

THE COMPANIES ACTS 1948 to 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF

THE M.G. CAR CLUB LIMITED

Registered in England and Wales, Company Registration Number 00962227

Adopted by Special Resolution passed at an Extraordinary General Meeting
on 14th March, 2015

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1. INTERPRETATION

In these Articles the following words and expressions shall have the following meanings:

“the Act”	subject to the provisions of this Article 1, the Companies Act 2006 and, where the context requires, every other statute from time to time in force concerning companies and affecting the Club;
“AGM”	an Annual General Meeting;
“the Articles”	these Articles of Association from time to time in force;
“Auditor”	includes any person or firm who has been appointed as an auditor pursuant to Section 485 of the Act, or deemed reappointed under Section 487 of the Act, or any person or firm which has been retained to undertake a review of the Club's accounts;
“Branch”	an association of Members with particular interests as defined by the Council;
“Centre”	an association of those Members residing in a specified United Kingdom geographical area or as otherwise defined by the Council;
“Chairman”	the person appointed from time to time to the Office of Chairman of the Club by the Voting Members in General Meeting or otherwise as provided by these Articles. The term “Chairman” may also refer to the chairman of a CRB as the context may require;
“Chief Executive”	a person appointed by the Executive Committee to such office, whether or not referred to as Chief Executive or some equivalent title;
“clear days”	in relation to a period of notice means that period excluding the day on which the notice was given and the day it is to take effect;
“the Club”	the above named Company;
“the Council”	the Council as referred to in Articles 31 to 51;
“Council Members”	members of the Council, acting individually;
“CRBs”	Centres, Registers and Branches, as the context may apply;

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“Director” “the Directors”	a member of the Executive Committee; the Directors, acting collectively as an Executive Committee or otherwise in accordance with these Articles;
“Document”	includes, unless otherwise specified, any document sent or supplied in electronic form;
“EGM”	an Extraordinary General Meeting, being any General Meeting of the Club other than an AGM ;
“electronic form” and “electronic means”	have the meanings given in section 1168 of the Companies Act 2006;
“executed”	includes any mode of execution;
“the Executive Committee”	the Executive Committee as referred to in Articles 52 to 73;
“Executive Committee Member”;	a member of the Executive Committee,
“General Meeting”	a general meeting of Members;
“General Member”	a Member who is not a Voting Member;
“Member”	a Member of the Club evidenced by his inclusion in the register of members , except in the context of Article 78 where “member” may have some other meaning;
“Memorandum”	the Memorandum of Association of the Club;
“Objects”	the objects of the Club as set out in the Memorandum and/or the Articles from time to time;
“Officer”	shall include the Treasurer, the Chairman and any Vice Chairman for the time being of the Club or of any CRB as the context may apply;
Overseas Centre”	an association of Members and others residing in any part of the world outside the UK which is affiliated to the Club. Subject to any conditions imposed by the Council or the Executive Committee, an Overseas Centre shall be an autonomous body.
“the President” and “Vice President”	the President and any Vice President for the time being of the Club;
“Proxy” and related	shall have the meaning ascribed by the Act and shall relate solely to General Meetings of the Club; terms
“Register”	an association of Members owning specified models of vehicle or as otherwise defined by the Council;
“Rules”	the Rules of the Club as referred to in Article 85
“Secretary”	any person appointed to the office of Secretary pursuant to these Articles or any person appointed to perform the duties of the

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Company Secretary of the Club . The term “Secretary” may also refer to the secretary of a CRB as the context may require;

“Treasurer” the person appointed from time to time to the office of Treasurer of the Club by the Voting Members in General Meeting or otherwise as provided by these Articles. The term “Treasurer” may also refer to the treasurer of a CRB as the context may require;

‘United Kingdom’ means Great Britain and Northern Ireland;

“Voting Member” a Council Member appointed in accordance with Article 34;

1.1 Expressions referring to writing include references to printing, fax, e-mail and other methods of representing or reproducing words in a visible form;

1.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the meanings given to them in the Act;

1.3 References in these Articles to ‘he’ or ‘him’ include male and female individuals;

1.4 A reference to any statute or provision of a statute shall include any orders, regulations or other subordinate legislation made under it and shall, unless the context otherwise requires, include any statutory modification or re-enactment of it for the time being in force .

2. The Club is established for the purposes expressed in the Memorandum of Association and/or the Articles.

MEMBERS AND ADMISSION OF MEMBERS

3. The number of Members shall be unlimited. Members are:

3.1. the subscribers to the Memorandum and Articles of Association;

3.2. such persons as are admitted as such by the Executive Committee.

4. Every application for membership must be in such form as the Executive Committee may from time to time prescribe.

5. Subject to Article 85, applications and membership renewals shall be subject to a procedure approved by the Executive Committee which may decide whether to admit or reject the applicant, and to allow or deny renewal of membership. The Executive Committee shall not be required to give reasons for its decision in such cases.

6. Any person becoming a Member shall be bound by the provisions of the Memorandum and Articles of Association and the Rules of the Club from time to time in force.

7. The Club shall keep a register of Members as required by the Act.

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CESSATION OF MEMBERSHIP

8. A Member will cease to be a Member:
- 8.1. if he resign by giving notice to the Club;
 - 8.2. upon his death;
 - 8.3. in any case if any subscription or membership fee due from him to the Club remains outstanding for more than one month or such other period as the Executive Committee may from time to time determine; or
 - 8.4. if he be removed from the membership in accordance with any Rule established from time to time pursuant to Article 85. No Member shall be entitled to any refund of subscription or membership fee on ceasing to be a Member for any reason. Membership of the Club shall not be transferable.

GENERAL MEETINGS

9. The Club shall hold a General Meeting in each year as its AGM in addition to any other meetings held in that year. With the exception of the first and second AGMs of the Club following incorporation, the interval between the date of one AGM and the date of the next must not be more than fifteen months. The Council or the Executive Committee shall choose the time and place of the AGM. All General Meetings of the Club other than AGMs are called EGMs.

10. All business shall be deemed special that is transacted at an EGM and all that is transacted at an AGM shall also be deemed special with the exception of the consideration of the financial statements, the reports of the Directors, Chief Executive and the Auditors, the election or re-election of the President, Vice President(s), Chairman, Vice Chairman, and the Directors and the appointment of and the fixing of the remuneration of the Auditors.

CALLING AND NOTICE OF GENERAL MEETINGS

11. The provisions of Article 79 shall apply to the calling of General Meetings. The Council or the Executive Committee may call a General Meeting at any time; and the Executive Committee must call a General Meeting if it receives a requisition in accordance with the Act from not less than one tenth of the number of Council Members, or from not less than fifty Members.

12. Twenty-eight clear days' notice shall be given of all General Meetings, including the AGM, any meeting called for the passing of a special resolution and any General Meeting at which a resolution is to be proposed of which special notice is required to be given.

