

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5960606

The Registrar of Companies for England and Wales hereby certifies that
BMW HISTORIC MOTOR CLUB (UK) LTD

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 9th October 2006



N05960606J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House
The Stationery Office

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

BMW HISTORIC MOTOR CLUB (UK) LTD

I, **KENNETH JOHN CHARSCOPE FRANKLIN**

of **INSETON HOUSE, BELBROOKTON, DOLLS DYF OSA**

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

K. J. Franklin

Declared at

19 Hagley Road - Stourbridge West Midlands DY8 1AW

Day Month Year

On

28 09 2006

① Please print name.

before me ①

ROGER JAVIES

Signed

R. Javies

Date

28.09.2006

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.



A38
COMPANIES HOUSE

ANJ03JCI
476
03/10/2006

Form revised 10/03

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



Companies House

GOV.UK

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

Company Name in full

BMW HISTORIC MOTOR CLUB (UK) LTD

Proposed Registered Office

(PO Box numbers only, are not acceptable)

45, PARK ROAD

Post town

GLOUCESTER

County / Region

GLOUCESTERSHIRE

Postcode

GL1 1LP

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record.

Tel

DX number

DX exchange



A38
COMPANIES HOUSE

AWJ2JCH
477
03/10/2006

v 10/03

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

* Voluntary details

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

MR. N/A

MARK ROGER

GARFITT

N/A

N/A

126 LLANTARNAM ROAD

CWMBRAN

GWENT

NP44 3BD

WALES

28 10 1947

ENGLISH

ENGINEER

NONE

12th Sept. 2006

Company Secretary (see notes 1-5)

NAME	*Style / Title	Mr		*Honours etc	
Forename(s)		KENNETH JOHN CHRISTOPHER			
Surname		MACMASTER			
Previous forename(s)					
Previous surname(s)					
<input type="checkbox"/>	Address †	INSETTON HOUSE, DONDALL GREEN			
		BELBROUGHTON.			
		NR STOORBRIDGE.			
		WEST MIDLANDS			
Post town		WEST MIDLANDS			
County / Region		WEST MIDLANDS		Postcode	DY9 0BN
Country		UNITED KINGDOM			
I consent to act as secretary of the company named on page 1					

Consent signature

K.J.C. MacMaster

Date

12/9/06.

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MRS		*Honours etc	
Forename(s)		ALICE KATE			
Surname		MOORE			
Previous forename(s)					
Previous surname(s)		CLARK-KENNEDY			
<input type="checkbox"/>	Address †	8 LIME FARM WAY			
		GREAT HOUGHTON			
		NORTHAMPTON			
		NORTHAMPTONSHIRE			
Post town		NORTHAMPTON			
County / Region		NORTHAMPTONSHIRE		Postcode	NN4 7AQ
Country		UNITED KINGDOM			
Day Month Year					

Date of birth

04/10/1957

Nationality

BRITISH

Business occupation

COMPANY DIRECTOR

Other directorships

THE CUSTOMER EXPERIENCE LTD

I consent to act as director of the company named on page 1

Consent signature

Kate Moore

Date

12.9.06

Company Secretary (see notes 1-5)

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Company name

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

CHWP000

Company Name

BMW HISTORIC MOTOR CLUB (UK) LTD

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

Company Secretary (see notes 1-5)

NAME	*Style / Title		*Honours etc	
Forename(s)				
Surname				
Previous forename(s)				
Previous surname(s)				
Address †				
Post town				
County / Region		Postcode		
Country				

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc	
Forename(s)		DAVID PHILIP		
Surname		WILLIAMS		
Previous forename(s)				
Previous surname(s)				
Address †		8 LIME FARM WAY		
Post town		GREAT HOUGHTON		
County / Region		NORTHANTS	Postcode	NN4 7AQ
Country		U.K.		

