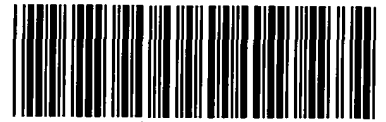


The Saab Owners Club of Great Britain Limited

Revised Articles of Association, September 2021

COMPANY NUMBER 01189665

FRIDAY



ACE24JCP

A09

13/10/2023

#120

COMPANIES HOUSE

Part I Interpretation and limitation of liability

1. Defined terms

In the articles, unless the context requires otherwise—

“articles” means the company’s articles of association.

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“chairman” has the meaning given in article 12;

“Chairman of the meeting” has the meaning given in article 25;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“member” has the meaning given in section 112 of the Companies Act 2006;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a directors’ meeting, has the meaning given in article 10;

“proxy notice” has the meaning given in article 31;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

2. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—

- (a) payment of the company's debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

Part 2 Directors

Directors' powers and responsibilities

3. Directors' general authority

—Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

4. Members' reserve power

(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

5. Directors may delegate

(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

6. Committees

(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

Decision-making by directors

7. Directors to take decisions collectively

The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.

8. Unanimous decisions

(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

9. Calling a directors' meeting

(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary to give such notice.

(2) Notice of any directors' meeting must indicate—

(a) its proposed date and time;

(b) where it is to take place; and

(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

10. Participation in directors' meetings

(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

(a) the meeting has been called and takes place in accordance with the articles, and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

11. Quorum for directors' meetings

(1) At a directors' meeting, unless a quorum (more than one third of total number of directors) is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

(a) to appoint further directors, or

(b) to call a general meeting so as to enable the members to appoint further directors.

12. Chairing of directors' meetings

(1) The directors may appoint a director to chair their meetings.

(2) The person so appointed for the time being is known as the chairman.

(3) The directors may terminate the chairman's appointment at any time.

(4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

13. Casting vote

(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

14. Conflicts of interest

(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

(a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

15. Records of decisions to be kept

The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

16. Directors' discretion to make further rules

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

Appointments of directors

17. Methods of appointing directors

(1) Any person who is willing to act as a director, and is permitted by law to do so, and having at least one year's membership, may be appointed to be a director—

(a) by ordinary resolution, or

(b) by a decision of the directors.

(2) In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

(3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

(4) The Secretary shall be appointed by the Directors for such term, upon conditions as they think fit; and may terminate the Secretaries appointment and fill a vacancy.

18.1 Termination of director's appointment

A person ceases to be a director as soon as—

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

(b) a bankruptcy order is made against that person;

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

(d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

(e) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

(f) s/he having completed three years service; following which they may stand for re-election.

18.2 Removal of a director

The office of a director shall be vacated if:

- (a) Her/his membership of the Club is terminated in accordance with article 22
- (b) s/he absents her/himself from meetings of the directors for a continuous period of six calendar months without special leave of absence from the board; or
- (c) s/he gives to the other directors one calendar month's that s/he resigned from office; or
- (d) s/he is removed by extraordinary resolution passed at a general meeting of the Club.
- (e) If the notice is rescinded within a calendar month then the director can continue to serve.

19. Directors' remuneration

- (a) No remuneration other than expenses as per club policy on director's expenses

20. Directors' expenses

The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

- (a) meetings of directors or committees of directors,
- (b) general meetings,

Part 3 Members

Becoming and ceasing to be a member

21. Applications for membership

No person shall become a member of the company unless—

- (a) that person has completed an application for membership in a form approved by the directors, and
- (b) the directors have approved the application.

22. Termination of membership

- (a) A member may withdraw from membership of the company by giving 7 days' notice to the company by email / text
- (b) Membership is not transferable.
- (3) By expulsion (see section 14.13 operational guidance)

Organisation of general meetings

23. Attendance and speaking at general meetings

(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

24. Quorum for general meetings

(1) No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

(2) Unless otherwise provided for in advance, ten members present either in person or by proxy is a quorum.

(3) If within 30 minutes from the time appointed for the meeting, a quorum of members is not present, or if during a meeting such a quorum ceases to be present:

If the meeting was convened on the requisition of members, it shall be dissolved;

In any other case the meeting shall stand adjourned to a time and place that the Board of Directors decides; and, if at the adjourned meeting, a quorum of members is not present within 30 minutes, the members present may form a quorum.