13. All notices of General Meetings shall be given in the manner referred to in Article 79 and shall specify the place, date and time of the meeting, and the general nature of all items of the business to be transacted; and must, in the case of an AGM, specify that the meeting is an AGM. The text of all resolutions relating to special business, including that to be determined by special, extraordinary and elective resolutions to be proposed at the meeting must be set out in the notice.

14. Notice of all General Meetings shall be given to the Members, the President, Vice Presidents, the Executive Committee Members, the Chief Executive, the Secretary and to the Auditor; but the accidental omission to give notice of a meeting or the non-receipt of such notice by any person entitled to receive it shall not invalidate the proceedings at such meeting.

PROCEEDINGS AT GENERAL MEETING

Quorum

15. A General Meeting shall not be valid unless a quorum of Voting Members, or their proxies, is present throughout the meeting. The quorum shall be ten Voting Members, or their

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proxies, present in person. The Chairman shall announce at the commencement of the meeting the number of Voting Members, including their proxies, present and whether a quorum is present.

16. If a quorum is not present within thirty minutes after the time set for the meeting, or if a quorate meeting subsequently becomes inquorate and having become inquorate remains so for more than thirty minutes, the meeting, if convened on 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 another day, time and place decided by the Council or the Executive Committee. If at such an adjourned meeting a quorum is not present within thirty minutes after the time appointed for the meeting, those Voting Members present shall be a quorum.

CHAIRMAN OF GENERAL MEETINGS

17. The Chairman of the Club shall chair all General Meetings of the Club, or if within fifteen minutes after the time appointed for the meeting he is unavailable or is unwilling to act, the chair shall be taken by the Vice Chairman, and if he shall be unavailable or is unwilling to act, by the President or a Vice President and failing that, by a Council Member or a General Member present and approved by the meeting.

ADJOURNMENT OF GENERAL MEETINGS

18. The Chairman may adjourn a General Meeting with the consent of the meeting (and must do so if so required by a simple majority of the Voting Members, or their proxies, present at the meeting), but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice is required of an adjourned meeting unless the meeting is adjourned for thirty days or more, in which case fresh notice must be given as in the case of the original meeting.

ATTENDANCE, VOTING AND POLLING AT GENERAL MEETINGS, INCLUDING THE APPOINTMENT OF PROXIES

19. All Members shall be entitled to attend and speak at General Meetings but only Voting Members shall have the right to vote at them.

19.1 A Member may appoint a proxy to exercise any, or all, of his rights at a General Meeting. In the case of General Members these rights shall be the right to attend and speak at the General Meeting. In the case of Voting Members these rights shall be the right to attend, speak and vote at the General Meeting.

19.2 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- (a) states the name and address of the Member appointing the proxy;
- (b) identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Executive Committee may determine; and
- (d) is delivered to the Club in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.

19.3 The Club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

19.4 In the case of Voting Members proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

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- 19.5 Unless a proxy notice indicates otherwise, it must be treated as:
- (a) in the case of a proxy notice given by a Voting Member, allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) in the case of a proxy notice given by any Member, appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
- 19.6 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Club by or on behalf of that person.
- 19.7 An appointment under a proxy notice may be revoked by delivering to the Club a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 19.8 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 19.9 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

20. The President, Vice Presidents, the Secretary, the Chief Executive, Directors, and the Auditors shall be entitled to attend General Meetings and others may attend at the discretion of the chairman of the meeting, but none of such persons shall be entitled to vote unless duly appointed a proxy for a Voting Member and, unless they are a Member or the proxy of a Member, they may only speak at the discretion of the chairman of the meeting, except as provided by law.

21. Every Council Member validly nominated in accordance with Article 34 shall, in addition to becoming a Council Member, also become a Voting Member and be entitled to one vote at every General Meeting at which he is personally present. All votes shall be given in person, or by proxy. Voting Members shall have the right to appoint a proxy to attend, speak and vote at General Meetings on their behalf.

21.1 In the event that the CRB committee member appointed as the Council Member representative for that CRB shall for any reason be unavailable to attend a General Meeting of Members (in respect of which he has not appointed a proxy), then the second nominee referred to in Article 34.2 shall, in addition to being entitled to attend Council Meetings, be entitled to attend in his place and act in all respects as though he were a Voting Member in place of that unavailable member and shall have the right to attend, speak and vote at such meeting.

21.2 Where the CRB committee member appointed as the Council Member representative for that CRB is unavailable to attend a General Meeting of Members and has appointed a proxy in respect of that General Meeting then the second nominee referred to in Article 34.2 shall still be entitled to attend and speak at that General Meeting, but shall not be entitled to vote.

21.3 Attendance at the General Meeting by either the Council Member representative referred to in Article 21.1, or the second nominee of a CRB referred to in Article 34.2, shall only be valid where it is evidenced by either a copy of the minute of the committee meeting of the CRB which approved that appointment, duly certified as such by the Chairman or other member of the CRB Committee and delivered to the

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Club by no later than five days prior to the time appointed for the commencement of any General Meeting which the representative is to attend, or such other evidence as may be accepted by the chairman of the meeting.

21.4 In the further event that the second nominee appointed under the preceding provision shall for any reason be unavailable to attend a General Meeting of Members, the duly elected Chairman of that CRB may select and appoint a person without further reference to the CRB committee to act as second nominee at the meeting, including the right to attend, speak and vote, provided that notice of the appointment of such substitute shall have been delivered to the Club by not less than 48 hours prior to the time appointed for the commencement of any General Meeting of the Members which the representative is to attend.

22. At any General Meeting, a resolution put to the vote of the meeting shall be passed if it is approved by a simple majority of Voting Members or their proxies present, that is to say, if more than one half of the votes cast at the meeting shall be in favour of the resolution, except where a greater majority is prescribed by the Act or by these Articles.

23. Resolutions put to the vote at General Meetings shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands). Voting shall be conducted in such manner as the Chairman may decide, including requiring that Voting Members, or their proxies, shall display a voting card as evidence of their entitlement to vote.

24. Unless a poll is demanded in the manner referred to in Article 27, a declaration by the Chairman that a resolution has been carried or lost on a show of hands, whether unanimously or by a particular majority, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

25. The Executive Committee may make such arrangements for the orderly conduct of General Meetings as it thinks fit, including directing that any person wishing to attend any meeting shall register upon arrival and provide such evidence of his identity, the authority and the capacity in which he is attending the meeting, his Membership of the Club and otherwise as may be appropriate and shall submit to such searches or other security arrangements or restrictions as the Executive Committee shall consider appropriate in the circumstances. The Executive Committee shall be entitled in its absolute discretion to refuse entry to any General Meeting to any person who fails to comply with the provisions of this Article.

CHAIRMAN'S CASTING VOTE AT GENERAL MEETINGS

26. In the event of any equality of votes, the Chairman of the meeting shall have a casting vote, in addition to any vote to which he may be entitled as a Voting Member including as proxy.