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Day Month Year

Date of birth

01 12 1946

Nationality

BRITISH

Business occupation

MANAGER, MOTOR INDUSTRY

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

12th Sept 2006

Company Secretary (see notes 1-5)

* Voluntary details

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

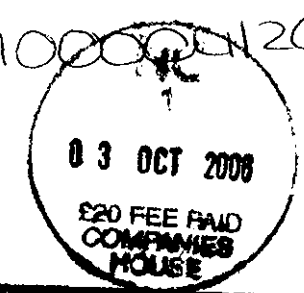
Date

NSC

5960606

1000000120

**MEMORANDUM OF ASSOCIATION
COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL**



MEMORANDUM OF ASSOCIATION

of

BMW Historic Motor Club (UK) Ltd



1. The name of the company (the "Club") is BMW Historic Motor Club (UK) Ltd.
2. The registered office of the Club is to be situated in England and Wales.
3. The objects for which the Club is established are:
 - 3.1 to establish maintain and conduct a club for owners of and other persons interested in historic BMW, Frazer Nash-BMW, Dixi, EMW, AFM, Veritas and Isetta motor cars and any other historic motor vehicle with a BMW engine and chassis;
 - 3.2 to encourage members to use their historic vehicles and to preserve them in the best possible condition;
 - 3.3 to keep and promulgate a register of historic BMW, Frazer Nash-BMW, Dixi, EMW, AFM, Veritas and Isetta motor cars and any other historic motor vehicle with a BMW engine and chassis;
 - 3.4 to promote the sport and pastime of motoring in all its aspects in connection with motor vehicles of all types and in particular historic BMW, Frazer Nash- BMW, Dixi, EMW, AFM, Veritas and Isetta motor cars and any other historic vehicle with a BMW engine and chassis and with that object in view to promote, organise and conduct (whether alone or in conjunction with any other person) tours, trials, races and tests of all kinds including social runs, treasure hunts, rallies, reliability trials, time trials, speed trials, hill climbs and driving tests and to offer, give or contribute prizes, medals and awards in connection therewith and to promote, give or support dinners, balls, concerts other entertainments and to publish or cause to be published magazines, news sheets, articles, reports, manuals, books and other printed matter;
 - 3.5 to provide members with leisure and recreational facilities and the means of social intercourse, welfare, enjoyment and mutual helpfulness;

3.6 to take on purchase, lease or otherwise acquire for the purposes of the Club any estates, lands, buildings, easements or other interests in real estate, and to sell, let or otherwise dispose of or grant rights over any real property belonging to the Club;

3.7 to purchase or otherwise acquire, construct, equip, maintain and adapt any premises and other installations and any plant machinery or other things which may seem necessary or convenient for the purposes of the Club;

3.8 to hire and employ all classes of persons considered necessary for the purposes of the Club and to pay them and other persons in return for services rendered to the Club, salaries, wages, charges and pension;

3.9 to establish, promote or assist in establishing or promoting and to subscribe to or become a member of any other associations or clubs whose objects are similar or in part similar to the objects of the Club or the establishment or promotion of which may be beneficial to the Club provided that no subscription may be paid to any such other association or club out of the funds of the Club except bona fide in furtherance of the objects of the Club.

3.10 to support and subscribe to any charitable or public body and any institution, society or club that may be for the benefit of the Club or ex-employees or may be connected with the principal objects of the Club.

3.11 to establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions and to subscribe or guarantee money for charitable and benevolent purposes in any way connected with the purposes of the Club or calculated to further its objects;

3.12 to invest and deal with the money of the Club not immediately required upon such securities and in such manner as may from time to time be determined.

3.13 to borrow or raise and give security for money by the issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Club or by mortgage or charge upon all or any part of the property of the Club;


3.14 to do such things as the directors consider to be in the best interests of the Club and

3.15 to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4. The income and property of the Club, from wherever derived, shall be applied solely in promoting the above objects, and no portion thereof shall be paid or transferred (directly or indirectly) by way of dividend, bonus or otherwise howsoever by way of profit to its members provided that nothing herein shall prevent the payment in good faith by the Club of:
 - (a) a reasonable and proper remuneration to any member, officer or employee of the Club in return for services rendered to the Club;
 - (b) interest on money lent or reasonable and proper rent for premises demised or let by any member to the Club;
 - (c) out of pocket expenses incurred by any member, officer or employee of the Club.
5. The liability of the members is limited.
6. Every member of the Club undertakes to contribute such amount (not exceeding £1) to the Club's assets, if it is wound up while he is a member or within one year after he ceases to be a member as may be required for payment of the Club's debts and liabilities contracted before he ceased to be a member, and the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
7. If on the winding up of the Club there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of the Club, but shall be given or transferred to some other body or bodies having objects similar to those of the Club and which prohibit the distribution of its (or their) income and property amongst its (or their) members to an extent at least as great as that imposed on the Club under or by virtue of clause 4 hereof, such body or bodies to be determined by the members of the Club at or before the time of dissolution or in default thereof by a judge of the High Court or Justice having jurisdiction with regard to charitable funds and if and insofar as effect cannot be given to the aforesaid provision then to some charitable object.

