:-

- (a) Upon the natural expiry of his period of office.
- (b) If he or the member which he represents ceases to be a member of the Association or ceases to be qualified to hold office as a member of the Board in terms of this Article.
- (c) If being duly called, he be absent from the meetings of the Board during a period of 3 calendar months without leave from the Board.
- (d) If he becomes of unsound mind.
- (e) If by a notice in writing he resigns his office or if he is requested in writing by all of the other members of the Board to resign.

23. The Board may from time to time make, vary and repeal byelaws for the regulation of the business of the Association, its officers and servants or the members of the Association or any section thereof, provided no byelaw shall be made under this power which would amount to such an addition to or alteration of these presents as would require approval of the Members of the Association in general meeting in terms of the Act. Members of the Board shall bear the responsibility of directors in terms of the Act.

24. Notwithstanding the provisions of Articles 19 and 26 of these presents the Council shall on adoption of these presents appoint from its own

number, the Officers and the Elected Members to comprise the Board and immediately after making such appointment the Council shall cease to exist. The Officers so appointed shall hold office until the annual general meeting to be held in 2002. Of the Elected Members so appointed three will hold office until the annual general meeting to be held in 2001 and two will hold office until the annual general meeting to be held in 2002 (the decision as to which of the Elected Members shall hold office for the respective periods to be made by the President).

### **BORROWING POWERS**

25. The Board may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property or any part thereof and to grant fixed and floating charges, whether outright or as security for any debt, liability or obligation of the Association or of any third party.

### **ELECTION**

Except as referred to in article 24 hereof

26. (a) The Association in annual general meeting must elect the Officers and the Elected Members.
- (b) The appointment of the Officers and Elected Members shall be dealt with as follows:
- (i) Each Member shall be entitled to nominate individuals for appointment as President, Vice-President and Treasurer and Elected Members; the secretary shall issue nomination forms to Members accordingly, not less than 10 weeks prior to each annual general meeting of the Association,

- (ii) The nomination forms referred to in paragraph (i), duly completed and signed, shall be returned to the secretary by the date occurring six weeks prior to the relevant annual general meeting;
  - (iii) At each annual general meeting, the members shall elect out of the individuals nominated for such offices as are referred to in paragraph (i) above, the President, Vice-President, Treasurer and Elected Members of the Association who shall take office immediately after the conclusion of the meeting; each of the individuals appointed to those offices will automatically constitute a director of the Association upon being appointed to such office;
  - (iv) For the avoidance of doubt, an individual appointed as President, Vice-President or Treasurer shall automatically cease to be a director if he/she ceases to hold such office; an individual appointed to any such office shall cease to hold such office if he/she ceases for whatever reason, to constitute a director of the Association;
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- (c) The quorum of the Board shall be 5.
  - (d) The questions arising at any meeting of the Board shall be decided by a majority of votes.
  - (e) The voting powers in the Board and in all committees established by the Board shall be equal except that the President or the Chairman of such committee as the case may be shall have a casting vote as well as deliberative vote.
  - (f) The management of the Association shall be entrusted to the Board, which may:

- (i) regulate its own proceedings;
  - (ii) delegate any of its powers to sub-committees or special committees consisting of members of the Board or of other members of the Association;
  - (iii) make, alter and revoke bylaws or regulations (so long as any bylaws or regulations are not inconsistent with these presents); and
  - (iv) generally exercise all powers of the Association that are not by these presents or by statute required to be exercised by the Association in general meeting, subject nevertheless to these presents, to any relevant statutory provisions and to regulations made by the Association in general meeting.
- (g) No regulation made by the Association in general meeting may invalidate any prior act of the Board that would have been valid had the regulations not been made.
- (h) The Board must make a report to every annual general meeting.
- (i) The Board will meet at least 10 times a year.
- (j) For the purposes of these presents, a member of the Board, or a member of the Executive, who is able (directly or by telephonic communication) to speak and be heard by each of the other members of the Board or Executive present or deemed to be present at any meeting of the Board or the Executive, shall be deemed to be present in person at such meeting and shall be entitled to vote or be counted in the quorum accordingly. Such meeting shall be deemed to take place where the largest group of those participating has assembled or, if there is no such group, where the Chairman

of the meeting then is and the word 'meeting' shall be construed accordingly.