POLLING AT GENERAL MEETINGS

27. A poll is an arrangement whereby Voting Members, or their proxies may, in circumstances prescribed by these Articles and the Act, vote at a General Meeting by means of a secret ballot. Subject to the requirements of the Act, a poll may be demanded:

27.1. by the Chairman; or

27.2. by at least three Voting Members present in person or by proxy.

28. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chairman of the meeting. The withdrawal of a demand for a poll shall not invalidate the result of a vote on a show of hands declared before the demand for the poll is made.

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29. Except as provided in Article 30, if a poll is demanded it may be taken in such manner as the Chairman may direct including the use of confidential voting slips, but the Chairman shall have no authority in exercising this power to extend the poll to Voting Members who are not present at the meeting in question. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

30. A poll demanded on the election of a chairman, or on a question of adjournment of a meeting, shall be taken immediately. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs. If there is an interval before the time for completing the poll, the meeting may deal with any business other than the business being determined by poll.

THE COUNCIL

31. Subject to the other provisions of these Articles, the Council shall consist of all the Council Members who have from time to time been nominated in the manner described in Article 34.

FUNCTION, POWERS AND DUTIES OF THE COUNCIL

32. The Council shall have the following functions powers and duties:

- 32.1. to represent to the Executive Committee the general views of the Members;
- 32.2. to receive and consider such reports and other information from the Executive Committee or from any Officer, employee or section of the Club on the operations of the Club as the Council may from time to time consider necessary or desirable;
- 32.3. to establish guidelines within which the Executive Committee shall act for the promotion, advancement, organisation and operation of the Club including financial and operational limitations;
- 32.4. generally to perform a supervisory function on behalf of the Members.
- 32.5. to carry out any other functions given to it in these Articles or by General Meetings, including calling General Meetings.

MEMBERSHIP OF THE COUNCIL

33. Each Centre, Register and Branch shall be entitled to nominate one officer or member of its duly elected committee to be a Council Member and to attend Council Meetings as its representative and to vote at Council Meetings on its behalf as such Council Member shall in his sole discretion consider appropriate. A Member may not act as a Council Member for more than one Centre, Register or Branch but may be a proxy for one or more Voting Members at a General Meeting.

34. Nominations of Council members made by Centres, Registers and Branches must follow the procedure set down in this Article.

34.1. Any CRB desiring to nominate a person to act as its representative Council Member must validly convene and hold a meeting of its committee for the purpose of considering and deciding the identity of that person (who must be a member for the time being of the committee of such CRB) and any other person who is to be the second nominee as referred to in Article 34.2 (who must also be a member for the time being of the committee of such CRB);

34.2. Each CRB shall also be entitled to nominate a second member (“the second nominee”) of its duly elected committee to attend Council Meetings but such person shall act as an observer and shall not be a Council Member and as such shall have no voting rights, provided however that in the event that the committee member appointed as the Council Member representative for that CRB shall for any reason be unavailable to attend a meeting of the Council, the second nominee shall be entitled to attend in his place and act in all respects as though he were a Council Member in place of that unavailable Member and shall have the right to attend, speak and vote at such meetings;

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- 34.3. No such nomination of any Council Member as the representative or the second nominee of a CRB shall be valid unless it is evidenced by either a copy of the minute of the committee meeting of the CRB which approved that appointment, duly certified as such by the Chairman or other member of the CRB Committee and delivered to the Club by no later than five days prior to the time appointed for the commencement of any Council Meeting, which the representative is to attend or such other evidence as may be accepted by the chairman of the meeting;
- 34.4. In the event that such second nominee shall for any reason be unavailable to attend a Council Meeting, or shall already be acting as a Council Member as provided in Article 34.1, the duly elected Chairman of that CRB may select and appoint a person without further reference to the CRB committee to act as second nominee at the meeting in question provided that notice of the appointment of such substitute shall have been delivered to the Club by not less than 48 hours prior to the time appointed for the commencement of any Council Meeting which the representative is to attend.
35. Any person nominated in the manner referred to in Article 34 shall become a Council Member, provided that notice of nomination as aforesaid shall have been given in writing in accordance with Article 80 of these Articles, and shall remain a Council Member until such time as:
- 35.1. he resigns his Council Membership by giving notice to the Club; or
 - 35.2. he ceases to be a Member; or
 - 35.3. the Centre, Register or Branch (as the case may be) which appointed him revokes his nomination, or nominates another person in his place, or
 - 35.4. he is removed by a resolution of the Club at a General Meeting.
36. Council Members appointed by CRBs shall:
- 36.1. act in a representative capacity on behalf of the CRB which appointed them;
 - 36.2. be free to reach their own determination on matters to be decided by the Council;
 - 36.3. notwithstanding their representative capacity act having regard to the overall interests of the Club and of the Members in general;
 - 36.4. be accountable for their actions to the Council and to the CRB which appointed them.

MEETINGS OF THE COUNCIL AND CALLING AND NOTICE OF COUNCIL MEETINGS

37. The Council shall meet at least twice in each calendar year unless it otherwise resolves. It may fix the date of its meetings and may call meetings as it thinks fit. Meetings of the Council shall be regulated in accordance with the provisions of these Articles including Article 79, subject to such standing orders and in such other manner as Council may from time to time determine, provided that any such determination shall require the approval of three-fourths of the Council Members present and voting at a validly convened meeting of the Council, abstentions not being counted.

38. The Executive Committee may call a Council meeting at any time, and it must call a Council meeting if it receives a request to do so from no less than four Council Members acting with the approval of the committee of the CRB that nominated them, such approval to be evidenced by a copy of the relevant minute of the CRB committee, duly certified as such by the Chairman or other member of the CRB committee and delivered to the Club. Such Council Members, acting with such approval, may themselves call a Council meeting.

39. Subject to Article 47.4, at least twenty-eight clear days' notice must be given of Council meetings.

- 39.1. The notice shall specify the place, date and time of the meeting, and the general nature of all items of the business to be transacted;

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39.2. Notice must be given to all Council Members and to all the persons referred to in Article 42;

39.3. Any such notice shall be given to all such persons referred to in Article 39.2 who are at the time absent from the United Kingdom, provided that such persons shall previously have advised the Club of an alternative address, including, if applicable, an address to which such notice may be sent by electronic means.

40. The accidental omission to give notice of a meeting or the non-receipt of such notice by any person entitled to receive it, shall not invalidate the proceedings at such meeting.

ATTENDANCE AND VOTING AT COUNCIL MEETINGS

Council Members at Council Meetings

41. All Council Members shall be entitled to be present at meetings of the Council.

GUESTS AT COUNCIL MEETINGS

42. The President, any Vice Presidents, the Secretary, the Auditor, second nominees, members of the Executive Committee, any Chief Executive, and such other persons whom the Council shall invite, shall be entitled to be in attendance at meetings of the Council. Save where expressly provided otherwise in these Articles, no such persons shall have any voting rights and may only address the meeting at the discretion of the Chairman of the meeting.

43. The Council may apply the provisions of Article 25 in relation to any Council meeting as it may consider appropriate.

