



BYE-LAWS RELATING TO THE MANAGEMENT

of

GLASGOW BUSINESS CLUB LIMITED

Company Number SC476621

2024

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BYE-LAWS OF

GLASGOW BUSINESS CLUB (the "Club")

ADOPTED BY RESOLUTION OF THE BOARD OF DIRECTORS OF GLASGOW BUSINESS CLUB LIMITED (the "Company")

ON 2014

INTRODUCTION

These bye-laws set out a management framework relating to:

- a) the membership and organisation of the Glasgow Business Club (the "Club"), a membership service offered by Glasgow Business Club Limited (the "Company") to companies in Glasgow and the surrounding area; and
- b) the structure, powers and organisation of the Board of Directors (the "Board") of the Company.

1. MEMBERSHIP

- 1.1 Membership of the Club will be open to all companies within Glasgow and other surrounding areas subject to payment of a subscription fee in accordance with clause 1.2.
- 1.2 Members of the Club will be required to pay a subscription fee on such terms as shall be determined by the Board from time to time.

2. MEETINGS OF THE CLUB

- 2.1 The Club shall meet on at least ten occasions each year.
- 2.2 The first meeting shall take place in September each year with the final meeting being the Annual General Meeting ("AGM") to be held in June of the following year.

3. PROCEDURE AT MEETINGS OF THE CLUB

- 3.1 The quorum for the AGM or any other meetings of the Club shall be 20% of the fully paid membership.
- 3.2 Only fully paid Members shall be entitled to vote on matters at any meeting of the Club.

4. THE BOARD OF DIRECTORS

- 4.1 The Board shall meet on at least 9 occasions through the year and on such additional occasions as may be deemed necessary.
- 4.2 The quorum for a meeting of the Board shall be any 5 Directors.

- 4.3 Subject to the Articles, the Board shall have a minimum of 5 Directors and shall be constituted as follows:
- (a) President
 - (b) Vice President
 - (c) Treasurer
 - (d) Secretary (who may or may not be the same as the Company Secretary)
 - (e) Past President
- 4.4 Up to 8 additional, fully paid, Members of the Club (or their nominated representatives) may also be appointed (the "Ordinary Members").
- 4.5 Nominations to serve on the Board should be submitted in writing, or by email, to the current Secretary of the Club at least seven days prior to the AGM.
- 4.6 Should insufficient nominations be received, nominations supported by at least one seconder may be accepted from the floor at the AGM.
- 4.7 In the absence of sufficient nominations as detailed in clauses 4.3 and 4.4, the Board shall be entitled to co-opt a suitable Member or Members whose appointment will be ratified by majority vote at the AGM.

5. THE PRESIDENT

- 5.1 The President will be an owner, executive or employee in a private sector business.
- 5.2 The President will serve for a period of 2 years following which he or she will retire to be succeeded by the Vice President in office at the time.
- 5.3 Following the President's retiral in accordance with clause 5.2 he or she will serve on the Board as a Past President for a further period of 2 years during which time he or she will be the second stand-in where, for any reason, the President is absent from a meeting of the Board.
- 5.4 Where the President resigns or is unable to continue to fulfil his or her duties during his period of office, the Vice President will take the role of Acting President until the next Annual General Meeting.
- 5.5 If for any reason the Vice President is unable to fulfil the role of Acting President in accordance with clause 5.4 the Past President will be invited by the Board to become Acting President, failing which the Board shall elect an Acting President from amongst its current number.

6. THE VICE PRESIDENT

- 6.1 The Vice President will serve for a period of 2 years.

6.2 During his or her period in office the Vice President shall be the first stand in where, for any reason, the President is absent from a meeting of the Board.

6.3 Where, following the retiral of the President in accordance with clause 5.2, the Vice President chooses not to become President, he shall immediately resign from the Board.

7. THE TREASURER

7.1 The Treasurer shall be appointed annually at the AGM.

7.2 There shall be no limit to the number of times a Treasurer may be re-appointed.

7.3 The Treasurer will be responsible for the following:-

- (a) the maintenance and administrative functions of the Club;
- (b) the presentation of the financial affairs and intromissions of the Club at each AGM;
- (c) the preparation of a summary of the current financial situation of the Company and the Club for each meeting of the Board; and
- (d) the appointment of a suitably qualified and independent auditor for the purposes of preparing annual financial statements for the Company.

7.4 In relation to charitable requests, the Board will judge the merits of any requests from charitable bodies and decide on whatever action may be appropriate. The Treasurer will be responsible, in his management of the Club's financial affairs, for ensuring an adequate annual sum is budgeted for, to cover any such charitable requests.

8. THE SECRETARY

8.1 The Secretary shall be appointed annually at the AGM.

8.2 There shall be no limit to the number of times a Secretary may be re-appointed.

8.3 The Secretary will be responsible for maintaining up to date membership lists for the Club which shall be tabled at each meeting of the Board.

8.4 The Secretary will ensure that membership subscriptions are notified timeously and duly collected.

9. THE ORDINARY MEMBERS

9.1 In accordance with clause 4.2 Ordinary Members may be elected at the AGM for a period of 3 years following which the Ordinary Member shall either: (i) retire and a replacement Member be sought to fill the vacancy; or (ii) stand again for election for a further term of 3 years.

Subject to clause 10.2 a Member may only serve as an Ordinary Member for two periods of three years.

9.2 In the absence of sufficient nominations to fill all vacant Ordinary Member positions at the AGM, a retiring Ordinary Member shall remain eligible for re-election.

10. ALTERATIONS TO THESE BYE-LAWS

10.1 An alteration to these Bye-Laws (an "Alteration") may be proposed as follows:

- (a) by a Member of the Club or by a Member of the Board giving written notice to the Secretary, setting out the terms of the Alteration, at least 21 days prior to the AGM; and
- (b) the Alteration being seconded by another Member of the Club.

10.2 Where the provisions of Clause 11.1 have been complied with, a vote of the Members of the Club shall be held at the AGM to consider the Alteration.

10.3 The Alteration will be approved where a two-thirds or greater majority of the votes cast at the AGM are in favour of the Alteration.