27. The President shall preside at all meetings of the Board and meetings of the Executive, but if the President shall not be present within five minutes after the time appointed for holding the same, the Vice-President shall preside and failing the Vice-President, the members present shall choose one of their number to act as Chairman. The President shall be entitled to attend all meetings of the Association or any subsidiary of the Association.

28. (a) The Executive will deal with all the day to day business of the Association.

(b) The powers and duties of the Executive shall be as determined by the Board from time to time. The quorum of the Executive shall be three members of the Executive. The Chairman of any meeting of the Executive shall be the President of the Association, whom failing the Vice-President, whom failing such other member as shall be elected at the meeting. In the case of an equality of votes on any issue raised at any meeting of the Board the Chairman of the meeting shall be entitled to a second or casting vote.

(c) A member of the Executive may appoint as proxy a member of the Board to attend a meeting of the Executive and vote on his behalf. The instrument appointing a proxy shall be in writing under the hand of the appointer and should be deposited with the Chairman of said meeting immediately prior to the commencement of said meeting.

(d) The Executive shall be accountable to the Board for its actings and omissions.

29. (a) A resolution passed by the Board and communicated to the Members of the Association shall become binding forthwith thereafter, unless such resolution shall be rejected in terms of this Article.
- (b) Should any Member of the Association object to any resolution so passed and communicated, he must within 10 working days write to the secretary stating his objections and in the event of 10 Members of the Association lodging objections to any resolution, the secretary shall convene an extraordinary general meeting of the Association to consider the objections and to confirm or reject said resolution. If the secretary does not convene said meeting, 10 or more of the objectors may do so in terms of Article 39.
- (c) If at any such extraordinary general meeting of the Association, a majority of the Members present confirm or reject the resolution, such confirmation or rejection shall be binding on all the Members.
30. If any member of the Board or any committee of the Board shall be called upon to perform special services, the Board may in its sole discretion remunerate him therefor by such payment as may be determined by it and may pay any expenses incurred by him in performing such services.
31. All bona fide acts done by the Board or a committee thereof shall be valid notwithstanding that it be afterwards discovered that there was some defect in the appointment of the Board or of any such committee or of any member thereof.

32. At each annual general meeting of the Association, the Board shall submit to the meeting a report of the management of the business of the Association during the preceding year and shall give such further information as may be required by the meeting. The report shall be open to inspection by any member of the Association.
33. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association, the Board and committees of the Board and all business transacted at such meetings, and any such minutes of any meeting, if signed by the chairman of such meeting or the chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated.
34. The Board shall cause accounting records to be kept in accordance with Section 221 of the Act. The accounting records shall be kept at the Office or, subject to Section 222 of the Act, at such other place or places as the Board shall think fit and shall always be open to the inspection of the Board.
35. At the annual general meeting of the Association in each year the Board shall lay before the Association a proper income and expenditure account for the period since the last preceding account made up to the date on which the accounting reference period of the Association ends together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a proper report of the Board and the auditors and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirement for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than 21 clear days before the date of the meeting, subject nevertheless to the provisions of Section 240 of the Act, be sent to the Members and to all other persons entitled to

receive notices of general meetings in the manner in which notices are hereinafter directed to be served. The auditors' report shall be open to inspection and shall be read before the meeting as required by Section 241 (2) of the Act.

36. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more qualified auditor or auditors.
37. Auditors shall be appointed and their duties regulated in accordance with sections 384 to 393 of the Act, the Board being treated as the directors mentioned in said sections.

