



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **492075**

The Registrar of Companies for Scotland hereby certifies that

CARNETHY HILL RACING CLUB

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in Scotland

Given at Companies House on **26th November 2014**



NSC492075I



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company



Companies House

000223/40

A fee is payable with this form.
Please see 'How to pay' on the last page.

✓ What this form is for

You may use this form to register a
private or public company.

✗ What this form is NOT

You cannot use this form
a limited liability partner:
this, please use form LL II

TUESDAY



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SCT

25/11/2014

#445

COMPANIES HOUSE

Part 1

Company details

A1

Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option:

www.companieshouse.gov.uk/info

Please show the proposed company name below.

Proposed company
name in full ①

Carnethy Hill Racing Club

For official use

SC492075

→ Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

① Duplicate names

Duplicate names are not permitted.
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance booklet GP1 at:
www.companieshouse.gov.uk

A2

Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body.

- ☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response.

② Company name restrictions

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at:
www.companieshouse.gov.uk

A3

Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

- ☒ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative.

③ Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements are eligible
to apply for this. For more details,
please go to our website:
www.companieshouse.gov.uk

A4

Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked):

- ☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ Company type

If you are unsure of your company's
type, please go to our website:
www.companieshouse.gov.uk

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Application to register a company

A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☐ England and Wales
☐ Wales
☒ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.

A6

Registered office address ①

Please give the registered office address of your company.

Building name/number 25a

Street Stafford Street

Post town Edinburgh

County/Region Midlothian

Postcode E H 3 7 B J

① Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5.

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.

A7

Articles of association ①

Please choose one option only and tick one box only.

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only one box.

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box.

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

- ☒ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.

① For details of which company type can adopt which model articles, please go to our website: www.companieshouse.gov.uk

A8

Restricted company articles ①

Please tick the box below if the company's articles are restricted.

☐

① Restricted company articles

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: www.companieshouse.gov.uk

IN01

Application to register a company

Part 2**Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary**B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title*	Mr
Full forename(s)	Graham Peter
Surname	Nash
Former name(s) ②	

① **Corporate appointments**
For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address ③**

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	


③ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3**Signature ④**

I consent to act as secretary of the proposed company named in Section A1.

Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div> <div style="text-align: center; flex-grow: 1;">  </div> <div style="margin-left: 20px;">X</div> </div>
-----------	--

④ **Signature**
The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary

C1 Corporate secretary appointments		<p>Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.</p> <p>Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.</p>
Please use this section to list all the corporate secretary appointments taken on formation.		
Name of corporate body/firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
C2 Location of the registry of the corporate body or firm		
Is the corporate secretary registered within the European Economic Area (EEA)?		
<p>→ Yes Complete Section C3 only</p> <p>→ No Complete Section C4 only</p>		
C3 EEA companies		<p>EEA A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk</p> <p>This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).</p>
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.		
Where the company/firm is registered		
Registration number		
C4 Non-EEA companies		<p>Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.</p>
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.		
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered		
Registration number		
C5 Signature		<p>Signature The person named above consents to act as corporate secretary of the proposed company.</p>
I consent to act as secretary of the proposed company named in Section A1 .		
Signature	<p>Signature</p> <p>X</p>	X

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Application to register a company

Director

D1 Director appointments ^①

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E5.

Title*	Mr
Full forename(s)	William John Kirk
Surname	Gibson
Former name(s) ^②	
Country/State of residence ^③	United Kingdom
Nationality	British
Date of birth	d1 d4 m0 m6 y1 y9 y5 y8
Business occupation (if any) ^④	Analytical Chemist

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ^⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address

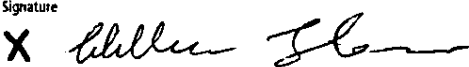
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3 Signature ^⑥

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X  X
-----------	--

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director

D1 Director appointments ①

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E5.

Title*	Mr
Full forename(s)	Neil Scott
Surname	Burnett
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	British
Date of birth	^d 1 ^d 4 ^m 0 ^m 3 ^y 1 ^y 9 ^y 6 ^y 9
Business occupation (if any) ④	Risk Manager

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address


This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3 Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X  X
-----------	--

⑥ Signature

The person named above consents to act as director of the proposed company.