25. Chairing general meetings

(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within 15 minutes of the time at which a meeting was due to start—

(a) the directors present, or

(b) if no directors are present, the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

26. Attendance and speaking by directors and non-members

(1) Directors may attend and speak at general meetings,

(2) The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

27. Adjournment

(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairman of the meeting must—

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the company's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting at general meetings

28. Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

29. Errors and disputes

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

(2) Any such objection must be referred to the chairman of the meeting whose decision is final.

30. Poll votes

(1) A poll on a resolution may be demanded—

(a) in advance of the general meeting where it is to be put to the vote, or

(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—

(a) the chairman of the meeting;

(b) the directors;

(c) two or more persons having the right to vote on the resolution; or

(d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if—

(a) the poll has not yet been taken, and

(b) the chairman of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

31. Content of proxy notices

1) 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 directors may determine; and

(d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) 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.

(4) Unless a proxy notice indicates otherwise, it must be treated as—

(a) 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) 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.

32. Delivery of proxy notices

(1) 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 company by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) 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.

(4) 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 appointor's behalf.

33. Amendments to resolutions

An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

(a) notice of the proposed amendment is given to the company in writing or electronically by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

34 Passing of Resolutions:

At any general meeting:

(1) A declaration by the chairman that a resolution has been carried, or carried unanimously, or carried by a particular majority, or lost, or not carried by a particular majority, and

(2) An entry to that effect is made in the record of proceedings of the Club;

Then this 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, unless a poll is demanded by the Chairman, or a majority of the members present.

Part 4 Administrative arrangements

35. Means of communication to be used

(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

36. Company seals

(1) Any common seal may only be used by the authority of the directors.

(2) The directors may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this article, an authorised person is—

(a) any director of the company;

(b) the company secretary (if any); or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

37. No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

Directors' indemnity and insurance

38. Indemnity

(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—

(a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

(b) any other liability incurred by that director as an officer of the company or an associated company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this article—

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

(b) a “relevant director” means any director or former director of the company or an associated company.

39. Insurance

(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

(a) a “relevant director” means any director or former director of the company or an associated company,

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

Operational Guidance:

1. TITLE 1.1. The name of the Club shall be "The Saab Owners Club of Great Britain Limited.", hereafter referred to as "The Club".
2. REGISTERED OFFICE 2.1. The registered office of The Club is situated in England
3. OBJECTS: 3.1. To promote the interests of owners and enthusiasts of motor vehicles formerly manufactured or marketed under the name of "SAAB". 3.2. To encourage and promote continued interest in motoring and motor sport more generally. 3.3. To provide members with information, advice and assistance on matters connected with the marque. 3.4. To identify and encourage ways and means that members can contribute to the advancement of education for the public benefit about Saab's impact throughout its history focusing on both safer motoring, aspects of design and technology, and its history in worldwide motor sport. 3.5. To encourage social intercourse and a forum for the exchange of information, assistance and education between members of the club and the general public. 3.6. To promote, arrange or participate in events, tours, lectures, technical discussions, classic car shows and social and other meetings. 3.7. To afford members such benefits and privileges as it may be possible to arrange on their behalf. 3.8. To publish and distribute a regular newsletter, magazine or publication, so long as this remains economically viable. 3.9. To utilise social media and information technology to promote these objects. 3.10. To support Motorsport UK with competitions and the local administration of the laws and regulations affecting motoring and motor vehicles, and to report any proposed local action or scheme that is brought to the attention of the Board of Directors to Motorsport UK.
4. CONSTITUTION: 4.1. Individuals regardless of their sex or gender of not less than 17 years of age shall be eligible for membership. The membership shall consist of 4.1.1. Ordinary Members, (Principal members) 4.1.2. Family Members, (one additional person over the age of 17 ordinarily resident with and part of the same household as the Principal Member.) 4.1.3. Honorary Members, (by election with a two-thirds majority at a General Meeting.) 4.1.4. Overseas members 4.1.5. Persons under the age of 17 years will be eligible for Junior Membership. 4.1.5.1. Junior members shall not hold office within the club or take part in any voting. 4.1.6. The number of members of the Club is unlimited
5. MANAGEMENT: 5.1. The authority and responsibility for the management and transaction of the business of the Club shall be vested in a Board of Directors, who will exercise their powers to further the objects for which the Club has been established or altered by members at a General Meeting. 5.1.1. This will not apply where Articles of Association or statute must be exercised or other matters necessitate being dealt with in a general meeting. 5.2. The Board of Directors may act notwithstanding vacancies.