We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this memorandum of association
Names, Addresses and Descriptions of Subscribers

Mr Mark Roger Garfitt
126 Llantarnam Road
Cwmbran
Gwent
NP44 3BD



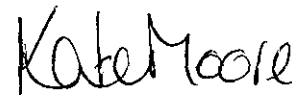
signed

Mr Kenneth John Christopher MacMaster
Insetton House
Dordale Green
Belbroughton
Stourbridge
West Midlands
DY9 3QT



signed

Mrs Alice Kate Moore
8, Lime Farm Way
Great Houghton
Northampton
NN4 7AQ



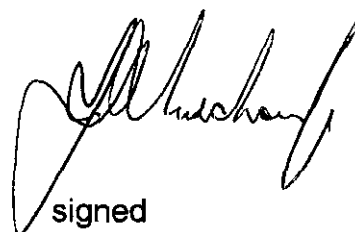
signed

Mrs Fabienne Marie-Christine Joëlle Muschamp
The Yew Trees
Cockleford
Cheltenham
Gloucestershire
GL53 9NW



signed

Mr John Victor Muschamp
The Yew Trees
Cockleford
Cheltenham
Gloucestershire
GL53 9NW



signed

Mr David Philip Williams
8, Lime Farm Way
Great Houghton
Northampton
NN4 7AQ



signed

Mr Richard Thomas Wyldes
Greenways
124 Northampton Road
Earls Barton
Northamptonshire
NN6 0HF



signed

Witness to the above signatures:

Mrs Shirley Anne Chester
Meadowbank
Cockleford
Cheltenham
GL53 9NW



signed

dated: 12 September 2006

**ARTICLES OF ASSOCIATION
COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

**ARTICLES OF ASSOCIATION
of
BMW Historic Motor Club (UK) Ltd**

1. Interpretation

In these articles:

- 1.1 'Act' means the Companies Act 1985 including any statutory modifications or re-enactment thereof for the time being in force;
- 1.2 'Chairman of the Club' means any person for the time being elected to that office by the Committee;
- 1.3 'Club' means BMW Historic Motor Club (UK) Ltd;
- 1.4 'Committee' means the board of directors for the time being of the Club;
- 1.5 'Honorary Member' means a member of the Club who is granted membership of the Club for life;
- 1.6 'Member' means a member of the Club;
- 1.7 'Member of the Committee' means a Member who has been elected or co-opted to serve on the Committee;
- 1.8 'Secretary' means the secretary of the Club or any other person appointed to perform the duties of the secretary of the Club including a joint assistant or deputy secretary;
- 1.9 unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act;
- 1.10 the masculine includes the feminine and where appropriate the singular the plural.

2. Objects

The Club is established for the purposes expressed in the memorandum of association.

3. Membership, admission, fees and subscriptions

- 3.1 Those persons who are subscribers to the memorandum of association and such other persons as are admitted to membership in accordance with the articles shall be Members. No person shall be admitted as a Member unless he is approved by the Committee.
- 3.2 Any person desiring to be admitted to membership of the Club must:
- 3.3.1 be duly proposed and seconded by Members who are entitled to vote at general meetings in relation to matters affecting Members of that class (save that such requirement of proposing and seconding may be waived by the Committee if it sees fit); and
 - 3.3.2 sign and deliver to the Secretary an application for admission framed in such terms as the Committee may from time to time require together with an entrance fee and first annual subscription (if required for the class in respect of which he desires to become a Member).
- 3.3 The application of every candidate for membership shall be considered by the Committee which has an absolute right of accepting or refusing any application without explanation. The decision of the Committee as to admission or otherwise shall be communicated to the candidate promptly.
- 3.4 Any Member who in the opinion of the Committee renders the Club exceptional or outstanding service may be elected as an Honorary Member of the Club upon such terms as the Committee may from time to time think fit and shall not be liable to pay any entrance fee or annual or other subscription but shall be entitled to enjoy to the full and in all respects the rights and privileges of ordinary subscribing Members including the right to attend and vote at general meetings and the right to stand for election to the Committee.
- 3.5 The Committee shall have the right to create such additional class or classes of membership as it may from time to time think fit.
- 3.6 The amount of any entrance fee payable on admission to membership of the Club and the amount of any annual or other subscription payable by Members shall be such as the Committee may from time to time prescribe. Unless the Committee shall determine otherwise, all subscriptions shall be payable in advance on or before the first day of January in each year save that the annual subscription of a new Member which is paid on admission to membership of the Club on or