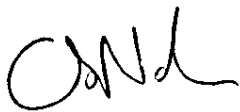
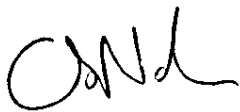
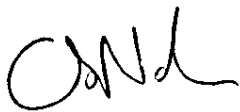
IN01 – continuation page

Application to register a company

Director

D1	Director appointments ①																
	Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5.																
Title*	Mr	① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual. ② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes. ③ Country/State of residence This is in respect of your usual residential address as stated in Section D4. ④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.															
Full forename(s)	Graham Peter																
Surname	Nash																
Former name(s) ②																	
Country/State of residence ③	United Kingdom																
Nationality	British																
Date of birth	<table><tr><td>d</td><td>0</td><td>d</td><td>3</td><td>m</td><td>0</td><td>m</td><td>2</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>6</td><td>y</td><td>9</td></tr></table>	d	0	d	3	m	0	m	2	y	1	y	9	y	6	y	9
d	0	d	3	m	0	m	2	y	1	y	9	y	6	y	9		
Business occupation (if any) ④	Chartered Accountant																



D2	Director's service address ⑤	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	The Company's Registered Office	⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address. Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office. If you provide your residential address here it will appear on the public record.
Street		
Post town		
County/Region		
Postcode		
Country		

D3	Signature ⑥				
	I consent to act as director of the proposed company named in Section A1.				
Signature	<table><tr><td>Signature</td><td></td><td></td></tr></table>	Signature			⑥ Signature The person named above consents to act as director of the proposed company.
Signature					

IN01

Application to register a company

Corporate director

E1	Corporate director appointments ①		① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page. Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
	Please use this section to list all the corporate directors taken on formation.		
Name of corporate body or firm			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Country			
E2	Location of the registry of the corporate body or firm		
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only		
E3	EEA companies ②		② EEA A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.		
Where the company/firm is registered ③			
Registration number			
E4	Non-EEA companies		④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.		
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ④			
If applicable, the registration number			
E5	Signature ⑤		⑤ Signature The person named above consents to act as corporate director of the proposed company.
	I consent to act as director of the proposed company named in Section A1 .		
Signature	Signature  		

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Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below.

→ No Go to Part 4 (Statement of guarantee).

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling.

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
Totals				£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies.

Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

Total aggregate
nominal value ❹

❹ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example: £100 + €100 + \$10 etc.

❶ Including both the nominal value and any
share premium.❷ Number of shares issued multiplied by
nominal value of each share.

❸ Total number of issued shares in this class.

Continuation PagesPlease use a Statement of Capital continuation
page if necessary.

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Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**.

Class of share

Prescribed particulars
①

① Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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Application to register a company

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

→ Yes Complete the sections below.

→ No Go to Part 5 (Statement of compliance).

G1**Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

① Name

Please use capital letters.

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) ①	William John Kirk									
Surname ①	Gibson									
Address ②	25a Stafford Street									
	Edinburgh									
Postcode	E	H	3		7	B	J			
Amount guaranteed ③	£1.00									

Subscriber's details

Forename(s) ①	Neil Scott									
Surname ①	Burnett									
Address ②	25a Stafford Street									
	Edinburgh									
Postcode	E	H	3		7	B	J			
Amount guaranteed ③	£1.00									

Subscriber's details

Forename(s) ①	Graham Peter									
Surname ①	Nash									
Address ②	25a Stafford Street									
	Edinburgh									
Postcode	E	H	3		7	B	J			
Amount guaranteed ③	£1.00									

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Application to register a company

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/>
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/>
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/>
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/>
Amount guaranteed ❸	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	<input type="text"/>
Amount guaranteed ❸	

❶ Name

Please use capital letters.

❷ Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

❸ Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

IN01

Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

- No Go to Section H1 (Statement of compliance delivered by the subscribers).
- Yes Go to Section H2 (Statement of compliance delivered by an agent).

