



**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
CITY CABS (EDINBURGH) LIMITED  
SC033518  
(Adopted 11th October 2023)**

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**CITY CABS (EDINBURGH) LIMITED**

1. The name of the Company (hereinafter referred to as "The Association") is "CITY CABS (EDINBURGH) LIMITED".
2. The Registered Office of the Association will be situated in Scotland.
3. The objects for which the Association is established are:
  - (a) To promote, encourage and protect the interests of taxi operators.
  - (b) To purchase or otherwise acquire, take or rent, build, construct, maintain or otherwise provide and equip land, offices, stands, pavilions, clubhouses, filling stations, garages, shops, workshops, vehicle washes or any interest therein and to render services and to permit same to be used by members and others either gratuitously or for payment and to sell or otherwise dispose of the same.
  - (c) To operate communications systems for the use or benefit of members of the Association.
  - (d) To carry on the business of insurance brokers and agents in respect of all classes of insurance, provided that nothing herein contained shall empower the Company to carry on the business of Assurance or to grant annuities.
  - (e) To publish and print magazines, periodicals and articles, to establish news agencies and collect information, to render technical advice and assistance and engage in research, to provide a centre of information and to protect and defend the rights of taxi operators.
  - (f) To buy; sell, hire, produce, manufacture and deal in and to repair and improve any equipment, articles or goods capable of being used in connection with any of the aforesaid objects.
  - (g) To accept any bequest or donation and to contribute and provide a fund or endowment and to invest the same and apply the income therefrom and resort to the capital thereof for any of the objects of the Association.
  - (h) To hire and employ all classes of persons considered necessary for the purpose of the Association and to pay to them and to other persons in return for services rendered to the Association, fees, salaries, wages, gratuities and pensions.
  - (i) To invest and deal with the moneys of the Association not immediately required, upon such securities and in such a manner as may from time to time be determined.

- (j) To borrow or raise and give security for money by the issue of or upon bonds, debentures, stock, bills of exchange, promissory notes or other obligations or securities of the Association or by mortgage or charge upon all or any part of the property of the Association.
  - (k) To act as trustee for the members of the Association and as such trustee to receive and hold money in trust for them.
  - (l) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
  - (m) The profits of the Association whencesoever derived shall be applied solely towards the benefit of the Association or otherwise in the promotion of the objects of the Association and no part thereof shall be paid by way of dividend or bonus to the members.
4. The liability of the members is limited.
5. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required

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**ARTICLES OF ASSOCIATION  
OF  
CITY CABS (EDINBURGH) LIMITED**

**GENERAL**

1. In these Articles:

"The Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"The Seal" means the Common Seal of the Association.

"Secretary" means any person appointed to perform the duties of the Secretary or Secretary and Treasurer of the Association including a joint, assistant or deputy secretary.

"The Association" means City Cabs (Edinburgh) Limited.

"The Council" means the Council of Management for the time being of the Association.

"The United Kingdom" means Great Britain and Northern Ireland.

"Clear days" in relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"Office" means the registered office of the company.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or in any statutory modifications thereof in force at the date at which these Articles become binding on the Association.

## **MEMBERS**

2. The subscribers to the Memorandum of Association and every person who, at the registration of the Association shall be a member of the unincorporated body sometime known as "Edinburgh Licensed Hackney Carriage Owners' Association" sometime known as "The Edinburgh Taxi Association" and thereafter "Edinburgh Taxicab Owners' Association" and who shall within one month of said registration agree in writing to become members of the said Association, and such other persons as the Council shall admit to membership shall be members of the Association. Only individual natural persons, or those individual natural persons who are disclosed as and named as persons responsible for the day to day running of a business, being either a Limited Company or Partnership, which holds a taxi operators licence issued by the City of Edinburgh Council or other body authorised to issue taxi operators' licences for the City of Edinburgh, and who are either a Partner in any such Partnership or a Director in any such Limited Company shall be admitted to membership.
3. A member may at any time withdraw from the Association by giving at least one month's notice to the Association. In the event of a withdrawal taking effect during the currency of a year of membership no part of the subscription for the current year shall be refundable, and if the subscription for the year then current shall not have been paid it shall remain payable notwithstanding the withdrawal.
4. Any member whose subscription shall remain in arrears for three months or who shall be due and resting owing any other sum to the Association for three months after payment of that sum shall have been demanded of him shall at the discretion of the Council be removed from the Association and his name shall be deleted from the Register of Members.
5. If any member shall be guilty of conduct prejudicial to the interests of the Association, he shall be liable to expulsion by a resolution of the Council, provided that not less than one week's notice in writing shall be given by the Secretary to any such member of the intended resolution and of the nature of the allegations made against him and the member shall be entitled at his option to give an explanation in writing or to attend the meeting of the Council at which such resolution is to be considered and give such explanation or make such defence in person as he may think fit. The Council's decision to expel any member shall be final and conclusive.
6. If the main occupation of any member is not taxi driving, the Council shall terminate his membership of the Association if said main occupation is either (i) a role within the Association; or (ii) with any competitor of the Association.

