

## Companies Acts 1985 to 2006

### Company limited by guarantee

#### Articles of Association of The Model T Ford Register

1. The name of the Company (hereinafter called 'the Company') is "THE MODEL 'T' FORD REGISTER".
2. The registered office of the Company will be situated in England.

#### 3. Objects

The objects for which the Company is established are:

- (i) To record the whereabouts of all Ford Motor vehicles manufactured prior to 1928, to assist in their preservation and maintenance and to obtain and maintain all historical records concerning such vehicles.
- (ii) To issue Certificates of Identity relating to such vehicles after scrutiny and examination.
- (iii) To promote meetings, trials and other events in which Members with Ford Model 'T's can participate, to assist Members in the acquisition and maintenance of Ford Model 'T's and to assist Members to obtain spares when required.
- (iv) To provide facilities for the exchange of information among Members and to act in any way which will promote a continued interest in the preservation and use of Ford Model 'T' vehicles, as well as acquiring and conserving books, slides, records, catalogues and all similar matter concerning them.

#### 4. Powers

The Company has the following powers which may be exercised only in promoting the Objects:

- (i) To provide advice or information;
- (ii) To carry out research;
- (iii) To co-operate with other bodies;
- (iv) To support, administer or set up other legal entities;
- (v) To accept gifts and raise funds;
- (vi) To set aside funds for special purposes or for reserves against future expenditure;
- (vii) To carry on any other trade activity or business whatsoever and to do anything of any nature which can, in the opinion of the Directors, be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company or which may directly benefit the Company.
- (viii) To purchase or sell, take or let on lease, take or give in exchange, or on hire or otherwise acquire and hold for any estate or interest any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (ix) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise that may seem conducive to the objects of the Company or any of them and to apply for, promote and obtain any statute, order, regulation, contract, decree, right, privilege, concession, licence or authorisation from any such Government or authority or from any department thereof for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modifications of the constitution of the Company or for any other purposes which may seem expedient and to carry out, exercise and comply with the same.
- (x) To borrow or receive money on deposit or loan upon such terms as the Committee may approve.

(xi) To make advances with or without security, and upon such terms as the Committee may approve.

(xii) To employ paid or unpaid agents, staff or advisors, and to remunerate any person, firm or company for services rendered or to be rendered to the Company.

(xiii) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(xiv) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as the Committee may approve.

(xv) To do all, or any of the above things either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, trustees, subcontractors or otherwise.

(xvi) To do anything else within the law which promotes or helps to promote the Objects.

## 5. Membership

(i) For the purpose of registrations the number of Members of the Company is declared to be unlimited.

(ii) The membership of the Company shall consist of Members who are admitted as such by the Committee and who either sign a written consent to become a Member or sign the Register of Members on becoming a Member. Members shall be entitled to exercise all the rights and shall be subject to all the liabilities conferred herein or by law.

(iii) There shall be the following four classes of Membership:

Full Membership	open to any person aged 18 or over 18.
Family Membership	open to any full member plus spouse or partner.
Junior Membership	open to any person aged under 18.
Honorary Membership	open to any person whom the Committee shall in its discretion admit as a Member of the Company without payment of any sums in respect of membership.

(iv) (a) Application for Membership of every candidate shall be in writing, signed by or on behalf of the candidate, and shall be in such a form and shall include information as the Committee may from time to time require and shall be accompanied by payment of any sums due by way of entrance fee subscription or otherwise payable as determined from time to time by the Committee.

(b) The Committee may elect as an Honorary Member any person whom they consider distinguished in the field of motoring and veteran and vintage car movements. The award of Honorary Membership to any person shall be reviewed annually by the Committee.

(v) Admission to Membership shall be made by resolution of the Committee on request.

(vi) The name of every candidate admitted to Membership by the Committee shall be forthwith communicated to the Secretary who shall inform the Member that he has been so admitted.

(vii) If one-third of all members of the Committee present and voting shall vote against admitting any candidate to Membership such candidate shall not be admitted as a Member of the Company.