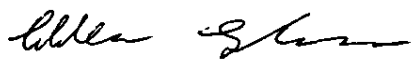
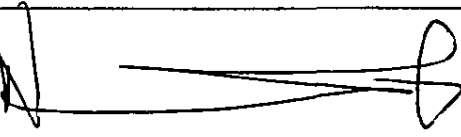
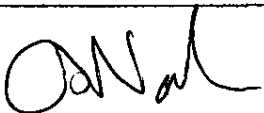
H1

Statement of compliance delivered by the subscribers ①

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

① **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance.

Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

IN01

Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2		Statement of compliance delivered by an agent	
Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.			
Agent's name			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>		
Country			
I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.			
Agent's signature	Signature X	X	

IN01

Application to register a company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	Angus Davidson
Company name	
Address	
Post town	
County/Region	
Postcode	
Country	
DX	
Telephone	07879117099



Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- ☐ At the registered office address (Given in Section A6).
- ☐ At the agents address (Given in Section H2).



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



How to pay

A fee is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: www.companieshouse.gov.uk



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.



Further information




For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of Carnethy Hill Racing Club

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>
William John Kirk Gibson	
Neil Scott Burnett	
Graham Peter Nash	

Dated 21st November 2014

THE COMPANIES ACTS 1985, 1989 AND 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

CARNETHY HILL RACING CLUB

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1. Definitions

1.1 In these Articles, unless the context requires otherwise:

"the 2006 Act"	means the Companies Act 2006 as modified by statute or re-enacted from time to time;
"Articles"	means these Articles of Association, as may be amended from time to time;
"Club"	means Carnethy Hill Racing Club;
"Committee"	means the board of elected Directors of the Club;
"Companies Acts"	means the Companies Acts (as defined in section 2 of the 2006 Act), in so far as they apply to the Company;
"Director"	means a director of the company as determined in Articles 9 and 10, and includes any person occupying the position of director, by whatever name called;
"Junior Members"	means the Members of the Club deemed to be Junior Members under Article 11.5 and who shall not be members of the Club for the purposes of the Companies Acts and shall not be entered in the Club's register of members;
"Member"	means a person admitted to the membership of the Club in accordance

with Article 11 and any Rules from time to time in force, and being either a Senior Member or a Junior Member;

"President"

means the person from time to time elected in accordance with these Articles as the President of the Club;

"Senior Members"

means the Members of the Club deemed to be Senior Members under Article 11.4, who are entitled to receive notice of, attend and vote at general meetings, who are members of the Club for the purposes of the Companies Acts and who shall be entered in the Club's register of members; and

"Rules"

means any rules of the Club made by the Committee, as amended from time to time.

1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act.

1.3 Words importing the singular number shall include the plural number and vice versa.

1.4 For the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

2. Objects

2.1 The objects for which the Club is established (together the "**Objects**") are:

- 2.1.1 to acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of the unincorporated association known as Carnethy Hill Racing Club and to indemnify Carnethy Hill Racing Club, its officers and members against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of Carnethy Hill Racing Club and in respect of all liabilities, obligations and commitments (whether legally binding or not) of Carnethy Hill Racing Club and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking;
- 2.1.2 to promote competitive hill running by affiliating to Scottish Athletics thereby enabling individuals who are both members of the Club and Scottish Athletics to be eligible for Scottish Athletics championship races, selection to a national squad and for public or lottery funding;
- 2.1.3 to provide other ordinary benefits of an amateur sports club as set out in Part 13 Chapter 9 Corporation Tax Act 2010 including without limitation provision of coaching courses, insurance, medical treatment and other support to expenses incurred from Members' participation in hill running and related activities;
- 2.1.4 to obtain funding for the activities of the Club by collecting membership subscriptions, and by obtaining sponsorship and other available funding;
- 2.1.5 to promote competitive hill running and related activities within the Club;
- 2.1.6 to acquire, establish or own any goods or services appropriate to the operation of the Club and its Members;
- 2.1.7 to make rules, regulations, bye-laws and standing orders concerning the operation of the Club;

2.1.8 to make donations or offer support to other organisations which are charities, community amateur sports clubs or other entities connected to hill running; and

2.1.9 to do all such other things as shall be thought fit to further the interests of the Club or to be incidental or conducive to the attainment of all or any of the Objects stated in this Article 2.