#### GENERAL MEETINGS

38. The Association shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notice calling it, provided that not more than 15 months shall lapse after the holding of the last preceding annual general meeting. All general meetings other than annual general meetings shall be called extraordinary general meetings.
39. The Board may whenever it thinks fit and shall on the requisition of ten or more Members of the Association convene an extraordinary general meeting of the Association. Any such requisition must state the object of the meeting, be signed by the requisitionists and be deposited with the secretary and may consist of several documents in like form each signed by one or more requisitionists. If the Board does not proceed to cause a meeting to be held within 21 days from the date of deposit or last date of deposit of the requisition, the requisitionists or a majority of them or any other ten or more members may themselves convene the meeting; but



no meeting so convened shall be held after three months from the first date of such deposit.

40. Any meeting convened by requisitionists or others under these presents shall be convened in the same manner as that in which meetings are convened by the Board.
41. 21 days' clear notice shall be given to the members of general or extraordinary general meetings specifying the place, the day and the hour of meeting and in the case of special business the general nature of that business shall be given in the manner hereinafter mentioned to such persons (including the auditors) as under these presents or under the Act are entitled to receive such notices from the Board.
42. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

43. No business shall be transacted at any general meeting unless a quorum of seven Members is present in person at the time when the meeting proceeds to business. Any representative of a Member, who is not an individual, duly authorised to attend the meeting shall be counted in arriving at the number present.
44. All business shall be deemed special that is transacted at any extraordinary general meeting and all business that is transacted at an annual general meeting shall also be deemed special with the exception of the election of the Board, the consideration of the accounts and reports of the Board and of the auditors and the appointment of and the fixing of the remuneration of the auditors.

45. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened by the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present or proxies representing them shall be a quorum. Every adjourned meeting shall be treated as a prolongation of the original meeting.
46. The President whom failing the Vice-President whom failing any member of the Board selected by the meeting shall preside as Chairman.
47. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place; but no business shall be transacted at the adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as the original meeting. Save as aforesaid the members shall not be entitled to any notice of an adjournment or of any business to be transacted at any adjourned meeting.
48. At any general meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon a declaration of the result of the show of hands, demanded by the Chairman or by at least five Members present in person or proxies representing not less than one tenth of the voting rights of all Members entitled to attend and vote at the meeting. Unless a poll be so demanded, the declaration by the Chairman of the meeting that the resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that

effect in the minute book of the Association shall be conclusive evidence of the facts other than in the case of manifest error and proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

49. No poll shall be demanded on the election of a Chairman of a meeting or in any question of adjournment.
50. Subject to the provisions of the preceding article, if a poll be demanded in manner foresaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
51. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote.
52. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS

53. At all general meetings of Members of the Association all Members shall have one vote except that in the case of an equality of votes either on a show of hands or on a poll the Chairman shall be entitled to a second or casting vote.
54. No Member other than a Member duly registered who shall have paid every subscription or other sum (if any) which shall be due and payable to the Association in respect of his membership shall be entitled to vote on any question at a general meeting.

- 55. Votes whether on a show of hands or on a poll may be given personally or by proxy.
- 56. The Board shall determine from time to time the requirements for the appointment of representatives of Members who are companies or firms and for the notification of duly authorised representatives to the secretary of the Association.
- 57. The instrument appointing a proxy shall be in writing under the hand of the appointer, or if such appointer be a corporate body under the seal and hand of the director and secretary thereof or of its attorney duly authorised in writing. A proxy need not be a Member of the Association.
- 58. Every instrument of proxy may be in the following form or in any other form which the Board may from time to time approve and need not be subscribed before a witness and should be deposited with the secretary not less than 48 hours before the time for the holding of the meeting in which the person named in such instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of six months from the date of execution thereof.

**FORM OF PROXY**

**The Scottish Motor Trade Association Limited**

I/We ..... of .....  
being a ..... Member/Members of the above-named  
Association and entitled to vote do hereby appoint  
..... whom failing .....  
as my/our proxy to vote in my/our name(s) and on my/our behalf at the  
annual/extraordinary general meeting of the Association, to be held on  
..... and at an adjournment thereof.