QUORUM AT COUNCIL MEETINGS

44. A Council meeting shall not be valid unless a quorum of Council Members is present throughout the meeting. The quorum shall be not less than fifty per cent of all of the Council Members who must be present in person, second nominees not being counted (save where they have a vote). The Chairman shall announce at the commencement of the meeting the number of Council Members present in person and whether a quorum is present.

45. If a quorum is not present within thirty minutes after the time set for the meeting, or if a quorate meeting subsequently becomes inquorate and having become inquorate remains so for more than thirty minutes, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to another day, time and place decided by the Council or the Executive Committee. If at such an adjourned meeting a quorum is not present within thirty minutes after the time appointed for the meeting, those Council Members present shall be a quorum.

CHAIRMAN OF THE COUNCIL

46. The Chairman of the Club shall chair all Council Meetings, or if within fifteen minutes after the time appointed for the meeting he is unavailable or is unwilling to act, the chair shall be taken by the Vice Chairman, and if he shall be unavailable or is unwilling to act, by the President or a Vice President and failing that, by a Council Member or a General Member present and approved by the meeting.

PROCEEDINGS AT MEETINGS OF THE COUNCIL

47. Without derogating from the Council's ability to regulate its meetings in accordance with the provisions of Article 37, the following procedures shall, for the avoidance of doubt, apply to business dealt with at Council meetings:

47.1. Any Council Member desiring to propose matters to be considered at meetings of the Council shall give thirty-five clear days' written notice of the proposal to the Secretary of the Club, in such form and supported by such number of seconders or endorsers as the Council may from time to time prescribe and containing full details

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of the proposal and the text of any motion upon which the proposer seeks Council's consideration and containing such evidence as Council shall require to demonstrate that the proposal has been approved by the Committee of the CRB of which the Council Member is a representative ;

- 47.2 The Council reserves the right to decide by simple majority:
- 47.2.1. whether information or other material provided pursuant to the preceding sub-clauses of this Article is sufficient for the purposes of enabling the matter to be considered at the meeting of the Council;
 - 47.2.2. to allow discussion and voting on any matter even if the provisions of the preceding sub-clauses of this Article have not been complied with.
- 47.3 The Executive Committee or any sub-committee of the Executive Committee shall have the right to submit proposals to the Council for consideration at a meeting of the Council;
- 47.4 If the Executive Committee considers that there is a matter that requires urgent consideration debate or decision by the Council it may give such notice thereof as time permits to those persons referred to in Articles 39.2 and 42. The Council shall be competent to consider and decide on the matter in question provided that no less than 75 percent of those Council Members present and entitled to vote so determine.

VOTING AT THE COUNCIL

48. Every Council Member validly nominated in accordance with Article 34 shall be entitled to one vote at every Meeting of the Council at which he is personally present. The Council shall reach its decisions by simple majority of votes of those present and entitled to vote, except where a different majority is prescribed by these Articles with voting on a show of hands, with each member present being entitled to one vote. Voting shall be conducted in such manner as the Chairman may decide, including requiring that Voting Members shall display a voting card as evidence of their entitlement to vote.

CHAIRMAN'S CASTING VOTE AT COUNCIL MEETINGS

49. In the event of any equality of votes, the Chairman of the meeting shall have a casting vote, in addition to a vote, if any, to which he is entitled as a Council Member.

APPOINTMENT OF COMMITTEES OF THE COUNCIL

50. The Council may subject to the following proviso appoint Committees of the Council and may delegate any of its powers to committees consisting of two or more Council Members, Members of the Club and others as it thinks fit. Provided always that any matters which are expressly reserved for the exclusive decision of the full Council by these Articles or by any standing orders approved by the Council from time to time or by any defined authorities, may not be delegated to any such Committee. In the exercise of any delegated powers under this Article, committees shall not enter into any financial or other commitment which might expose to Club to undue risk or unplanned expense and must conform to any regulations which may be imposed by the Council or by any Rules made under Article 85. Any Committee so appointed shall have the right to submit proposals to the Council for consideration at a meeting of the Council.

SECRETARY OF THE COUNCIL

51. The Secretary or such other person as the Council shall decide shall act as secretary to the Council.

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EXECUTIVE COMMITTEE

52. The Club shall have an Executive Committee, whose members for the time being shall ipso facto be or become directors of the Club. Members of the Executive Committee must be current Members of the Club having two or more years' continuous membership thereof as of the date of their nomination to the Executive Committee.

COMPOSITION OF EXECUTIVE COMMITTEE

53. The Executive Committee shall consist of no less than six and no more than ten persons, or such other maximum as the Council shall from time to time approve, who shall be appointed and hold office in the manner described in these Articles. The Chairman of the Club, the Vice-Chairman and the Treasurer of the Club shall be members of the Executive Committee and shall be taken into account when calculating the maximum number of its members. The Chairman of the Executive Committee shall not in any event serve for a continuous period longer than five years.

54. If the number of Directors shall fall below the minimum number prescribed by these Articles it shall be lawful for the continuing Directors to admit new Members to the Club, to co-opt or appoint Members to the Executive Committee to act as Directors subject to such person having two or more years' continuous membership of the Club as of the date of co-option or appointment, to the extent that the minimum number of Directors is re-established, and to summon General Meetings, but not for any other purpose.

FUNCTION, POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

55. The Executive Committee shall have control over all the affairs and property of the Club, and may exercise all the powers of the Club, except as otherwise provided by the Memorandum of Association of the Club or these Articles, by any Rules made pursuant to Article 85 or by any standing orders approved by the Council from time to time.

56. The Directors shall be responsible for keeping proper books of accounts in accordance with the requirements of the Act.

57. In discharging their powers and duties as Directors, the members of the Executive Committee and the Executive Committee as a whole shall have regard to the interests of the Members in general and to any guidelines which may be made from time to time pursuant to Article 32.3, by the Members in General Meeting or by the Council.

- 57.1 The Executive Committee shall not except with the prior documented approval of the Council:
 - 57.1.1 transact any business at any Executive Committee meeting save for that specified in the agenda for such meeting;
 - 57.1.2 enter into any agreement or arrangement whose terms exceed any operational or financial limit contained in the guidelines referred to in Article 32.3;
 - 57.1.3 subject to Article 88, pay any remuneration or expenses to any person other than as proper remuneration for work done or services provided or as proper reimbursement for expenses incurred in connection with the Club's business;
 - 57.1.4 enter into any lease or licence or any credit sale, hire purchase or equipment leasing agreement or arrangement in excess of any operational or financial limit contained in the guidelines referred to in Article 32.3;
 - 57.1.5 lend any money to any person or grant any credit, to any person (except in the normal course of business);
 - 57.1.6 incur in any financial year any expenditure or liability of a capital nature in excess of any operational or financial limit contained in the guidelines referred to in Article 32.3 other than as reasonably required in the ordinary course of its business;
 - 57.1.7 make any significant alteration in the ordinary course of business of the Club;