3. Powers

3.1 The Club shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects.

3.2 Subject to these Articles, any Rules made pursuant to them and the Companies Acts, the Committee is responsible for the management of the Club's business, for which purpose it may exercise all the powers of the Club.

3.3 The income and property of the Club shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the Members of the Club or third parties other than other registered community amateur sports clubs or charities. The Club will not pay a salary, bonus fee or other remuneration to any Director or Member.

3.4 Nothing in this Article shall prevent the payment in good faith by the Club:

3.4.1 to any Director or Member of reasonable and proper out-of-pocket expenses incurred in pursuit of the Club's Objects;

3.4.2 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Directors (or any of them) in relation to the Club;

3.4.3 other payments as are permitted by these Articles, including the purchase or lease of goods or services appropriate to the pursuance of the Objects of the Club or donations to organisations set out in Article 2.1.8.

3.5 The Committee shall have the power to make, vary and revoke Rules including, but not limited to, Rules:

3.5.1 setting out different categories of membership of the Club;

3.5.2 setting any reasonable grounds for admission to membership of the Club for the different categories of Members;

3.5.3 setting or adopting such other regulations or policies, including for example child protection and equality policies, as the Committee thinks fit; and

provided that nothing in those Rules shall prejudice the Club's status as a Community Amateur Sports Club under Schedule 18 Finance Act 2002 and provided that the said Rules shall be consistent with these Articles and the Companies Acts.

4. Liability of Members

4.1 The liability of each Senior Member is limited to £1, being the amount that each Senior Member undertakes to contribute to the assets of the Club in the event of its being wound up while they are a Senior Member or within one year after they cease to be a Senior Member, for any of the items set out in Article 4.2.

4.2 The items for which the Senior Members undertake to contribute are:

4.2.1 payment of the Club's debts and liabilities contracted before that person ceases to be a Senior Member;

4.2.2 payment of the costs, charges and expenses of winding up; and

4.2.3 adjustment of the rights of the contributories among themselves.

4.3 For the avoidance of doubt, the Junior Members shall not be liable to contribute to the assets of the Club in the event of its being wound up as they are not members of the Club for the purposes of the Companies Acts.

5. Delegation by the Committee

5.1 Subject to these Articles, the Committee may delegate any of the powers which are conferred on it under these Articles to an individual Director, Member or group of Members as it thinks fit.

5.2 Any such delegation may authorise further delegation of the Committee's powers by any person to whom they are delegated.

5.3 The Committee may revoke any delegation in whole or part, or alter its terms and conditions.

6. Decision-Making by the Committee

6.1 Any decision of the Committee must be a majority decision, either taken in a Meeting of the Committee at which a quorum of Directors was present or when all Directors indicate to each other by any means that they share a common view on a matter.

7. Meetings of the Committee

7.1 The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

7.2 Any Director may call a meeting of the Committee by giving notice of the meeting to the Directors.

7.3 Notice of any meeting of the Committee must indicate:

7.3.1 its proposed date and time;

- 7.3.2 where it is to take place; and
 - 7.3.3 items to be discussed at that meeting.
- 7.4 Notice of a Meeting of the Committee must be given to each Director, but need not be in writing.
- 7.5 Subject to these Articles, Directors participate in a meeting of the Committee, or part of a meeting of the Committee, when:
 - 7.5.1 the meeting has been called and takes place in accordance with these Articles, and
 - 7.5.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 7.6 In determining whether Directors are participating in a meeting of the Committee, it is irrelevant where any Director is or how they communicate with the other Directors.
- 7.7 If all the Directors participating in a meeting of the Committee are not in the same place, they may decide that the meeting is to be treated as taking place wherever any one of them is.
- 7.8 At a meeting of the Committee, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 7.9 The quorum for meetings of the Committee may be fixed from time to time by a decision of the Directors, but it must never be less than 2 Directors.
- 7.10 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision to appoint further directors, or to call a general meeting so as to enable the shareholders to appoint further directors

7.11 The President of the Club shall be the Chair of the Committee. The President shall preside as Chair at all meetings of the Committee at which she or he shall be present.