after the first day of October in any year shall be treated as valid not only for that year but also for the next following year.

4. Non-commercial purposes

It shall be a condition of all classes of membership that the Club shall not be used for commercial purposes or advantage by its Members but this article shall not be taken to prohibit the legitimate carrying on by a Member (whether as proprietor, shareholder or director) of any business relating to BMW, Frazer Nash-BMW or other motor vehicles or otherwise of use to Members provided the same does not conflict with or detract from the amateur and non-commercial character of the Club. In any question of the interpretation of this article, the decision of the Committee shall be final and binding.

5. Cessation of membership

- 5.1 Any Member wishing to resign his membership of the Club shall give notice in writing to the Secretary of his intention to resign at least 21 days before the end of the calendar year in question.
- 5.2 The privileges of membership shall not be transferable and shall cease on the death of a Member.
- 5.3 Any Member whose annual subscription is unpaid on the first of April in any year shall cease to be a Member but may be reinstated at the discretion of the Committee on payment of all arrears.
- 5.4 The Committee shall have power to request the resignation of any Member or to determine any membership without explanation but before such power may be executed (but only in the case of this power) the vote of not less than two thirds of those Members of the Committee present and voting shall be required.
- 5.5 Any person ceasing to be a Member shall immediately forfeit any right in or claim upon the Club or any of its property and shall cease to enjoy any of the privileges of membership but his liability under the Memorandum of Association and for the payment of debts due from him shall continue notwithstanding the cessation of his membership.

6. Annual general meeting

- 6.1 The Club shall hold a general meeting in each year as its annual general meeting in addition to any other meeting in that year and must specify the meeting as the annual general meeting in the notices calling it; and not more than 15 months may elapse between the date of one annual general meeting of the Club and that of the next. Provided that so long as the Club holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year.

- 6.2 The annual general meeting shall be held at such time and place as the Committee appoints.

7. Extraordinary general meetings

- 7.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 7.2 The Committee may convene an extraordinary general meeting whenever it thinks fit and shall convene an extraordinary general meeting upon a requisition made in writing by at least 10 Members having, at the date of deposit of such requisition, a right to attend and vote at such meeting
- 7.3 Any requisition made by the Members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the Club.
- 7.4 On receipt of the requisition, the Committee must forthwith proceed duly to convene an extraordinary general meeting.
- 7.5 If the Committee does not proceed to convene a meeting within 21 days from the date of deposit of the requisition, the requisitionists may themselves convene such a meeting but any meeting so convened shall not be held after the expiration of three months from that date.

8. Notice of Meetings

Accidental omission to give notice of any meeting to or non-receipt of such notice by any Member does not invalidate the proceedings at that meeting.

9. Quorum

- 9.1 No business may be transacted at any meeting unless a quorum is present.
- 9.2 Save as otherwise provided in these articles, 10 Members who are personally present and entitled to vote at such meeting shall be a quorum.
- 9.3 If, within half an hour 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:
- 9.3.1 if the meeting was convened on the requisition of Members, it shall be dissolved; and
- 9.3.2 in any other case, the meeting stands adjourned to the same day in the next week at the same time and place or to such time and place as the Committee may determine and if, at the adjourned

meeting, a quorum of Members is not present within half an hour of the time appointed for the meeting, the Members present who are entitled to vote at such meeting may form a quorum.