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- 57.1.8 enter into any sale, transfer, lease, licence or other disposal by the Club of the whole or a substantial part of its business, assets or undertaking or any freehold or leasehold property in excess of any operational or financial limit contained in the guidelines referred to in Article 32.3;
- 57.1.9 sell, transfer, lease, licence or otherwise dispose of any of its trophies having a value in excess of any financial limit contained in the guidelines referred to in Article 32.3;
- 57.1.10 create, allow to subsist, extend or vary any guarantee, indemnity or security in respect of the obligations of any other person or body, other than as made in the normal supply of goods and services by the Club;
- 57.1.11 create, allow to subsist, extend or vary any security interest over any of the Club's assets;
- 57.1.12 enter into a sale, transfer, assignment, licence or disposal in any way of all or any part of the Club's intellectual property;
- 57.1.13 enter into a sale, transfer, assignment, licence or disposal in any way of all or any part of the Club's archive materials, historic vehicles or artefacts; or
- 57.1.14 threaten, commence, discontinue, settle, or compromise any legal or arbitration proceedings other than routine debt collection or transactions that do not exceed any limit contained in the guidelines referred to in Article 32.3.

APPOINTMENTS AND ELECTIONS TO THE EXECUTIVE COMMITTEE AT GENERAL MEETINGS

58. At every AGM:

- 58.1. the Chairman, Vice-Chairman and the Treasurer shall retire from office and shall be eligible for reappointment if willing to continue to serve, subject in the case of the Chairman to the time limit referred to in Article 53, and
- 58.2. one-third of the Executive Committee Members then in office not including the Chairman, Vice-Chairman and Treasurer shall retire by rotation. If the number of such Executive Committee members is not divisible by three, then the number nearest to one-third shall retire. Any Executive Committee Member who retires by rotation shall be eligible for reappointment if willing to continue to serve. The Executive Committee Members to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment; but as between Executive Committee Members who were last appointed or re-appointed on the same day, those to retire shall, unless they otherwise agree among themselves be determined by lot.

59. No person may be appointed or re-appointed as an Executive Committee Member at any General Meeting unless he is a Member with two or more years' continuous membership of the Club, as of the date of his signing the nomination form for his appointment and:

- 59.1. he is an Executive Committee Member retiring by rotation; or
- 59.2. he is recommended by the Executive Committee; or
- 59.3. he is a person in respect of whom at least twenty-eight clear days before the date appointed for the General Meeting, a nomination form in such form as the Executive Committee may from time to time prescribe, shall have been sent to the Club in the manner described in Article 80, completed and signed by the nominee and countersigned by a proposer and a seconder. Both the proposer and the seconder must be Club Members with two or more years' continuous membership of the Club as of the date of their signing the nomination form, and in all cases
- 59.4. No later than twenty-one clear days prior to a General Meeting of the Club at which the appointment or re-appointment of any director is to be considered, the names of all persons to be considered as provided in the preceding sub-clauses of this Article shall be notified to every Voting Member together with such information as may reasonably be required to give Voting Members an understanding of the suitability of those persons for such appointment or re-appointment. Concurrently with this notification, such names and information shall be published on the Club's website.

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APPOINTMENT OF ADDITIONAL MEMBERS OF THE EXECUTIVE COMMITTEE

60. Subject to the maximum number provided by these Articles, the Executive Committee, or if it shall not so act, the Council, may by resolution appoint as an Executive Committee Member a Member who is willing to act as such, and who satisfies the membership criteria referred to in Article 59 either to fill a vacancy or as an additional Executive Committee Member. An Executive Committee Member appointed under this Article will hold office only until the next following AGM, when he shall be eligible to seek re-election and will not be taken into account in determining the Executive Committee Members who are to retire by rotation at that meeting. If such Executive Committee Member is not re-appointed at that AGM, he will automatically vacate office at the end of that meeting.

61. An Executive Committee Member shall cease to be an Executive Committee Member:
- 61.1. if he resigns his Executive Committee Membership by giving notice to the Secretary of the Club and such resignation has taken effect in accordance with its terms, or
 - 61.2. if he ceases to be a Member; or
 - 61.3 (a) If he dies or ceases to be a director by virtue of any provision of the Act or is prohibited by law from being a director; or
 - (b) if a bankruptcy order is made against him; or
 - (c) if a composition is made with his creditors generally in satisfaction of his debts;or
 - (d) a registered medical practitioner who is treating him 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;
 - 61.4. if he is removed by a simple majority of the Council Members or by the Members in General Meeting, following the procedure laid down in Section 168 of the Act; or
 - 61.5. if three-fourths of the other Executive Committee Members resolve that he shall resign. If following such resolution he fails to resign, his membership of the Executive Committee shall be suspended until the next General Meeting of the Club; or
 - 61.6. if he is absent without the Executive Committee's leave for three consecutive meetings of the Executive Committee, and the Executive Committee shall resolve that he should not continue in office, and in any event automatically if he is absent for five consecutive meetings of the Executive Committee.

62. An Executive Committee Member who ceases to be an Executive Committee Member as a consequence of any of Articles 61.4 to 61.6 inclusive shall not, during the period prior to a subsequent General Meeting at which he submits himself for appointment as a Member of the Executive Committee, subsequently be appointed or co-opted as an Executive Committee Member or attend any Executive Committee Meeting by invitation.

PROCEEDINGS OF EXECUTIVE COMMITTEE MEETINGS

Meetings of the Executive Committee and calling and notice of Executive Committee Meetings

63. Any two Executive Committee Members acting together may call an Executive Committee meeting at any time and the Secretary must call an Executive Committee meeting if requested to do so by any two Executive Committee Members.

64. The Executive Committee may convene and regulate its meetings in the manner referred to in these Articles and otherwise as it thinks fit, subject to such standing orders and such other requirements as Council may from time to time determine.

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65. At least seven clear days' notice must be given of Executive Committee meetings.

65.1. The notice shall specify the place, date and time of the meeting, and shall be accompanied by an agenda stating the general nature of all items of the business to be transacted;

65.2. Notice must be given to all Executive Committee Members, to all Officers, to the Secretary and to all such persons whom the Executive Committee shall invite to be in attendance;

65.3. Any such notice shall be given to any person who is at the time absent from the United Kingdom, provided that such person shall previously have advised the Club of an alternative address including, if applicable, an address to which such notice may be sent by electronic means

66. The accidental omission to give notice of a meeting or the non-receipt of such notice by any person entitled to receive it, shall not invalidate the proceedings at such meeting.

QUORUM AT EXECUTIVE COMMITTEE MEETINGS

67. No meeting of the Executive Committee meeting shall be valid unless a quorum is present throughout the meeting. A quorum shall be one half of the number of Executive Committee Members then holding office or four Executive Committee Members (whichever is the greater) of whom one or more must be the Chairman, Vice-Chairman or the Treasurer of the Club.