## **ENTRANCE FEES AND SUBSCRIPTIONS**

7. The entrance fee, if any, and annual subscription and all other dues and payments shall be fixed from time to time by the Council.

## **PRESIDENT**

8. A President shall be appointed from time to time from among the members of the Association by the Council. The President shall not by virtue of such appointment become an officer of the Association, or a Member of Council or be a director or shadow director for any of the purposes of the Act.

## **COUNCIL**

9. The Association's affairs shall be managed by a Council of not less than four and not more than ten members (hereinafter called Members of Council) or such other number as may be decided by the Council from time to time. No person who is not a member of the Association shall be eligible as a Member of Council.

## **APPOINTMENT OF COUNCIL**

10. The first Members of Council shall be appointed by a majority of the subscribers to the Memorandum of the Association and shall hold office until the first Annual General Meeting of the Association when they shall retire but shall be eligible for re-appointment.
11. All appointments of Members of Council other than the first Members of Council shall be made by the Association in accordance with Regulations to be laid down by the Council.
12. Except as provided in Article 13, Members of Council shall serve as such for a period of not exceeding one year at the end of which period they shall be eligible for re-appointment.
13. The Members of Council shall have power at any time and from time to time, to co-opt any member of the Association to be a Member of Council, either to fill a casual vacancy or as an addition to the existing Council, but so that the total number of Members of Council shall not at any time exceed the number fixed in accordance with these Articles. Any Member of Council so co-opted shall hold office only until the following Annual General Meeting and shall then be eligible for re-election, but shall not be taken into account in determining the Members of Council who are to retire by rotation at such Meeting.
14. The Council's first duty after its appointment annually shall be to appoint from its own number a Chairman, a Vice-Chairman and a Secretary.
15. The Council may employ and pay for such expert or clerical assistance and accommodation for the Association as the Council considers desirable.
16. The Council may appoint any member to fill a casual vacancy in the office of Chairman, Vice-Chairman, Secretary or any other office of the Association.

17. The Association may by Ordinary Resolution of which special notice has been given in accordance with the Act remove any officer or Member of Council before the expiration of his period of office notwithstanding anything in these articles.
18. (a) All Members of Council shall receive remuneration for services rendered. Members of Council shall, at the discretion of the Members of Council, be entitled to be paid by the Association all travelling, hotel and other expenses, and reimbursement of loss of earnings properly incurred by them in attending and returning from Association meetings or business. The loss of earnings amount shall be to a maximum rate of the waiting time on the meter as detailed in the City of Edinburgh Fare Table for Taxis at the time of services being rendered.  
  
(b) The total hours which can be claimed as loss of earnings pursuant to Article 18 (a) above will, be set to a maximum of 40 hours per week each for all Members of Council. This will be capped at the maximum of 2,080 hours total per annum. There can be no additional payments made beyond this except for travelling, hotel and other expenses properly incurred. Members of Council are not permitted to hold any additional employed position within the Association, including as an employed director.