- 5.3. The board will consist of both officers and other directors with equal voting rights at board level.
- 5.4. A Standing Committee shall be formed to include Officers (Chair, Secretary and Director of Finances) and at least one additional director, to discuss and decide on urgent or emergency matters.
- 5.5. A 'scrutiny committee' consisting of volunteers from the membership may be created. This committee will be used on an ad-hoc basis by the Board of Directors for advice and guidance on management decisions.

6. ELECTION OF DIRECTORS:

- 6.1. An agreed number of directors will be decided on at a General Meeting of club members.
- 6.2. Directors will be decided upon by nomination and vote by member's ordinary resolution at a General Meeting, subject to Article 17.
- 6.3. Ordinary members who have been members of the Club for at least one year shall be eligible for appointment as directors of the club.
- 6.4. Directors will normally serve for a term of office of 3 years, subject to termination of office by resignation with one month's notice being given to the secretary.
- 6.5. Officers of the Club (Chair and two Vice Chairs of the Club and the Treasurer and Secretary) shall be decided upon by directors of the club following the Annual General Meeting; providing they have been ordinary or family members for the previous 12 month period.
- 6.6. Officers will retire at each Annual General Meeting.
- 6.7. Retiring officers and other directors shall be eligible for re-election.
- 6.8. If officers are not re-elected, they may remain as directors during the remainder of their 3 year term of office.
- 6.9. Directors, by majority vote at a directors meeting, shall have the power to co-opt other members of the club to perform the duties of a director until the following General Meeting; when their co-option will be put to a members' vote.
 - 6.9.1. A co-opted director should have twelve months' experience of membership, unless there are certain exceptional situations that necessitate particular skills or expertise.
- 6.10. Succession planning:
 - 6.10.1. There is no age limit for directors.
 - 6.10.2. Nonetheless, directors shall be mindful of succession planning and should consider positive grooming or 'shadowing' of directors and their responsibilities by other appropriately qualified club members.
- 6.11. Removal of a Director:
 - 6.11.1. The office of a director shall be vacated

7. BOARD OF DIRECTORS

- 7.1. The number of directors shall be not less than (five) and not more than (eleven) members.
- 7.2. More than one-third of the total number of members of the Board of Directors shall form a quorum for meetings.
- 7.3. Nominations of Candidates for election to the Board of Directors must be received by the Secretary at date published in the club's magazine.
 - 7.3.1. Nominations of Candidates shall be signed by the member proposing them, and a second supporting member.
 - 7.3.2. Each Member nominated shall intimate in writing and signed that s/he is willing to serve.
- 7.4. The Board of Directors shall have the power to appoint a Sub-Committee of not less than three persons to meet on its behalf in respect of any matter that may be specifically referred to such a Sub-Committee.
 - 7.4.1. In the exercise of the powers delegated to it, a committee shall be time limited and must conform to any regulations prescribed by the board.
 - 7.4.2. Any delegation of powers or appointment of a committee may be recalled or revoked by the Board of Directors at any time.
- 7.5. The Board of Directors should be prepared to recommend their nominations for Officer posts in advance of a general meeting where directors are to be elected.

8. OTHER POSTHOLDERS:

- 8.1. The Board of Directors may appoint members (with relevant experience) to certain specific roles within the club (e.g. Club Valuer, Historian, International Liaison etc.)
 - 8.1.1. These roles shall be reviewed on a triennial basis, and may be revoked at any time.
- 8.2. The Board of Directors may also appoint members with relevant knowledge and skills as registrars, responsible for specific duties in respect of particular groups of vehicles produced by the manufacturer.
 - 8.2.1. Such registrars shall:
 - 8.2.1.1. maintain a register of members' applicable vehicles,
 - 8.2.1.2. Provide material for Club publications on a regular basis.
 - 8.2.2. The roles of registrars will also be reviewed on a triennial basis.