CHAIRMAN OF EXECUTIVE COMMITTEE MEETINGS

68. The Chairman of the Club shall preside as Chairman at every Executive Committee meeting. If at any Executive Committee meeting the Chairman is not present within fifteen minutes after the time set for the start of the meeting, the Executive Committee Members present may choose one of their number to be Chairman of the meeting.

VOTING AT EXECUTIVE COMMITTEE MEETINGS

69. Each Executive Committee Member shall have one vote at Executive Committee meetings. Decisions of the Executive Committee shall be reached by a simple majority of votes given on a show of hands. In the case of an equality of votes on any question the Chairman shall have a second or casting vote.

70. Any technical defect in the appointment of an Executive Committee Member shall not invalidate a decision taken at an Executive Committee meeting if the Executive Committee Members present were not aware of the defect at the time of the meeting.

APPOINTMENT OF SUB-COMMITTEES OF THE EXECUTIVE COMMITTEE

71. Subject to the following proviso, the Executive Committee may appoint sub-committees of the Executive Committee and may delegate any of its powers to sub-committees consisting of at least one Executive Committee Member, Members of the Club and others as it thinks fit. Provided always that any matters which are expressly reserved by these Articles or by any standing orders or delegated authorities or guidelines approved by the Council from time to time for the exclusive decision of the Executive Committee may not be delegated to any such sub-committee. In the exercise of any delegated powers under this Article, sub-committees must conform to any regulations and formal reporting lines which may be imposed by the Executive Committee, by the Council or by Rules made under Article 85 or under any standing order approved by the Council. Any sub-committee so appointed, as well as the

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Executive Committee itself, shall have the right to submit proposals to the Council for consideration at a meeting of the Council.

72. Executive Committee Members, while holding such Office, may serve on a CRB Committee but shall not be eligible to be Officers of any CRB and shall be deemed to have resigned any such Offices then held upon appointment as an Executive Committee Member.

INTERESTS OF COUNCIL MEMBERS AND EXECUTIVE COMMITTEE MEMBERS IN CONTRACTS OR ARRANGEMENTS

73. At the commencement of each meeting of the Executive Committee and the Council any member (whether present in person or not) who has a pecuniary or non-pecuniary interest in any transaction or arrangement, or proposed transaction or arrangement involving or affecting the interests of the Club, including but not limited to, interests relating to a car, significant spares or memorabilia, shall disclose or cause that interest to be disclosed.

Subject to the provisions of the Act, and provided that he has disclosed to the Executive Committee or the Council as the case may be the nature and extent of any such interest, a Council Member or an Executive Committee Member:

- 73.1. may be a party to, or otherwise interested in, any transaction or arrangement with the Club, or in which the Club is otherwise interested;
- 73.2. may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any organisation in which the Club is interested;
- 73.3. is not accountable to the Club for any benefit which he derives from any circumstance described in this Article and no transaction or arrangement described in those Articles is voidable because of any Executive Committee Member's interest or benefit;
- 73.4. shall not vote upon any matter subject to such a declaration of interest which is under consideration by the Executive Committee or the Council. For the purpose of this Article, a general notice given by a member of the Council or of the Executive Committee that such person or class of persons is to be regarded as having an interest in any transaction or arrangement and stating the nature and extent thereof in such notice, shall be deemed to be a disclosure that such member has an interest in any such transaction or arrangement and of the nature and extent so specified; and an interest of which a Council member or an Executive Committee Member has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his;

73A. Any Council Member or Executive Committee Member who by virtue of his position possesses privileged information in respect of a transaction involving the sale of a car, significant spares, or memorabilia that is not on the open market and in which he is interested must forthwith disclose that fact and shall not be counted in determining a quorum for, and shall not vote at any meeting at which such matter is to be discussed or decided upon.

CHIEF EXECUTIVE

74. Subject to the provisions of the Act and with the prior concurrence of the Council, the Executive Committee may from time to time appoint one or more persons to hold any employment or executive office (including that of Chief Executive) for such term (subject to the provisions of the Act) and upon such terms and conditions as the Executive Committee may from time to time determine, with such prior concurrence. The Executive Committee may revoke or terminate any such appointments without prejudice to any claim for damages for breach of contract between such persons and the Club.

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75. The Executive Committee may from time to time with such prior concurrence:

75.1. delegate or entrust to and confer on any person holding employment or executive office (including a Chief Executive) such of its powers, authorities and discretions (with power to sub-delegate) for such time, on such terms and subject to such conditions as it thinks fit; and

75.2. revoke, withdraw, alter or vary all or any of such powers.

76. SECRETARY

The Club shall have a Secretary who shall be appointed to such office by the Executive Committee on such terms as the Executive Committee thinks fit. Any Secretary so appointed may be removed from such office by the Executive Committee. If there is no Secretary capable of acting, anything required or authorised to be done by or to the Secretary may be done by any Executive Committee Member authorised generally, or specially for that purpose, by the Executive Committee.

77. SEAL

The Club may have, but shall not be required to have a common seal. If the Club has a common seal, it may only be used by the authority of the Executive Committee. Every document bearing an impression of the common seal must be attested by being signed by an Executive Committee Member, and countersigned by the Secretary or by a second Executive Committee Member or by another person expressly authorised by the Executive Committee to attest the seal.

78. NOTICES, MEETINGS AND RESOLUTIONS

The provisions of the following Articles 79 to 83 inclusive shall apply to notices and resolutions of meetings and notices given to, or by the Executive Committee, committees of the Executive Committee, the Council, committees of the Council the Club for the purposes of General Meetings and the Club in general. For the purposes of Articles 79, 81 and 83 “member” means a Member of the Club, a Council Member, an Executive Committee Member, a CRB committee member, or otherwise as the context requires.

GIVING OF NOTICES TO MEMBERS

79. Any notice required to be given under these Articles must be in writing which term shall include electronic means. The Club may give any notice to a Member by publishing it in “*Safety Fast!*” magazine or any other publication sent by the Club to all Members, by placing it on the Club’s website, or by handing it to him personally, or by sending it by post (airmail in the case of Members residing overseas who have given no address for service within the United Kingdom) in a prepaid envelope addressed to the Member at the address shown in the Club’s register of members, or by leaving it at that address, or by giving it using electronic means including by e-mail or SMS message to an address given to the Club by the Member.

79.1. A Member present in person or by proxy at any meeting which he is entitled to attend is deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

79.2. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given to a postal address. Proof that a notice was sent by electronic means in accordance with guidance issued from time to time by the Institute of Chartered Secretaries and Administrators or other competent body shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after it was handed to the Member, posted or (as the case may be) sent by electronic means.

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GIVING OF NOTICES TO THE CLUB

80. Any notice required by the Articles to be given to the Club whether in relation to General Meetings, meetings of Council or the Executive Committee or otherwise shall be validly given by sending it by post in a prepaid envelope addressed to the Secretary of the Club at its registered office, or by leaving it at that address, or by giving it using electronic means to an electronic address specified by the Club.