10. Chairman

- 10.1 The Chairman of the Club shall preside as chairman at every general meeting of the Club.
- 10.2 If there is no Chairman of the Club or if at any meeting he is not present within 15 minutes of the time appointed for holding the same or shall be unwilling to preside, the Members present who are entitled to attend and vote at such meeting may elect another Member of the Committee to be chairman of the meeting.
- 10.3 If there is no Member of the Committee present or if none of those present are willing to preside, then the Members present who are entitled to attend and vote at such meeting may elect any one of their number to be chairman of the meeting.

11. Adjournment

- 11.1 The chairman may, with the consent of a meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.
- 11.2 No business may be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

12. Passing of resolutions

- 12.1 At a general meeting:
 - 12.1.1 a declaration by the chairman of the meeting 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
 - 12.1.2 an entry to that effect in the book of proceedings of the Club
- are 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 by at least 10 Members who are entitled to attend and vote at such meetings
- 12.2 If a poll is demanded in the above manner, it must be taken in such manner as the chairman of the meeting directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.

13. Attendance and voting rights

- 13.1 Every Member shall be entitled to attend and vote at general meetings of the Club unless they are Members whose class of membership has limited or no attendance voting rights in which case the rights of such Members to attend and vote shall be restricted accordingly.
- 13.2 No Member may attend and vote at any meeting unless all the money then due from him to the Club has been paid.
- 13.3 Every Member who is entitled to attend and vote shall have one vote save that, in case of equality of votes, the chairman of the meeting may have a second or casting vote.

14. Proxy voting

- 14.1 On a poll, votes may be given either personally or by proxy.
- 14.2 A proxy must be appointed in writing under the hand of the appointor or his duly authorised attorney.
- 14.3 The instrument appointing a proxy must be deposited at the registered office of the Club not less than 48 hours before the time of holding the meeting at which the person named in such instrument proposed to vote.
- 14.4 Only a Member who is entitled personally to attend and vote at a meeting may act as proxy for another Member at that meeting.
- 14.5 Any instrument appointing a proxy may be in the following or any other convenient form:

BMW Historic Motor Club (UK) Ltd

I _____ of

being a Member of the above-named Club who is entitled to attend and vote appoint:

of

another Member of the Club who is entitled to attend and vote*

or

the chairman of the meeting*,

as my proxy to vote in my name and on my behalf at the Annual/Extraordinary General Meeting of the Club to be held on _____ and at any adjournment thereof.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting

* strike out whichever is not desired

SIGNED this

day of

15. Committee

- 15.1 Until otherwise determined by the Club in general meeting, the number of members of the Committee shall not be less than 5 nor more than 10. All Members of the Committee shall be directors and/or the Secretary of the Club and shall be required to sign a form of consent to act as a director and/or the Secretary.
- 15.2 The Members of the Committee may from time to time appoint one of their number to be the Chairman of the Club.
- 15.3 The Committee may from time to time and at any time appoint any Member who is entitled to attend and vote at general meetings as a Member of the Committee either to fill a casual vacancy or by way of addition provided that the maximum number of Committee Members specified in article 15.1 is not thereby exceeded.
- 15.4 No person other than a Member who is entitled to attend and vote at general meetings of the Club shall in any circumstance be eligible to hold office as a Member of the Committee.

16. Appointment, rotation, removal and disqualification of Members of the Committee

- 16.1 The persons who are subscribers to the memorandum of association shall be the first Members of the Committee and shall hold office until the first annual general meeting of the Club at which meeting (and at all subsequent annual general meetings) one third (or the whole number which is nearest to one third) of the Members of the Committee for the time being shall retire and be eligible for re-election. The Members selected to retire shall be those Members of the Committee who have been longest in office since last elected but as between persons who became Members of the Committee on the same day those who retire shall be selected by lot (unless they otherwise agree among themselves). A retiring Member of the Committee shall retain office until the close or adjournment of the meeting.
- 16.2 Any Member appointed by the Committee in accordance with article 15.3 shall be a Member of the Committee for all purposes as if he had been elected at a general meeting and shall hold office until the close or adjournment of the next following annual general meeting and shall

then be eligible for re-election but shall not be taken into account in determining the number of Members of the Committee who are to retire by rotation at such meeting.