7.12 If at any meeting the President is not present the members of the Committee present shall choose one of their number to be Chair of the meeting.

8. Records of decisions to be kept

8.1 The Committee must ensure that the Club keeps a record, in either electronic form or in writing, for at least 7 years from the date of the decision recorded, of every decision taken by the Committee and by the Club at general meeting.

8.2 Any such records shall be circulated to all members of the Committee as soon as reasonably practicable following the decision.

9. Directors

9.1 The number of Directors, all of whom will be members of the Committee, shall be not less than 3 and shall be subject to a maximum of 6.

9.2 The Directors, each being a member of the Committee, shall consist of:

9.2.1 the President (appointed pursuant to Article 10.1);

9.2.2 the Secretary (appointed pursuant to Article 10.1);

9.2.3 the Treasurer (appointed pursuant to Article 10.1); and

9.2.4 such other persons (if any) as the Committee may from time to time in its sole discretion co-opt to the Committee until the next general meeting of the Club at which point they will retire, provided that: (i) such other persons must be Senior Members; and (ii) the total number of Directors at any one time shall not exceed the maximum

number fixed by these Articles. Co-opted Directors shall be entitled to vote at the meetings of the Committee.

9.3 All acts carried out in good faith at any meeting of the Committee or of any sub-committee, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.

9.4 The Club may pay any reasonable expenses which the Directors properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Club.

10. Appointment and Removal of Directors

10.1 The Directors of the Club shall be the persons who are from time to time appointed as the President, the Secretary and the Treasurer of Carnethy Hill Running Club (a company limited by guarantee), except that the co-opted Directors will be those appointed in accordance with Article 9.2.4. Except for the co-opted Directors, each Directors' appointment shall terminate as soon as he or she ceases to hold the position of President, Secretary or Treasurer of Carnethy Hill Running Club respectively.

10.2 Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a Director of the Club as soon as:

10.2.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

10.2.2 a bankruptcy order is made against that person;

10.2.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

10.2.4 a registered medical practitioner who is treating that person gives a written opinion to the Club stating that that person has become

physically or mentally incapable of acting as a Director and may remain so for more than three months;

10.2.5 that person shall without sufficient reason for more than three consecutive Committee meetings have been absent without permission of the Committee and all other members of the Committee resolve that his office be vacated;

10.2.6 that person is requested to resign by all the other members of the Committee acting together;

10.2.7 that person ceases to be a Member; or

10.2.8 notification is received by the Club from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.

10.3 Any Director removed from office for whatever reason shall be deemed to have resigned from office and the vacancy may be filled by the Committee co-opting a Senior Member as set out in Article 9.2.4.

10.4 Notwithstanding his office, any Director may also be a Member and the holding of any such position, to the extent that it would otherwise be a situation requiring authorisation under section 175 of the 2006 Act, is hereby approved.

11. Membership

11.1 The subscribers to the Memorandum of Association of the Club and such other persons as are admitted to membership in accordance with these Articles, shall be the Members of the Club.

11.2 No person shall become a Member of the Club unless:

11.2.1 that person has completed an application for membership in a form approved by the Committee, and

11.2.2 the Committee has approved the application.