CONDUCT OF MEETINGS, RESOLUTIONS AND MINUTES OF MEETINGS

81. Voting at meetings shall be conducted in accordance with the provisions of these Articles.

81.1. Subject to any provisions of the Act requiring a meeting to be held physically, a member entitled to attend and vote at a meeting may participate by means of a telephone conference or other facility enabling all people participating in the meeting to communicate interactively and simultaneously with each other; and participation in a meeting in this manner is taken to be presence in person at the meeting.

81.2. Subject to the provisions of the Act:

81.2.1 a resolution in writing signed by 75 per cent of the Members entitled to attend and vote at any General Meeting shall be as valid and effective as if it had been passed at a General Meeting properly convened and held;

81.2.2 a resolution in writing signed by 100 per cent of the members entitled to attend and vote at any meeting of the Council or of the Executive Committee or of a CRB Committee shall be as valid and effective as if it had been passed at any such meeting properly convened and held.

For the purposes of this Article, any resolution in writing may consist of two or more documents in similar form, each signed by one or more Members. Digital signatures and faxed signatures shall suffice for the purpose of this Article.

82. The Secretary or an Executive Committee Member or some other person approved by the Council shall take minutes of proceedings at all General Meetings, meetings of the Council and of the Executive Committee. The Club shall procure that draft minutes of meetings of all classes shall be circulated within twenty-eight days of such meeting to all persons who were present or entitled to be present at the meeting in question. Such minutes shall be subject to approval at the meeting concerned or the next subsequent meeting of the same type and shall be kept in accordance with the requirements of the Act. Minutes shall constitute a prima facie record of the proceedings of the meeting concerned and shall become conclusive evidence thereof when the minutes of such meeting shall have been approved in the manner referred to in this Article and duly signed in that behalf by the Chairman of such subsequent meeting.

83. A Member who is present in person and entitled to vote at any meeting at which a decision is reached from which he dissents shall be entitled to have such dissent recorded in the minutes of that meeting.

PUBLICATION OF MINUTES OF MEETINGS

84. Subject to this Article and the overriding discretion of the Chairman of the Club, the Club shall procure that minutes of General Meetings, meetings of the Council and of the Executive Committee, when approved in accordance with Article 82, shall be published with due prominence on the Club's website. Minutes of CRB meetings may likewise be published on any respective CRB website or websites which the Executive Committee has sanctioned or endorsed (but not otherwise), subject in all cases as follows:

84.1. in any case where the Council or the Executive Committee considers that the minutes in question contain material which is:

84.1.1. defamatory in relation to any Member, Officer or employee of the Club or in general;

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- 84.1.2. information which is held in confidence by or on behalf of the Club and is not in the public domain; or
- 84.1.3. commercially confidential or capable of being prejudicial to the interests of the Club or its Members as a whole;
- it shall be entitled to restrict publication of the minutes in question either in entirety or restrict publication to appropriate extracts of such minutes.

RULES

85. The Executive Committee may with the consent of the Council make and amend Rules for any purposes required from time to time for the effective operation of the Club or the furtherance of the Objects, including, without limitation:

- 85.1. the terms of membership;
- 85.2. the levying of annual subscriptions or membership fees;
- 85.3. the organisation, management and conduct of events organised by the Club; or
- 85.4. the management and control of Centres, Registers and Branches;

but if there is a conflict between the terms of these Articles or the Memorandum of the Club and any Rules made or amended under this Article, the terms of the Memorandum and Articles will prevail.

No Rule as to the manner in which a Member may be removed from membership of the Club shall be valid unless it provides that the Member is to be given an opportunity to be heard at any Executive Committee meeting at which the question of removal is to be determined and at a subsequent Council meeting. Any Rule may be cancelled or amended by the Council or by resolution of a General Meeting. The Executive Committee shall also publish the Rules on the Club's website and on any occasion when they are amended shall publicise the fact with reasonable prominence in "*Safety Fast!*" magazine or any other publication sent by the Club to all Members and shall place an amended copy of the Rules on the Club's website. These requirements shall be carried out as soon as reasonably practicable. A person shall be bound by the terms of Rules made or amended in accordance with these Articles even if he has not received notice of the Rules or any alteration to them.

INDEMNITY TO DIRECTORS AND OFFICERS

86. Subject to the provisions of the Act, but without prejudice to any indemnity to which he may be otherwise entitled, every Council Member, Executive Committee Member, Secretary or other officer of the Club shall be entitled to be indemnified out of the assets of the Club against all costs, charges, losses, damages and liabilities incurred by him in the actual or purported execution or discharge of his duties or exercise of his powers or otherwise in relation thereto, including (without prejudice to the generality of the foregoing) any liability incurred in defending any proceedings (whether civil or criminal) which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Club, and in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by any court of competent jurisdiction.

PURCHASE OF DIRECTORS' AND OFFICERS' INDEMNITY INSURANCE

87. Subject to the provisions of the Act, the Club may purchase and maintain insurance at the expense of the Club for the benefit of any person who is or was at any time a Member of the Council, Executive Committee or other officer or employee of the Club or of any other company which is a subsidiary or subsidiary undertaking of the Club or in which the Club has an interest whether direct or indirect or who is or was at any time a trustee of any pension fund or employee benefits trust in which any employee of the Club or of any such other company or subsidiary undertaking is or has been interested, indemnifying such person against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a Council Member, Executive Committee Member, officer, employee or trustee as aforesaid.

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REMUNERATION

88. No Council Member, or Executive Committee Member, or committee member of any CRB shall hold any office of the Club paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Club.

88.1. Provided that this shall not prevent the payment by the Club of:

- 88.1.1. out-of-pocket expenses reasonably and properly incurred on behalf of the Club; or
- 88.1.2. interest at no more than an arm's length commercial interest rate on money lent to the Club; or
- 88.1.3. rent of no more than a reasonable and proper amount on property let to the Club in each case subject to such transactions having been approved or ratified in accordance with these Articles and such delegated or other authorities as may from time to time be in force.

PRESIDENT AND VICE-PRESIDENTS

89. The Club may have a President and one or more Vice-Presidents, who need not be Members of the Club. Any such appointments shall be by election at an AGM and shall follow the procedure set out in this Article.

Any President and Vice Presidents shall be subject to annual re-election at the AGM.

- 89.1 In the case of a proposed first appointment of an individual to any such office there shall be submitted to the Club a nomination form, in such form as the Executive Committee may from time to time prescribe, served in the manner described in Article 80 at least twenty-eight clear days before the date appointed for the Meeting, completed and signed by a proposer and a seconder, both of whom must presently be Members with two or more years continuous membership of the Club as of the date of their signing the nomination form. The form shall be countersigned by the nominee.
- 89.2 In the case of a proposed re-election of a President or Vice Presidents it shall be sufficient if the proposal is put to an AGM without the formality of a signed nomination form unless the meeting otherwise directs.
- 89.3 Those elected following such nomination shall not become Members, Council Members, or Executive Committee Members by reason solely of such appointment. They shall be entitled to attend Council Meetings and General Meetings and, with the consent of the chairman of the meeting, to address such meetings on any subject on the agenda, but shall not be entitled to vote, unless they are entitled to do so by virtue of any other position they may hold. They shall not be disqualified by such appointment from being or becoming Council Members or Executive Committee Members, but if they are at any time appointed either to the Council or the Executive Committee, they shall ipso facto be deemed to have relinquished the office of President or Vice President, as the case may be. The offices of President and Vice President are honorary and do not carry executive powers.

