Dear Member,

The Board of the Association of Scotland's Self-Caterers (ASSC) is recommending that Members approve an updated set of governance rules: the **Revised Articles of Association 2025.**

The proposed changes to the Articles of Association simplify how we are run, reduce unnecessary administration and formalities, and strengthen transparency and accountability. Importantly, they remain fully compliant with the Companies Act 2006 and ensure your rights as Members are protected.

The Board therefore gives notice of a general meeting of ASSC, to be held **on 3rd November 2025 at the ASSC Regional Gathering in Stirling,** for members to consider and vote upon a special resolution to adopt these updated Articles. (Please see formal notice below.)

Why are we doing this?

Our Articles have remained unchanged since incorporation of ASSC in 2016. While the Articles in their current form are still valid and largely workable, we feel that ASSC would benefit from taking the opportunity to update and streamline the Articles. The proposed changes will help support a modernised, fit-for-purpose, approach to governance while remaining fully compliant with the Companies Act 2006.

What are the key proposed changes?

Removal of the requirement to hold Annual General Meetings (AGMs)

- Private limited companies are not legally required to hold AGMs under the Companies Act 2006 – this change in legislation was made in recognition of the complexity, time and cost of holding formal AGMs for smaller private companies and the fact that many companies have developed more efficient ways of managing their affairs and communicating with members.
- ASSC has historically had a low engagement and low turnout for AGMs, as compared to other member events which are well attended and highly valued by members. We would therefore propose to replace the formal AGM with a similar annual meeting to be tagged onto the regional gathering held in November. This new annual meeting will provide transparency and accountability by giving space for members to ask questions of the CEO/Board on the annual accounts and CEO report, but will not follow the stiff formalities of the AGM.
- Notwithstanding this proposed change, general meetings can still be called at any time by the directors, and by 5% of members using the statutory requisition process. Members' decision-making powers are also safeguarded through the written resolution procedure which can be used by ASSC outwith general meetings.

Removal of proxy voting procedure

- If AGMs are no longer held, the proxy voting procedure is largely unnecessary and has been removed.
- Statutory proxy voting rights automatically apply for members should any general meetings be called by the directors or requisitioned by the members.

Amendment to quorum for General Meetings

- The current Articles require a quorum of 5% of Members for general meetings. With membership now in excess of 1,500, this may become challenging.
- We therefore propose that this is amended to 'the lower of 1% of Members or 15 Members'.

Addition to provide for general meetings held by electronic means

- Wording included to enable general meetings to be held remotely. There is a general acceptance that this is ok even without being specifically stated, but it's good to have it in there for the avoidance of doubt.

Update to reporting obligations

- New wording added to narrate the obligation to provide annual accounts to members (and the timing for circulation of accounts per statutory requirements). The CEO report is also included, though not a legal requirement.

Frequently Asked Questions

1. **Why no AGM?**
   Private companies are not legally required to hold AGMs. Removing the requirement in our Articles to hold them allows us to focus resources on supporting Members in the best and most valued ways possible while keeping your statutory rights intact. We propose to replace the formal AGM with a similar annual meeting to be held at the regional gathering in November. This new annual meeting will provide transparency and accountability by giving space for members to ask questions of the CEO/Board on the annual accounts and CEO report, but will not follow the restrictive formalities of the AGM.
2. **How will I still have a say?**
   Major decisions will still be made by holding votes on resolutions at general meetings. We can also use the written resolution procedure to seek members' approval to resolutions.
3. **What if I want to call a meeting?**
   Members holding at least 5% of the vote can still requisition a general meeting under the Companies Act.
4. **What about voting by proxy?**
   Statutory proxy rights will apply automatically to any general meetings called.
5. **How will transparency be maintained?**
   You will receive the **annual accounts** plus a **CEO report** every year, giving you clear visibility of performance and priorities. You will also then have the opportunity to ask questions of the CEO/Board on the annual accounts and CEO report at the new annual meeting to be held each year as part of the regional gathering in November.
6. **What will be filed at Companies House?**
   If Members approve adoption of the new Articles, the revised Articles and the special resolution will be filed at Companies House within 15 days, and a final copy circulated to all Members.

How to cast your vote

We are asking Members to approve the adoption of the **Revised Articles of Association 2025** by **special resolution** at a general meeting. Please see below for the formal notice of general meeting.

Thank you

On behalf of the Board, I want to thank you for taking part in this important decision. By adopting these changes, we ensure the ASSC is governed in a way that is modern, transparent, and efficient while protecting Members' rights.

Yours sincerely,
Fiona Campbell MBE
Chief Executive
Association of Scotland's Self-Caterers

ASSOCIATION OF SCOTLAND'S SELF-CATERERS LIMITED (the "Company")
Notice of Meeting
NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at the ASSC Regional Gathering: Albert Halls, Dumbarton Road, Stirling, FK8 2QL at 1: 15 pm on Monday 3rd November 2025 to transact the following business.

AGENDA

1. **Special resolution**

To consider and vote upon the following special resolution.
"That the Articles of Association of the Company be deleted in their entirety and replaced with the form of Articles of Association attached and circulated (marked 'Revised Articles of Association 2025'), with effect from the date this resolution is passed."

By order of the Board

- **The Association of Scotland's Self-Caterers, 13th October 2025**
- **Revised Articles of Association 2025**
  - **Members are invited to attend and to vote at the General Meeting on the 3rd November 2025 at the ASSC Regional Gathering in Stirling from 1: 15 pm**