9. LOCAL GROUPS

- 9.1. Members shall be encouraged to form local groups on a geographical basis.
- 9.2. These groups shall be responsible for their own governance within guidelines issued from time to time by the Board of Directors.

10. MEETINGS OF THE BOARD OF DIRECTORS.

- 10.1. The Chair and/or Secretary shall, unless otherwise agreed by all directors, give 21 days' notice of regular meetings of the Board of Directors.
 - 10.1.1. Meetings may be held at an agreed place, as convenient as possible for directors to attend or by using digital means (such as MS Windows 365 'Teams')
 - 10.1.2. Any director shall be able to request an additional meeting of the Board of Directors, should urgent matters need attention.
- 10.2. Absence from meetings of the Board of Directors:
 - 10.2.1. Any director who shall, without sufficient reasons, absent her/himself from three consecutive meetings of the Board of Directors may be called upon to resign her/his position as a director.

11. DUTIES OF SECRETARY:

- 11.1. It shall be the duty of the Secretary to attend in person or by deputy, all meetings of the club and all meetings of the Board of Directors to take minutes of the proceedings.
- 11.2. Such minutes shall be recorded and presented for confirmation at the following meeting.

12. MANAGEMENT OF FINANCES:

- 12.1. All moneys of the club shall be banked in the name of the Club, by a responsible member.
- 12.2. Information regarding such banking shall be passed to the Treasurer/Finance Director responsible for Club finances for accounting purposes.
- 12.3. All disbursements from Club bank accounts shall be made by an authorised director.
 - 12.3.1. By cheque with two authorised signatures, or
 - 12.3.2. By bank transfer authorised by Treasurer/Finance Director, to the maximum value of £2000.00, or
 - 12.3.3. By bank transfer authorised by Treasurer/Finance Director and two members of the Standing Committee, for amounts greater than £2000.00

13. PRESENTATION OF ACCOUNTS:

- 13.1. At the end of each accounting year, an account of the income and expenditure of the club shall be prepared, independently examined and laid before members at a general meeting.
- 13.2. The balance sheet as at the year end shall also be presented at the same time.
- 13.3. Copies of such accounts and balance sheet shall be made available to members at least 21 days prior to the meeting.
 - 13.3.1. This availability may be by made by printing in a club publication, by publishing on the club website or by other means deemed suitable by the Board of Directors.

13.4. Every account and balance sheet shall be accompanied by a financial report of the directors; and the account, report and balance sheet shall be signed by two directors and countersigned by the Secretary.

14. MEMBERSHIP:

14.1. Candidates for membership of the club shall complete a membership application form that shall be forwarded to the agents managing membership on behalf of the Board of Directors.

14.1.1. Written, emailed and digital applications will be acceptable.

14.1.2. Membership shall begin upon cleared payment of an appropriate subscription, subject to any potential disqualification subsequently decided upon by the Board of Directors

14.1.3. Information from applicants will be forwarded to the director responsible for membership matters for perusal and any recommendation to the Board of Directors that membership should be denied.

14.1.4. Decisions as to whether an applicant is accepted as a member shall be made lawfully on the basis of fair and objective criteria and with a right to equality of opportunity.

14.1.5. New memberships may/ be subject to a joining fee and an administrative charge of not greater than £3.00. Joining fee may be reduced for recruitment drives.

14.1.6. Junior members will be encouraged to apply for membership in their own right when they attain the age of 17.

14.2. Membership of the club shall continue only for the period covered by the current subscription.

14.3. All applications must be made by an individual in her/his own correct name and be signed by the applicant personally.

14.3.1. Applications by persons under the age of 18 years must be countersigned by a parent or guardian.

14.4. A Family Member', see above article 4.1.2, may be included in the membership application of the Principal Member. A family member shall enjoy the same rights and be subject to the same duties as the member save that family members shall not be entitled to receive copies of the Club magazine, or any other publication that the Club shall produce from time to time.