- 11.3 Membership is open to all without discrimination and may only be refused where admission to membership would be contrary to the best interests of the sport or the good conduct and interests of the Club and no person shall be denied membership of the Club on the grounds of race, ethnic origin, creed, colour, age, disability, sex, occupation, sexual orientation, religion, political or other beliefs. A person may appeal against a decision to deny membership by notifying the Committee who shall put the matter to a general meeting for it to be decided by a majority vote of the Senior Members present and voting at such meeting.
- 11.4 All members aged 18 or over at any point in the year of membership shall be deemed to be "Senior Members". The Senior Members shall be entered in the Club's register of members and are entitled to vote at general meetings.
- 11.5 Members aged 17 or less for the whole of the membership year shall be deemed "Junior Members". The Junior Members are not members of the Club for the purposes of the Companies Acts, accordingly they shall not be entered in the Club's register of members and are not entitled to vote at general meetings.
- 11.6 Members shall be afforded the equivalent membership of Carnethy Hill Running Club, a company limited by guarantee.
- 11.7 The Committee may from time to time fix the levels of entrance fees to events and annual subscriptions to be paid by the different categories of Members provided that the Committee shall use its best endeavors to ensure that the fees set by it do not preclude open membership of the Club.
- 11.8 Membership subscriptions will apply for each calendar year commencing January 1st.
- 11.9 The Members shall pay any annual subscription set by the Committee under Article 11.7. The Committee may consider any Member whose subscription

fee is more than 4 months in arrears to have resigned their membership of the Club.

- 11.10 It shall be the duty of the Committee, if at any time it shall be of the opinion that the interests of the Club so require, by notice in hard copy form sent by prepaid post to a Member's address, to request that Member to withdraw from membership of the Club within a time specified in such notice. If, on the expiry of the time specified in such notice, the Member concerned has not withdrawn from membership by submitting notice in hard copy form of their resignation, or if at any time after receipt of the notice requesting them to withdraw from membership the Member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Committee or such sub-committee to which it has delegated its powers. The Committee or sub-committee and the Member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The Member concerned shall be entitled to present a statement in their defence either verbally or in hard copy form at the meeting. The Member shall not be required to withdraw from membership unless a majority of the Committee members or sub-committee members present and voting shall, after receiving the Members' statement in their defence, vote for their expulsion, or unless the Member fails to attend the meeting without sufficient reason being given for their absence. If such a vote is carried, or if the Member shall fail to attend the meeting without sufficient reason being given, they shall thereupon cease to be a Member and, in the case of a Senior Member, their name shall be erased from the Club's register of members. A person may appeal against such decision by notifying the Committee who shall put the matter to a general meeting for it to be decided by a majority vote of the Members present and voting at such meeting.
- 11.11 A Member may withdraw from membership of the Club by giving seven days' notice to the Club in writing.

11.12 Membership terminates automatically when that Member dies or on the failure of the Member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules.

11.13 Membership is not transferable.

11.14 Any person ceasing to be a Member forfeits all rights in relation to and claims upon the Club, its property and its funds and has no right to the return of any part of his subscription.

12. General Meetings

12.1 The person chairing a meeting in accordance with this article is referred to as "the Chair of the Meeting".

12.2 All members may attend and speak at general meetings of the Club.

12.3 A general meeting of the Club, including a meeting to consider a resolution to amend the Articles of Association or to dissolve the Club, may be called at any time on at least 14 clear days' notice to all Members. A general meeting may be called by the Committee or may be called on a written request to the Committee from Senior Members who represent at least 5% of the total voting rights of all the Members having a right to vote at general meetings. On receipt of such a written notice, the Committee must call a general meeting within 21 days and the general meeting must not be held more than 28 days after the date of the notice calling the meeting. A notice to Members for a general meeting called under this Article shall specify the time and place of the general meeting and the general nature of the business to be conducted.

12.4 Failure to give notice of any general meeting to the Junior Members in accordance with these Articles shall not invalidate the meeting or any of the resolutions passed at the meeting.