CENTRES REGISTERS AND BRANCHES

90. The Council shall have power to form and dissolve as required CRBs in the United Kingdom and to affiliate to the Club any organisation in the United Kingdom and overseas, in each case to meet the needs of Members in specific areas as and when it shall consider it expedient in the interests of the Club. The regulations for the management and control of such CRBs shall be in accordance with the following Articles unless the Council shall otherwise determine. Any matters not covered by these regulations shall be interpreted and dealt with in accordance with the Articles and any other regulations, guidelines and standing orders relating to the governance of the Club, as far as that may be practicable.

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FUNCTION, POWERS AND DUTIES OF THE CRBs

91. The Centres shall provide where possible and appropriate:
- 91.1. Social and sporting events of interest to Members in their area;
 - 91.2. Contact and support for local meeting of Members in their area;
 - 91.3. Promotion of the Club and recruitment of new Members.
92. The Registers shall provide where possible and appropriate:
- 92.1. The maintenance of a Register of eligible cars indicating history and other relevant details;
 - 92.2. An advisory service to assist Members in the maintenance and rebuilding of their cars;
 - 92.3. Facilities for the exchange of spares between Members;
 - 92.4. Any other services designed to assist Members, subject to approval by the Executive Committee;
 - 92.5. Encouragement for the use of Register cars in suitable events;
 - 92.6. Promotion of the Club and recruitment of new Members.
93. The Branches shall provide where possible and appropriate:
- 93.1. Activities promoted or approved by the Executive Committee ;
 - 93.2. Promotion of the Club and recruitment of new Members.

CRB AGMs

94. Each CRB must hold a General Meeting in each year as its AGM, in addition to any other committee or other meetings held in that year. The interval between the date of one AGM and the date of the next must not be more than fifteen months. The CRB committee shall choose the time and place of the AGM and shall give notice of the meeting as provided in Article 79.

95. The business of the AGM shall include consideration of the CRB financial statements and the officers' reports for the financial year, the election of Officers and committee members and such other matters as the Executive Committee may require.

CRB COMMITTEES

96. Each CRB shall have a committee consisting of not less than four Members and not more than ten Members (or such other maximum number as that CRB may approve at a CRB General Meeting), who shall normally include a chairman, a secretary and a treasurer (each a "CRB Officer").

97. In the event of a vacancy occurring to the office of chairman, secretary or treasurer of a CRB, and such CRB not having taken any steps to appoint a successor within a period of six months of such vacancy occurring, the Executive Committee shall have authority to appoint a Member of the Club to fill the vacancy.

98. CRB committees shall have power to co-opt additional members, provided that the number of members does not exceed the maximum number provided by these Articles, but such co-opted members shall hold office only until the next following CRB AGM when they shall be entitled to seek re-election.

ELECTION OF CRB OFFICERS AND COMMITTEE MEMBERS

99. CRB Officers shall stand down at each AGM and shall be subject to election by and from the Members of each CRB at such meeting. Unless otherwise agreed by the Executive Committee, no CRB committee chairman shall serve for a consecutive period longer than five years.

100. At each AGM, one-third of the members of each CRB committee other than the CRB Officers shall retire by rotation. If the number of such other committee members is not divisible by three, then the number nearest to one-third shall retire. Any member who retires

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by rotation shall eligible for reappointment if he is willing to continue to serve. The committee members to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment; but as between committee members who were last appointed or re-appointed by on the same day, those to retire shall, unless they otherwise agree amongst themselves, shall be determined by lot.

QUORUM AT CRB MEETINGS

101. Unless otherwise decided by the Council, the quorum necessary for CRB General Meetings shall be four Members and for meetings of CRB committees it shall be such number as represents at least fifty percent of the committee members, of whom at least one shall be an officer of that committee.

VOTING AT CRB MEETINGS

102. At CRB AGMs, every Member shall have one vote. At CRB committee meetings, every member of the committee shall have one vote. In each case in the event of equality in voting, the chairman of the meeting shall have a second or casting vote.

103. The provisions of Articles 73 (declaration of interest) and 73A. (privileged information) and 82 and 84 (circulation and publication of minutes of meetings) shall apply in relation to all CRBs. CRBs shall provide copies of all minutes to the Secretary of the Club. CRBs shall adhere to the provisions of Article 84 in respect of any publication of CRB minutes or extracts of minutes on any CRB website or websites which the Club has sanctioned or endorsed and shall not publish or permit the same to be published in any other manner.

MISCELLANEOUS MATTERS RELATING TO CRBs

104. The Council shall have the right to nullify the election or co-option of members of the Committee and of the Officers of any CRB.

105. No CRB shall have authority to elect a patron, president or vice-president without the prior authority of the Council.

CRB FINANCIAL MATTERS

106. Each CRB shall deliver to the Treasurer of the Club a copy of its annual Financial Statements for the preceding financial year, including a Balance Sheet and Income and Expenditure Account, drawn up to the same date as that which the Club has adopted as its accounting reference date, at such time and in such form as the Treasurer of the Club shall require.

107. The committee and members of CRBs shall have no authority to pledge the credit of the Club or any other CRB unless authorised by the Executive Committee.

A member of a CRB may, with the written agreement of that committee specifying the maximum amount, enter into an agreement to spend up to that sum from that CRB's funds.

108. The Executive Committee may make an annual grant to each CRB for administration purposes of such individual amount as it may determine, and may make such other grants or loans to CRBs as it shall think fit. The Committee of each CRB shall ensure that it contains any expenditure within the limitations imposed by the resources of that CRB, allowing for such loans and grants. Other than as provided by the Articles CRBs have no borrowing powers, may not operate at a loss not met from their reserves and may not become insolvent.

109. Each CRB shall comply with all instructions and procedures issued by the Club in regard to the opening operation and maintenance of bank accounts and any other accounts for the receipt and payment of CRB funds.

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110. For the avoidance of doubt, the net assets of each CRB form part of the assets of and are the property of the Club. In the event of the dissolution of a CRB, any assets remaining, whether tangible or not, shall be transferred to or shall vest with the Club as the Club shall direct.

ESTABLISHING OF CRB SUB-GROUPS

111. Subject to the approval of the Council, a CRB may form one or more sub-centres or sub-groups and members of such sub-centres or sub-groups shall be regarded as members of the parent CRB, and their domestic and financial arrangements shall be subject to such bye-laws as the Committee of the parent Centre may (subject to the approval of the Council) determine.

DISSOLUTION OF THE COMPANY

112. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Club shall have effect as if the provisions thereof were repeated in these Articles.

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