14.5. If a candidate is a member of another motoring club or organisation, s/he shall not be entitled to affiliated membership, Honorary, or otherwise, either free or at a reduced rate.

14.6. Should potential membership of the club necessitate a decision by the Board of Directors, a simple majority will decide the matter.

14.7. SUBSCRIPTIONS.

14.7.1. The annual subscription payable by members is to be decided

14.7.2. upon from time to time by members in a general Meeting.

14.7.3. Payment of subscription shall be payable in advance on the Subscription date, normally the annual anniversary of the date of joining the Club.

14.7.4. No member shall be entitled to any of the privileges of membership until after the payment of her/his first subscription.

14.7.5. Any member of the club who has not paid her/his subscription within two clear months of the date on which it became due shall be notified of the fact in writing by the Secretary or the Treasurer, and one month thereafter any member who has still failed to pay her/his subscription may, unless sufficient reason be shown to the satisfaction of the Board of Directors be taken off the Register of members forthwith.

14.7.6. No member whose subscription is in arrears shall be entitled to any privileges of membership until the subscription fee due is paid.

14.7.7. No member whose subscription is in arrears shall be eligible to take part in any competitions organised under the rules of the Club or by Motorsport UK.

14.8. OVERSEAS AND FOREIGN MEMBERS:

14.8.1. Members residing abroad may continue as members on payment of an increased subscription determined by directors from time to time.

14.8.2. Similarly, applications from new overseas members shall be accepted subject to increased subscription fees to cover costs.

14.9. Subject to the provisions of the Articles, every member is entitled to all the rights and subject to all the duties of a member of the Club provided that overseas, junior and family do not have the right to nominate or be elected as officers or directors of the Club.

14.10. RESIGNATION.

14.10.1. Any member wishing to resign her/his membership shall give notice in writing of such desire to the Secretary one calendar month before the date on which her/his subscription would have become due for renewal in any year, otherwise s/he shall be liable to pay a subscription for the ensuing year.

14.10.2. Any member ceasing, voluntarily or otherwise, to be a member of the club, shall cease to have any claim upon the property of the club or to enjoy any privileges of membership, but s/he shall remain liable for the payment of any debts due to the club from him/her.

14.11. USE OF CLUB NAME AND ADDRESS:

14.11.1. The name and address of the club shall not be given by a member as her/his address for trade, advertising or business purposes or in connection with any legal proceedings.

14.12. HONORARY MEMBERS:

14.12.1. On the recommendation of the Board of Directors, any person (whether being a member of the Club or not), may, at any General Meeting, be elected an honorary member of the club without any special payment for such honorary membership.

14.12.2. Members may nominate to the Board of Directors such a person

14.12.3. This honour will not be granted lightly and recipients will have been distinguished in promoting the cause of motoring in general or of the club in particular.

14.12.4. A majority of two-thirds of those present and eligible to vote shall be necessary for election of an honorary member.

14.12.5. Honorary members will not have voting rights at General Meetings

14.13. EXPULSION OF MEMBERS:

14.13.1. It shall be the duty of the Board of Directors to consider whether a member, due to alleged misconduct injurious to the character of the Club, or similar serious wrongdoing or objectionable behaviour, should by written notice, be required to resign from the club.

14.13.2. Should the member not resign within 7 days of receipt of such notice, the Board of Directors shall convene a special meeting to consider the expulsion of the said member.

14.13.2.1. The member shall be given no less than 21 days' written notice specifying the intention to consider expulsion, and outlining the general nature of the grounds on which the expulsion is proposed.

14.13.2.2. The member shall be entitled to be heard and make written representations explaining her/his conduct personally or by another person nominated by the member; prior to any meeting of the Board of Directors.

14.13.2.3. At a subsequent meeting of the Board of Directors the member may be expelled by a resolution of not less than two-thirds of the directors present and voting.

14.13.2.4. Should that happen, a notice of expulsion shall be sent in writing to the expelled member by the Secretary.

14.13.2.5. A member so expelled may appeal by giving written notice to the Secretary within 10 days from the sending of the notice of expulsion.

