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26/04/2018

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COMPANIES HOUSE

THE COMPANIES ACT 2006  
SPECIAL RESOLUTION  
REOWNERS CLUB LTD  
Company number 05364708  
CHANGE OF ARTICLES OF ASSOCIATION

At an Annual General meeting of the members of the above named company, duly convened and held at The National Brewery Centre, Horninglow Street, Burton Upon Trent, DE14 1NG on Sunday April 15<sup>th</sup> 2018 at 10am the following Special Resolution was duly passed unanimously:

That the Articles of Association of the company be modified as follows:

1. By replacing articles 14.1 with the revised article 14.1. Reflected in the new attached Articles of Association:

Changing:

14.1 The Club shall be managed by a Committee. Until otherwise determined by the Club in general meeting, the Committee shall consist of three ex-officio members, the Secretary, Treasurer and Motor Sport Officer and of not fewer than four nor more than twelve additional ordinary members. **All members of the Committee shall be directors of the Club and shall be required to sign a form of consent to act as a director.**

To:

14.1 The Club shall be managed by a Committee. Until otherwise determined by the Club in general meeting, the Committee shall consist of three ex-officio members, the Secretary, Treasurer and Motor Sport Officer and of not fewer than four nor more than twelve additional ordinary members. **At least three members of the committee shall be directors**

DATED: 15<sup>th</sup> April 2018

*Alasdair Worsley*

SIGNED: Alasdair Scott Worsley – Secretary of the Club and Director with Significant Control



RENAULT OWNERS CLUB



ARTICLES OF ASSOCIATION

COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

RENOWNERS CLUB LIMITED (05364708)

**1. Interpretation**

In these articles:

1.1 'the Act' means the Company Act 1985 including any statutory modifications or re-enactment of it for the time being in force;

1.2 'the Club' means Renowners Club Limited;

1.3 'the Committee' means the Committee for the time being of the Club;

1.4 'Member' means a member of the Club;

1.5 'Member of the Committee' means a Member who has been elected or co-opted to serve on the Committee;

1.6 '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;

1.7 'Subscribing Member' means a Member defined as a Subscribing Member in the by-laws of the Club;

1.8 'Voting Member' means a Member defined as a Voting Member in the by-laws of the Club;

1.9 unless the context otherwise requires words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modifications not in force when these articles become binding on the Club;

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.



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### **3. Membership**

3.1 Those persons who are Members at the date of the adoption of these articles 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 The Committee shall have the right to create such class or classes of Members as it may from time to time think fit. The classes for the time being shall be set out in the by-laws of the Club and the Members thereof shall have such rights, be subject to such liabilities of a Member and required to pay such annual subscriptions and entrance fees as are from time to time determined by the Committee.

3.3 Any person desiring to be admitted to membership of the Club must:

3.3.1 be duly proposed and seconded by Voting Members (save that such requirement of proposing and seconding may be waived by the Committee if it sees fit);

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 if required for the class in respect of which he desires to become a Member and his first annual subscription; and

3.3.3 satisfy the requirements of the by-laws of the Club. Such requirements may be waived by the Committee if it sees fit.

3.4 The privileges of a Member shall not be transferable. They shall cease on the death of the Member and in the case of a Subscribing Member, on his failure in any year to pay his annual subscription within two calendar months of the renewal date. The date of renewal shall be twelve months from the day of the application for Club membership as stated in the Club's by-laws, unless otherwise directed by the Club Committee.

3.5 The application of every candidate for membership shall be considered by the Committee which has an absolute right of admitting or refusing any application without explanation. The decision of the Committee as to admission or otherwise shall be communicated to the candidate promptly.

### **4. Cessation of membership**

4.1 Any Member wishing to resign his membership of the Club shall give notice in writing of his intention so to do addressed to the Membership Secretary.

4.2 Any Subscribing Member whose annual subscription remains unpaid after two months following the renewal date as stated in 3.4 shall cease to be a Member and shall forfeit all rights in and claims upon the Club and its property and may only be reinstated at the discretion of the Committee on payment of all arrears. Lapsed Members shall re-apply in the usual manner as stated in the Club's by-laws.