- 16.3 The Club shall, at any meeting at which a Member of the Committee retires (pursuant to either article 16.1 or article 16.2), either re-elect the retiring Member of the Committee or elect another Member in his stead to fill the vacated office.

The Club may, at any annual general meeting, also elect a Member to be a Member of the Committee either to fill a casual vacancy or as an additional Member of the Committee.

- 16.4 No Member shall be eligible for election to the Committee at any general meeting unless he is entitled to attend and vote at that meeting and has been nominated in writing by a Member who is also entitled to attend and vote and unless the nominee has indicated in writing his willingness to serve on the Committee and both the nomination and the indication of willingness to serve have been received by the Secretary not less than 21 days before the date of the meeting or such other period as may be decided by the Committee, such period being published in the Club magazine at least 21 days before the date set for the general meeting.

- 16.5 The Club may, by extraordinary resolution or (subject to the provisions of section 303 of the Act) by ordinary resolution of which special notice has been given in accordance with the Act, remove any Member of the Committee before the expiration of his period of office and may, subject to article 16.4 or to the provisions of section 303 (as the case may be), by ordinary resolution elect another person in his stead.

- 16.6 The office of a Member of the Committee shall automatically be vacated if he:

(a) ceases to be a Member entitled to attend and vote at general meetings;

(b) resigns his office by notice in writing under his hand sent to or left at the registered office of the Club;

(c) becomes bankrupt or makes any arrangement or composition with his creditors generally;

(d) is absent from two successive meetings of the Committee without special leave of the Committee or good cause and the Committee resolve that his office be vacated;

(e) ceases to be a Member of the Committee by virtue of or becomes prohibited from being a Member of the Committee by reason of any order made under any provision of the Act.

17. Powers and proceedings of the Committee

- 17.1 The business of the Club shall be managed by the Committee which shall exercise all such powers of the Club as are not by the Act or by these articles required to be exercised by the Club in general meeting. No resolution passed by the Club in general meeting shall invalidate any prior act of the Club which would have been valid if such resolution had not been passed. The general powers given by this article shall not be limited or restricted by any special authority or power given to the Club by any other article.
- 17.2 The continuing Members of the Committee may act notwithstanding any vacancy in their body provided always that in case the Members of the Committee shall at any time be reduced in number to less than the quorum prescribed by article 17.6 it shall be lawful for them to act as the Committee for the purpose of filling up vacancies in their body or of summoning a general meeting but not for any other purpose.
- 17.3 The Committee may from time to time by resolution appoint a temporary substitute for the Secretary and any person so appointed shall be deemed during the term of his appointment to be the secretary.
- 17.4 The Committee may delegate any of its powers to any sub-committee which includes one or more Members of the Committee. The Committee may also delegate to any Member of the Committee holding any other executive office any such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Committee may impose either collaterally with or to the exclusion of its own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a sub-committee shall be governed by rules and/or bylaws made by the Committee for the conduct of the sub-committee and any directions given to by the Committee from time to time.
- 17.5 The Committee may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising in any meetings shall be determined by a majority of votes unless otherwise provided for in these articles and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote. The Secretary will give all Members of the Committee at least 21 days notice of any forthcoming committee meeting.
- 17.6 The quorum necessary for the transaction of business at meetings of the Committee shall be 3.
- 17.7 The Chairman of the Club shall be chairman of the Committee and shall preside at all meetings of the Committee at which he is present. If the Chairman of the Club is not present, then the immediate past chairman shall be the chairman of the meeting and if he is not present

then the Committee Members present at the meeting shall choose one of their number to be chairman of that meeting.