14.13.2.6. Upon receipt of a notice of appeal, the directors will within 30 days reconsider their decision.

14.13.2.6.1. If the decision stands, a Special General Meeting shall/may be convened within 14 days of the determination; and if that SGM passes a special resolution, rescinding the expulsion, the member shall be reinstated to membership from the date of that resolution.

14.13.2.7. Criminal conviction, bankruptcy or professional misconduct rulings may lead to a member being expelled or prohibited from renewing Club membership

14.13.2.8. Any member expelled from the Club or otherwise ceasing to be a member forfeits all right to or claim upon the Club or its property or funds or of fees

paid and remains liable for any outstanding fees or charges due from her/him at the date of expulsion or cessation of membership. return

15. DEATH OF A MEMBER

- 15.1. The rights of a member as such are personal and are not transferable and cease upon her/his death. The Board of Directors may reimburse the member's estate for full or part subscription fees for the year.

16. THE ANNUAL GENERAL MEETING:

- 16.1. The Annual General Meeting of the club shall normally be held in the month of October in each year upon a date and at a time to be fixed by the Board of Directors.
- 16.2. Not more than 14 months may elapse between the date of one annual general meeting and that of the next
- 16.3. The Annual General Meeting shall:
- 16.3.1. Receive from the Board of Directors a full statement of accounts duly audited or independently examined showing the receipts and expenditure for the year ending.
 - 16.3.2. Receive from the Board of Directors a report of the activities of the club during the said year.
 - 16.3.3. Elect the Chair, and the Secretary and Treasurer/Finance Director of the Club.
 - 16.3.4. Elect directors.
 - 16.3.5. Ratify the board's recommendations for Officers (Chair, Vice Chair, Secretary and Treasurer/Director of Finance)
 - 16.3.6. Agree on, and settle any remuneration for, the Club's accountants and auditor.
 - 16.3.7. Decide on any resolution which has been duly submitted to the meeting in the agreed manner,

17. SPECIAL GENERAL MEETINGS:

- 17.1. A Special General Meeting may be convened by direction of the Board of Directors, or on a requisition of the Secretary stating the business for which the Special General Meeting is required and signed by not less than (12) members.
- 17.2. If the meeting so requisitioned is not convened within 21 days, the said (12) members may convene such meeting. 15 members shall form a quorum.

18. NOTICE OF GENERAL MEETINGS:

- 18.1. At least 30 days' notice of general meetings will normally be given to members.
- 18.2. Accidental omission to give notice of any meeting or non-receipt of such notice by any member does not invalidate the proceedings at that meeting.

19. AGENDA.

- 19.1. When members wish a resolution or other pertinent matter to be discussed at a General Meeting, the text of such matters signed by at least two members shall be sent to the Secretary at least 30 days before the date of such meetings, so that it may be ascertained as relevant business and included in the Agenda.
- 19.1.1. It shall be custom and practise that informal question and answer sessions will be part of every general meeting, after formal business is completed.
 - 19.1.2. Such sessions may provoke discussion and debate requiring an assessment of members individual views.
 - 19.1.2.1. A show of hands in favour or against the issue being deliberated may take place, but this will not be binding on the Board of Directors.
- 19.2. A copy of the Agenda shall be published at least 10 days prior to the meeting, but the fact that any member has not received a copy of the Agenda shall not invalidate the proceedings.
- 19.2.1. Members may request an agenda be posted to their home address, in advance of the meeting and for a nominal charge.
- 19.3. No business which is not included in the Agenda shall be discussed during the formal meeting unless every member present is in favour thereof.
- 19.4. Should the proposer of any motion fail to move a resolution in respect of the relevant item on the Agenda, then any other member shall be entitled to do so.