- 12.5 Every Senior Member shall be entitled to receive notice of, attend in person or by proxy (but only if the appointment of a proxy is in writing and notified to the Directors before the meeting) and vote at general meetings. All Senior Members shall have one vote provided they have been a Member of the Club for at least 30 days before the general meeting.
- 12.6 All Members, including Non-Voting Members, may attend and speak at general meetings of the Club.
- 12.7 A person is able to exercise the right to vote at a general meeting when:
- 12.7.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 12.7.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 12.8 The President shall chair general meetings if present and willing to do so. If the President or departing President shall be absent, or if at any meeting they are not present within fifteen minutes after the time appointed for holding the same, the Directors present must appoint a Director or Senior Member to chair the meeting, and the appointment of the Chair of the Meeting must be the first business of the meeting.
- 12.9 The Chair of the Meeting will determine if a vote should be conducted by a show of hands or by a secret ballot.
- 12.10 The Committee may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 12.11 No business other than the appointment of the Chair of the Meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

- 12.12 Fifteen Senior Members or half of the total number of Senior Members of the Club, if that is the lessor, present in person at a general meeting shall be a quorum.
- 12.13 The Chair of the Meeting may permit other persons who are not Members of the Club to attend and speak at a general meeting.
- 12.14 If the persons attending a general meeting within half an hour after the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the Meeting must adjourn it.
- 12.15 The Chair of the Meeting must adjourn a general meeting if directed to do so by the meeting.
- 12.16 Every Senior Member shall be entitled to receive notice of, attend general meetings and cast one vote.
- 12.17 A special resolution shall be put to a vote at a general meeting if the notice of the meeting circulated in accordance with Article 12.3 included the text of the resolution and specified the intention to propose the resolution as a special resolution. An ordinary resolution shall be put to a vote at a general meeting if:
- a) it has been included in the notice of the meeting circulated in accordance with Article 12.3; or
 - b) it has been submitted in writing to the Committee at least 10 days in advance of the meeting; or
 - c) it is demanded by the Chair of the Meeting; or
 - d) it is demanded by the Committee; or
 - e) it is demanded by two or more Senior Members,

provided that in the case of b), c) and e), notice of such proposed resolution has been given to all Senior Members at least 7 days in advance of the general meeting.

12.18 A resolution, other than to amend the Articles of Association, to dissolve the Club or as required by the Companies Acts, is carried if it is supported by a majority of Senior Members present. In the event of a tie the Chair of the Meeting shall have a casting vote.

12.19 The result of a vote shall be deemed to be the resolution of the meeting and the Committee is required to act upon that resolution.

13. Dissolution and Amendments to the Articles of Association

13.1 No resolution to amend the Articles of Association shall be made except at a general meeting called for the purpose and unless supported by at least three-quarters of the Senior Members. Any proposed change to the Club's Articles shall be submitted to all Senior Members at least fourteen days before the meeting.

13.2 No resolution to dissolve the Club shall be made except at a general meeting called for the purpose and unless supported by at least three-quarters of the Senior Members. Such a proposal shall be submitted to all Senior Members at least fourteen days before the meeting.

14. Errors and disputes

14.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

14.2 Any such objection must be referred to the Chair of the Meeting whose decision is final.

15. Administrative Arrangements

- 15.1 Subject to these Articles, anything sent or supplied by or to the Club under these Articles may be sent or supplied by post or electronic means and in Accordance with Schedules 4 and 5 of the 2006 Act.
- 15.2 Subject to these Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by the Committee may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
- 15.3 A Director may agree with the Club that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent.

16. Indemnity

- 16.1 Subject to Article 16.2, a Director or former Director of the Club, a member of the unincorporated association known as Carnethy Hill Racing Club as referenced in Article 2.1.1 or a member of the unincorporated association known as Carnethy Hill Racing Club, may be indemnified out of the Club's assets against:

16.1.1 any liability incurred by that person in connection with any negligence, default, breach of duty or breach of trust in relation to the Club, the unincorporated association known as Carnethy Hill Racing Club and/or the unincorporated association known as Carnethy Hill Racing Club; and / or

16.1.2 any other liability incurred by that Director as an officer of the Club.

- 16.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

17. Insurance

17.1 The Committee may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant director in respect of any relevant loss.

17.2 In this Article:

17.2.1 a "relevant director" means any Director or former Director of the Club;

17.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that Director's duties or powers in relation to the Club.

18. Dissolution

18.1 If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be paid to or distributed to one or more other registered community amateur sports club or registered charity with similar objects to those of the Club.