#### **POWERS AND DUTIES OF COUNCIL**

19. The business of the Association shall be managed by the Council who may exercise all such powers of the Association as are not by the Act or these Articles required to be exercised by the Association in General Meeting subject to any regulations of these Articles and to such regulations as may be prescribed by the Association in General Meeting but no regulations made by the Association in General Meeting shall invalidate any prior Act of the Council which would have been valid if such regulations had not been made. The powers given by this regulation shall not be limited by any special power given to the Council by the Articles and a meeting of Council at which a quorum is present may exercise all powers exercisable by the Council.
20. All deeds and formal writings of the Association shall either be executed in accordance with the statutory formalities from time to time in force or in addition to being sealed with the seal of the Association shall be signed by two members of the Council or by one member of the Council and the Secretary and all deeds and others so signed and sealed shall be valid and sufficient. Such execution on behalf of the Association shall not require to be attested by witnesses.
21. The Council shall cause Minutes to be duly entered in books provided for the purpose:
  - (a) Of all appointments of Offices made by the Council.
  - (b) Of the names of the Members of Council present at each meeting of the Council.
  - (c) Of all orders made by the Council, and
  - (d) Of all resolutions and proceedings at all meetings of the Association and of the Council.

## **DISQUALIFICATIONS OF MEMBERS OF COUNCIL**

22. The office of Member of Council shall be vacated if:
- (a) He ceases to be a member of Council by virtue of any provision of the Act or he becomes prohibited by law from being a Member of Council; or
  - (b) Becomes bankrupt or makes any arrangements or composition with his creditors generally; or
  - (c) He is, or may be, suffering from mental disorder and either:
    - (i) He is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health (Scotland) Acts or in England and Wales an application under the corresponding statutes; or
    - (ii) An order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a curator bonis, receiver or other person to exercise powers with respect to his property or affairs or:
  - (d) He shall for more than six consecutive months have been absent without permission of the Members of Council from meetings of Members of Council held during that period and the Members of Council resolve that his office be vacated; or
  - (e) Resigns his office by notice in writing to the Association; or
  - (f) Is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by Section 317 of the Act.

## **INTERESTS OF MEMBERS OF COUNCIL**

23. Subject to the provisions of the Act, and provided that he has disclosed to the Members of the Council the nature and extent of any material interest of his, a Member of Council notwithstanding his office:
- (a) May be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested.
  - (b) May be a director or other officer of, employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Association or in which the Association is otherwise interested.
24. For the purposes of Article 23:
- (a) A general notice given to members of the Association that a Member of Council is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Member of Council has an interest in any such transaction of the nature and extent so specified; and
  - (b) An interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.



25. A Member of Council shall not vote at a meeting of Council or of a committee of Council on any resolution concerning a matter in which he has directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association. For the purposes of this Article an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Association) connected with a Member of Council shall be treated as an interest of the Member of Council.

#### **PROCEEDINGS OF MEMBERS OF COUNCIL**

26. The Members of Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Member of Council may with the consent of the Chairman of Council, or if the Chairman is not for any reason available, the consent of the Vice-Chairman of Council and the Secretary on the requisition of three Members of Council shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of Members of Council to any Member of Council for the time being absent from the United Kingdom.
27. The quorum necessary for the transaction of the business of the Council may be fixed by the Members of Council, and unless so fixed shall be four. A Member of Council shall not be counted in the quorum present, at a meeting in relation to a resolution on which is not entitled to vote.
28. The continuing Members of Council may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of Association as the necessary quorum of Members of Council, the Continuing Members of Council, or Members of Council may act for the purpose of increasing the number of Members of Council to that number, or of summoning a general meeting of the Association, but for no other purpose.
29. A resolution in writing signed by all Members of Council for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

#### **BYE-LAWS**

30. The Council may draft bye-laws provided that such bye-laws shall not be inconsistent with the provisions of the Act or the Memorandum or these Articles.

Such bye-laws, when approved by a majority of the Council shall be binding on the Members.

## **EFFECTS OF DISQUALIFICATION**

31. All acts done by any meeting of the Council or of a Committee of the Council, or by any person acting as a Member of Council, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Member of Council or any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of Council.

## **SECRETARY**

32. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Member of Council and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Member of Council and as, or in place of, the Secretary.

## **ACCOUNTS**

33. The Council shall cause proper books of account to be kept in accordance with the requirements of the Act.

## **GENERAL MEETINGS**

34. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meetings as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. Provided that so long as the Association holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation, or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint.
35. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
36. The Council may at any time for any special purpose call an Extraordinary General Meeting of the Association and it shall be bound to do so forthwith upon requisition in writing by not less than twenty members of the Association having at the time a right to vote at General Meetings of the Association stating the purpose for which the meeting is called. If there are not within the United Kingdom sufficient Members of Council to call a general meeting, any Member of Council or Member of the Association may call a general meeting.