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4.3 The Committee shall have power to request the resignation of any Member or to determine any membership without explanation in accordance with the Club's by-laws. Members of the Committee shall be given at least seven days notice that a question of withdrawal or expulsion is to be discussed at a Meeting of the Committee; the Member whose expulsion is under consideration shall be given at least seven days notice of such a Meeting and shall be allowed to offer an explanation of his/her conduct, either verbally or in writing and, if two-thirds of the Committee then present (and there shall be sufficient present to form a quorum) shall vote for his/her expulsion he/she shall thereupon cease to be a Member of the Club.

## **5. Annual General Meeting**

5.1 The Club must 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.

5.2 Not more than thirteen months may elapse between the date of one annual general meeting of the Club and that of the next and each annual general meeting should be held not less than eleven months before the next.

5.3 The annual general meeting shall be held at such time and place as the Committee appoints and in accordance with the Club's by-laws.

## **6. Extraordinary General Meetings**

6.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.

6.2 The Committee may, whenever it thinks fit, and must, on a requisition made in writing by at least 3% Voting Members, convene an extraordinary general meeting.

6.3 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.

6.4 On receipt of the requisition, the Committee must within 7 working days proceed to convene an extraordinary general meeting.

6.5 If the Committee does not convene a meeting within 60 days from the date of deposit of the requisition, the requisitionists may convene such a meeting in accordance with the Club's by-laws.

## **7. 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.



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## **8. Quorum**

8.1 No business may be transacted at any meeting unless a quorum is present as provided for in the Club By-Laws.

8.2 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:

8.2.1 if the meeting was convened on the requisition of Members, it must be dissolved.

8.2.2 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 Voting Members present may form a quorum.

## **9. Chairman**

9.1 The President of the Club, and failing him the Chairman of the Club, must preside as chairman at every general meeting of the Club.

9.2 If there is no such chairman, or if at any meeting he is not present within 15 minutes of the time of holding the meeting, the Voting Members present may elect one of their number who is a director to be chairman of the meeting.

9.3 If there is no director present, then the Voting Members may elect any one of their number to be chairman of the meeting.

## **10. Adjournment**

10.1 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.

10.2 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.

## **11. Passing of Resolutions**

11.1 At a general meeting:

11.1.1 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



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11.1.2 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 fifteen Voting Members.

11.2 If a poll is demanded in the above manner, it must be taken in such manner as the chairman directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.

## **12. Voting Rights**

12.1 Every member of the Club may attend general meetings of the Club but only Voting Members may vote at such meetings. Voting Members are deemed to be paid-up ordinary Members.

12.2 No Member may vote at any meeting unless all the money then due from him to the Club has been paid.

12.3 Every Member of the Club entitled to vote has one vote and no more, except that in case of equality of votes, the chairman may have a second or casting vote.

## **13. Proxy Voting**

The Members of the Club have no entitlement to vote by Proxy.

## **14. Committee**

14.1 The Club shall be managed by a Committee. Until otherwise determined by the Club in general meeting, the Committee shall consist of three ex-officio members, the Secretary, Treasurer and Motor Sport Officer and of not fewer than four nor more than twelve additional ordinary members. At least three members of the committee shall be directors.

14.2 The Committee may from time to time and at any time appoint any Voting Member 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 14.1 is not thereby exceeded.

14.3 No person who is not a Voting Member of the Club shall in any circumstance be eligible to hold office as a Member of the Committee.



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## **15. Appointment rotation removal and disqualification of members of the Committee.**

15.1 All Members of the Committee shall be elected at the annual general meeting of the Club and shall hold office until the election of the Committee Members at the next following annual general meeting. Committee Members may offer themselves for re-election at the annual general meeting.

15.2 Ex-officio Committee Members shall be eligible automatically for re-election for a further one year term unless otherwise said.

15.3 No Voting Member shall be eligible for election to the Committee at any general meeting unless he has been nominated in writing by a Voting Member and has indicated in writing his willingness to service on the Committee and both the nomination and the indication of willingness to serve have been received at the registered office of the Club not less than twenty-one days before the date of the meeting or such other period as may be decided by the Committee.