**NOTICES**

61. All notices and other documents required to be served by the Association upon the Members can be served by the Association upon any Member either personally or by leaving the same for or sending them through the post in a prepaid letter addressed to such Member at his last address on the Association's register. If a Member shall have no known address in the United Kingdom or on the Association's register, he shall not be entitled to any notice. Provided the notice bears to be from anyone entitled to give such a notice it need not be signed.
62. Any notice if served by post shall be deemed to have been served on the day following that on which it is posted and in proving such service it shall be sufficient to produce a certificate under the hand of the secretary or other officer of the Association stating that the letters containing the notices were properly addressed and put into the post office and such certificates shall be evidence also of the contents of such notices. All notices to be given on the part of Members shall be left or sent through the post to the Office of the Association. Any notice addressed to the secretary at the Office of the Association shall be deemed to have been addressed to the Association and any notice required under these presents to be served on or delivered to the secretary may be served on or delivered to the Association at the Office. All notices shall be in writing.
63. The Association shall be wound up whenever a special resolution to that effect is passed at an extraordinary general meeting called for that purpose.
64. If and when the Association is wound up the surplus of assets shall be divided among the Ordinary and Associate Members in such way and manner as may be determined by the Association in general meeting.

**INDEMNITY**

65. Save and except so far as the provisions of this Article shall be avoided by any provisions of statute the Board and the Executive and the committees of the Association and the respective officers thereof, the secretary, auditors and other officers for the time being of the Association and the respective heirs executors or administrators of said officer or any of them shall be indemnified and secured harmless out of the assets of the Association from and against all actions, costs, charges, losses, damages and expenses which they or any of them or the said heirs, executors and administrators shall or may incur or sustain by reason of any act done and concurred in or omitted in or about the execution of their duty or supposed duty except such (if any) as they shall incur or sustain through their own wilfull neglect or default respectively and none of them shall be answerable for the acts, receipts, neglects or defaults of any other of them or for the joining in any receipt for the sake of conformity or for any bankers or other persons with whom any monies or effects or associations have been lodged or deposited for safe custody and for the insufficiency or deficiency of any security upon which any monies of the Association shall be paid out or invested or for any other loss, misfortune or damage which may happen in the execution of the respective duties or in relation thereto except the same shall happen by or through their own wilfull neglect or default respectively.

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**Names, Addresses and Description of Subscribers**


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J H PATERSON, Director of Public Company, 10 Bon Accord Street, Aberdeen.

W L SLEIGH, 27 Hatton Place, Edinburgh. Managing Director of Motor Company.

THOMAS SHAW, Woodfield, Wormit, Fifeshire. Director of Motor and Cycle Company.

**JOHN LOVE, Bennoch Road, Kirkcaldy of Love's Automobile Company, Motor Manufacturer.**

**W MCLEAN, 6 Oakfield Terrace, Hillhead, Glasgow, Motor Manufacturer.**

**JOHN A PEACOCK, of Peacock's Autocar Company, Exchange Square, Glasgow.**

**T M SLEIGH, of 151 Bruntsfield Place, Edinburgh, Director of Motor Company.**

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**Dated 31st day of May 1905. Witness to the above signatures: -**

**W M Thomson, Salesman, 5 W Standhope Place, Edinburgh witness to T M Sleigh's signature.**

**James Duff, Clerk, 32 Reform Street, Dundee, witness to Thomas Shaw's signature.**

**William Fagan, Engineer, 49 Pratt Street, Kirkcaldy, witness to John Love's signature.**

**S K Lawrie, Clerk, 84 Paisley Road West, Glasgow, witness to W McLean's signature.**

**D M Mohr, Clerk, 7 Millbrae Crescent, Langside, Glasgow, witness to J A Peacock's signature.**

**C H Gardner, Typist, 12 Claremont Terrace, Edinburgh, witness to W L Sleigh's signature.**

**John M Smart, Cashier, 42 Chapel Street, Aberdeen, witness to J H Paterson's signature.**