## **NOTICE OF GENERAL MEETING**

37. An Annual General Meeting and a meeting called for the passing of a special resolution appointing a person as a Member of Council shall be called by twenty-one clear days' notice in writing at the least, and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen clear days' notice in writing at least. The notice shall specify the place, the day and the hour of the meeting, and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons as are, under the Articles of Association, entitled to receive such notices, from the Association. Provided that a meeting of the Association, shall notwithstanding that it is called by shorter notice than that specified in this Articles, be deemed to have been duly called if it is so agreed: (a) In the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and (b) In the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
38. The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any persons entitled to receive notice shall not invalidate the proceedings at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

39. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also that is transacted at an Annual General Meeting with the exception of the consideration of the Accounts, Balance Sheets, and the Reports of the Members of Council and Auditors, the election of Members of Council and the appointment of and fixing of the remuneration of the Auditors.
40. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, twenty members present in person shall be a quorum.
41. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 to such other day and at such other time and place as the Members of the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
42. The President of the Association, whom failing the Chairman of Council, shall preside as Chairman at every General Meeting of the Association. If neither shall be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-Chairman of the Council shall preside. In his absence or unwillingness to act the Members of Council present shall elect one of their number to be Chairman of the meeting. If absence or unwillingness to act of any Member of Council the members present shall choose one of their own number to be the Chairman of the meeting.

43. The Chairman of the meeting 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
44. 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 on the declaration of the result of the show of hands) demanded:
- (a) By the Chairman; or
  - (b) By at least five members in person or by proxy; or
  - (c) By any number of members present in person or by proxy and representing no less than one-tenth of the total voting rights of all the members having a right to vote at the meeting. Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect, in the book containing the minutes of proceedings of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
45. Except as provided in Article 47, if a poll is duly demanded it shall be taken in such a manner as the Chairman directs, and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
46. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands take place or at which the poll is demanded shall be entitled to a second or casting vote.
47. A poll demanded on the election of a Chairman or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any such business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
48. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held.

49. Each member

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56. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve)
- " City Cabs (Edinburgh) Limited  
 "I/We  
 "of \_\_\_\_\_, being a  
 "member/members of the above named company, hereby appoint  
 " \_\_\_\_\_ of  
 " \_\_\_\_\_, or failing him,  
 "of \_\_\_\_\_, as my/our proxy to vote in my/our name(s) and  
  
 "on my / our behalf at the annual/extraordinary general meeting of the company  
 "to be held on \_\_\_\_\_ 20 \_\_\_\_\_, and at any adjournment thereof.  
 "This form is to be used in respect of the resolutions mentioned below as  
 "follows  
 "Resolution No 1 \*for \*against  
 "Resolution No 2 \*for \*against.  
 "Strike out whichever is not desired.  
 "Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.  
 "Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_."
57. The instrument appointing a proxy shall *be* deemed to confer authority to demand or join in demanding a poll.
58. A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used or (in the case of a poll taken otherwise than on the same day as the existing or adjourned meeting) the time appointed for taking the poll.

## NOTICES

59. Any notice to *be* given to or by any person pursuant to the Articles shall *be* in writing except that notice of a meeting of the Council need not be in writing.
60. A notice may be given by the Association to any member either personally or by sending it by post to him or his registered address, or (if he had no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Association for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
61. Notice of every General Meeting shall be given in any manner herein before authorised to every member except these members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them; and to the Auditor for the time being of the Association. No other person shall be entitled to receive notices of the General Meetings.

## PROFITS

62. The profits of the Association whencesoever derived shall *be* applied solely towards the benefit of the Association or otherwise in the promotion of the objects of the Association as set out in the Memorandum of Association and no part thereof shall *be* paid by way of dividend or bonus to the members.
63. If upon the winding-up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall *be* applied in such a manner as may be determined by an extraordinary resolution of the Association, and it shall be the duty of the Members of Council to convene a meeting to consider such an extraordinary resolution or failing any such resolution being passed within one year after the commencement of the winding-up, in such manner as the Members of the Council may determine in the promotion of the objects of the Association.

## INDEMNITY

64. Every Member of Council, agent, auditor, Secretary and other Officers for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings relating to his conduct as an officer of the Association, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court.