20. VOTING.

<p>20.1. Every person with a right to be present (members/family members) may exercise one vote.</p> <p>20.2. Family members, Junior members or Overseas members are not normally entitled to vote.</p> <p>20.3. The Chairman of the meeting shall not vote except in the exercise of a casting vote.</p> <p>20.4. At all General Meetings, except as provided in Rule (alteration of rules/memorandum and articles) a majority of votes decides a resolution.</p> <p>20.5. At any General Meeting, members may decide that voting may be by a poll or show of hands of members present.</p> <p>20.6. At any General Meeting any (12) members may demand a Poll of the full membership, and thereupon the meeting shall be adjourned to a time and place to be named by the Chairman, and a postal vote shall be taken of all members of the club, the decision of the members, as shown by a postal vote, shall be reported to the adjourned meeting, and shall be deemed to be the decision of such meeting.</p> <p>20.7. The Rules relating to collective vote and proxies shall apply as directed by the Club secretary</p>
<p>21. RIGHT TO BE PRESENT.</p> <p>21.1. No-one can take part in General Meetings unless s/he has paid a current subscription.</p> <p>21.2. Guests may be accepted but should not participate in the business unless invited to comment by the Chair of the meeting.</p> <p>21.3. Guests shall not vote.</p>
<p>22. OBSERVANCE AND INTERPRETATION OF RULES.</p> <p>22.1. Every member binds her/himself to abide by the rules of the club, and also by any modifications thereof made in conformity with such rule.</p> <p>22.2. Every member shall accept as final and binding the decision of the Board of Directors in all cases of dispute or disagreement as to the interpretation of these rules.</p> <p>22.3. Rules may be altered by resolution at a General Meeting provided that:</p> <p>22.3.1. details of the proposed alteration or alterations are included in the notice of the General Meeting; and</p> <p>22.3.2. that the resolution proposing such alteration is carried out by two thirds of those present and voting at such General Meeting.</p>
<p>23. EVENTS:</p> <p>24. All motor competitions and any event involving moving vehicles organised by the club shall be held under the rules and requirements of Motorsport UK.</p> <p>24.1. Any member convicted of an offence arising out of his being in charge of a motor vehicle in any club event or on club business shall thereupon be liable to expulsion from the club under Rule 23.</p>
<p>25. Club Memorandum and Articles of Association and Operational Guidance:</p> <p>25.1. Every member shall be informed in the welcome pack distributed to new members, where these documents can be located.</p> <p>25.2. From time to time, existing members shall be reminded where these documents can be located.</p> <p>25.3. Memorandum and Articles of Association shall only be amended by special resolution at a general meeting.</p> <p>25.4. Any member requesting a personal copy of these documents may have one posted to them at a nominal cost.</p> <p>25.5. Generally, these documents shall be published on the Club website in a downloadable and printable format.</p>
<p>26. SAFEGUARDING:</p> <p>26.1. Every adult in the United Kingdom shares a general duty to safeguard children and vulnerable adults.</p>

26.2. The Club has published its Safeguarding Policy and issued a Safeguarding Statement alongside operational guidelines for members, individually or co-operatively in groups, to follow.

26.3. Any member requesting a personal copy of these documents may have one posted to them at a nominal cost.

26.4. Generally, these documents shall be published on the Club website in a downloadable and printable format.

26.5. The policy, statement and guidelines will be reviewed annually prior to the annual general meeting.

27. GENERAL DATA PROTECTION REGULATION (GDPR):

27.1. Directors of the Club have adopted a GDPR Policy and operational guidance,

27.2. Any member requesting a personal copy of these documents may have one posted to them at a nominal cost.

27.3. Generally, these documents shall be published on the Club website in a downloadable and printable format.

28. SOCIAL MEDIA POLICY:

28.1. Directors of the Club have adopted a Social Media Policy and operational guidance,

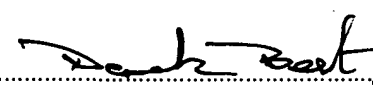
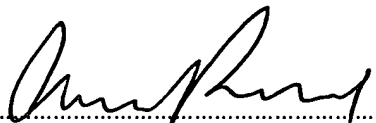
28.2. Any member requesting a personal copy of these documents may have one posted to them at a nominal cost.

28.3. Generally, these documents shall be published on the Club website in a downloadable and printable format.

29. DISSOLUTION:

29.1. The club may be dissolved by a Special General Meeting convened by direction of the Board, or on the requisition of the majority of the members. If the resolution of dissolution be duly passed, the Board shall forthwith liquidate the affairs of the club, and if there be any surplus assets on realisation, these shall be disposed of at the discretion of the Board

Signature



Signed by: Chris Redmond

DEREK BEST

Position: Chairman.

SECRETARY

Date:

10th October 2023