- 17.8 A resolution in writing signed by all Members of the Committee entitled to receive notice of a meeting of the Committee or of a sub-committee of the Committee shall be valid and effectual as if it had been passed at a meeting of the Committee (or as the case may be) the sub-committee of the Committee duly convened and held and may consist of several documents in the like form each signed by one or more Members of the Committee or (as the case may be) sub-committee. At the request of not less than one third of the Committee the Secretary shall at any time summon a meeting of the Committee by notice served upon all members of the Committee.
- 17.9 All acts bona fide done by any meeting of the Committee or of any sub-committee of the Committee or by any person acting as a Member of the Committee or (as the case may be) sub-committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Committee or (as the case may be) sub-committee.
- 17.10 Minutes of all meetings of the Committee and any sub-committee shall be recorded and circulated to all Members of the Committee or sub-committee as the case may be. The Secretary shall be entitled to be present at any meeting of the Committee or any sub-committee and shall be present if that is requested by any Member present at any such meeting even if the meeting has to be adjourned for that purpose. If any such meeting is held in the absence of the Secretary those Members present shall choose one of their number to record the minutes.
- 17.11 The Committee shall, subject to the Act, have power from time to time to make, alter and repeal all such rules or by-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Club, and shall adopt such means as they deem sufficient to bring to the notice of the Members all such rules, by-laws, alterations and repeals and all such rules and by-laws so long as they shall be enforced shall be binding upon all Members. Provided nevertheless that no rule or by-law shall be inconsistent with or shall affect or repeal anything contained in the memorandum or articles of association of the Club and that any rule or by-law may be set aside by a special resolution of a general meeting of the Club.

18. Appointment of Secretary

- 18.1 The Secretary shall be appointed by the Committee for such term, at such remuneration and upon such conditions as the Committee thinks fit.

- 18.2 The Committee may terminate the Secretary's appointment and fill a vacancy in the office as it thinks fit

19. Accounting

- 19.1 The Committee shall cause to be kept accounting records sufficient to give a true and fair view of the state of the Club's financial affairs and to show and explain its transactions in accordance with the Act.
- 19.2 The accounting records shall be kept at the registered office of the Club or such other place or places as the Committee may think fit and shall always be open to inspection by the Members of the Committee.
- 19.3 The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions the accounting records, books or documents of the Club (or any of them) are to be available for inspection by any Members of the Club who are not Members of the Committee.
- 19.4 The Committee shall cause to be prepared and laid before the Members at each annual general meeting such income and expenditure accounts, balance sheets and reports as are required by the Act and a copy of all such accounts, balance sheets and reports shall be sent to each Member not less than 21 days before such meeting is to be held.

20. Indemnity

Subject to the provisions of the Act but without prejudice to any indemnity to which a Member of the Committee may otherwise be entitled every Member of the Committee or other officer of the Club shall be indemnified out of the assets of the Club against any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Club.

21. Notices

- 21.1 Any notice to be given to or by a person pursuant to the articles shall be in writing except that a notice calling a meeting of the Committee need not be in writing.
- 21.2 The Committee may give any notice to a Member of the Club either personally or by sending it by post in a pre-paid envelope addressed to the Member at his address appearing in the club records or by leaving it at that address.

- 21.3 A Member present at any Meeting of the Committee shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 21.4 Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this memorandum of association
Names, Addresses and Descriptions of Subscribers *Article 2*

Mr Mark Roger Garfitt
126 Llantarnam Road
Cwmbran
Gwent
NP44 3BD



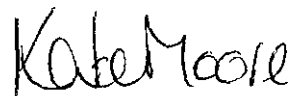
signed

Mr Kenneth John Christopher MacMaster
Insetton House
Dordale Green
Belbroughton
Stourbridge
West Midlands
DY9 3QT



signed

Mrs Alice Kate Moore
8, Lime Farm Way
Great Houghton
Northampton
NN4 7AQ



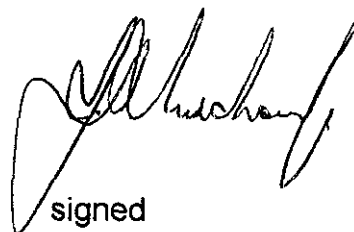
signed

Mrs Fabienne Marie-Christine Joëlle Muschamp
The Yew Trees
Cockleford
Cheltenham
Gloucestershire
GL53 9NW



signed

Mr John Victor Muschamp
The Yew Trees
Cockleford
Cheltenham
Gloucestershire
GL53 9NW



signed

Mr David Philip Williams
8, Lime Farm Way
Great Houghton
Northampton
NN4 7AQ



signed

Mr Richard Thomas Wyldes
Greenways
124 Northampton Road
Earls Barton
Northamptonshire
NN6 0HF



signed

Witness to the above signatures:

Mrs Shirley Anne Chester
Meadowbank
Cockleford
Cheltenham
GL53 9NW



signed

dated: 12 September 2006