15.4 Any Voting Member appointed by the Committee in accordance with article 14.2 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 election of the Committee members at the next following annual general meeting.

15.5 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 a Member of the Committee before the expiration of his period of office and may, subject to article 15.4 or to the provisions of section 303 as the case may be, by ordinary resolution appoint another person in his stead.

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

- (a) the Member ceases to be a Voting Member;
- (b) the Member resigns his office by notice in writing under his hand sent to or left at the registered office of the Club;
- (c) he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (d) he be 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) he 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.

## **16 Powers and proceedings of the Committee**

16.1 The Committee may 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



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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.

16.2 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 16.5 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.

16.3 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.

16.4 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 by-laws made by the Committee for the conduct of the sub-committee and any directions given to by the Committee from time to time.

16.5 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 twenty-one days notice of any forthcoming committee meeting.

16.6 The quorum necessary for the transaction of business at Committee Meetings shall be five Members of the Committee.

16.7 The Chairman of the Club shall not necessarily be Chairman of the Committee. The Committee Members present at the meeting shall elect from one of their number a chairman who shall preside at that meeting.

16.8 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.

16.9 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) subcommittee 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



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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.

16.10 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.

16.11 The Committee shall, subject to the Act, have power from time to time to make, alter and repeal all such 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 by-laws alterations and repeals and all such by-laws so long as they shall be enforced shall be binding upon all Members. Provided nevertheless that no 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 by-law may be set aside by a special resolution of a general meeting of the Club.

## **17 Appointment of Secretary**

17.1 The Secretary must be elected by the Membership at the Annual General Meeting and shall be subject to termination of office by resignation at the next Annual General Meeting following their appointment.

## **18 Accounting**

18.1 The Treasurer must be elected by the Membership at the Annual General Meeting and shall be subject to termination of office by resignation at the next Annual General Meeting following their appointment. All monies of the Club shall be banked by the Treasurer, or, if by any other, then with the knowledge and consent of the Treasurer, in the name of the Club. No disbursements shall be made therefrom any such monies.

18.2 Before any major expenditure is contracted or made on behalf of the Club, the Treasurer must, firstly, be notified in order that he/she can confirm the Club's ability to pursue such an aim. Should the Treasurer feel that such proposed expenditure would be unwise or undeliverable then the Treasurer may seek the majority agreement of the Committee which will override the opinion of the Treasurer.

18.3 The Committee must ensure that proper books of account are kept in respect of:-

18.3.1 all sums of money received and expended by the Club and the matters in respect of which the receipts and expenditure take place; and



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18.3.2 the assets and liabilities of the Club.

18.4 The Committee shall cause to be prepared and laid before the Club at each annual general meeting such income and expenditure accounts, balance sheets and reports as are required by the Act.

18.5 The books of account must be kept at the registered office of the Club or such other place or places as the Committee thinks fit and must always be open to the inspection of the Members of the Committee.

18.6 The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Club or any of them are to be opened to the inspection of Members of the Club who are not Members of the Committee.

18.7 The Committee shall determine the extent of accountancy and audit work required by the Club's accountants in order to meet the requirements of the Act and the Club's Members.

18.8 On request, a copy of every balance sheet including any documents required by law to be annexed thereto which is to be laid before the Club in annual general meeting together with a copy of the accountants report shall not less than fourteen days before the date of the meeting be sent to that Club Member. Notification shall be given on the Club's website to enable all members to make such a request should they wish to do so.

## **19 Ex-officio Members**

19.1 The motor sport officer must be elected by the Membership at the Annual General Meeting and shall be subject to termination of office by resignation at the next Annual General Meeting following their appointment.

19.2 The Secretary, Treasurer and Motor Sport Officer shall be eligible for re-election for the next annual period.

## **20 Indemnity**

20.1 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.



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20.2 The Committee shall ensure that all insurance and affiliation fees are in place and properly maintained.

## **21 Notices**

21.1 Any notices 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, prepaid 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.



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