(viii) Any reference to a Member throughout these articles shall in relation to any procedures or rights or otherwise include Family Members and unless the contrary is clearly evident either one or both shall be eligible for re-election.

(ix). Any admitted Member of the Company shall be deemed to have agreed to be bound by these articles and by any rules and bye-laws made in accordance therewith.

(x) The first Members of the Company shall be the signatories to the Memorandum of Association.

## 6. Subscription

(i) Each member shall pay an annual subscription to the funds of the Company which shall become due on the first day of July in respect of the ensuing year to the Thirtieth day of June. Persons admitted to membership after the first day of April but before the first day of July in any year shall pay an annual subscription which shall be deemed to

cover the period to the thirtieth day of June in the ensuing year. In all other cases the full annual subscription shall be paid for the year of admission.

(ii) The amount of the annual subscription and any variations thereto shall be determined by the Committee and shall be put before the Members for approval at the next Annual General Meeting of the Company.

(iii) If any Member fails to pay his subscription for any year within two months of the same becoming due, the Secretary or Treasurer shall notify him in writing of the fact; if within one month of receipt of such notice the Member concerned has still failed to pay, his name will be removed from the Register of Members and he will cease to be a Member of the Company, unless the Committee is satisfied that there is a good reason why he should not cease to be a Member.

(iv) Any Member whose name has been removed from the Register of Members by reason of his failure to pay the annual subscription shall not be eligible to use the facilities provided by the Company. Should such a person wish to be re-admitted as a Member of the Company he shall apply in writing to the Committee and shall be eligible for re-admission upon payment of all arrears of subscription due from him while a Member and also of the amount of the subscriptions that would have been due from him had he continued to be a Member up to the time of his readmission unless otherwise resolved by the Committee.

## **7. Termination of Membership or Resignation**

(i) It shall be the duty of the Committee, if at any time they shall be of the opinion that the interests of the Company so require, by notice in writing sent by prepaid post to a Member's address, to request that Member to withdraw from Membership of the Company within a time specified in such notice. No such notice shall be sent except on a **vote of three – fourths of the total number** of the Members of the Committee present and voting.

(ii) If, on the expiry of the time specified in such notice, The Member concerned has not withdrawn from Membership of the Company by submitting written notice of his resignation, or if at any time after receipt of the notice requesting him to withdraw from Membership the Member shall so request in writing, the matter shall be submitted to a meeting of the Committee. Members of the Committee and the Member whose expulsion is under consideration shall be given at least seven days' notice of the meeting, and such notice shall specify the matter to be discussed. The Member concerned shall at the Meeting be entitled to present a statement in his defence either verbally or in writing, and he shall not be required to withdraw from Membership unless three – fourths of the Members of the Committee present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the Member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the Member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a Member and his name shall be removed from the Register of Members.

(iii) Any Member of the Company who wishes to resign his Membership shall give notice in writing of such desire to the Secretary and thereupon his name shall be removed from the Register of Members and he shall be deemed to have resigned.

(iv) Such notice of resignation shall be given on or before the date on which the Member's subscription would have become due for renewal in any year. If the notice is received after this date the Member shall be liable to pay his subscription in full for the ensuing year.

## **8. Liability of members**

(i) The liability of the members is limited and the rights and liabilities of a Member shall not be transferable.

(ii) Every Member of the Company undertakes to contribute to the assets of the Company, in event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Company contracted before he ceases to be a Member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.00 (one pound).

## **9. Directors and Committee**

(i) The Directors of the Company shall be the Members of the Committee. The Committee shall consist of Full or Family Members only.

(ii) 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.

(iii) The Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action. No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

(iv) 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.

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

(vi) The first Directors are the Subscribers to the Memorandum of Association. Subsequent Directors (other than the President) shall be elected by the Company by a postal ballot of the Members, decided by a simple majority, and the result announced at the Annual General Meeting, or shall be co-opted by the Directors. Each Director shall hold office until he retires by rotation, or his resignation is offered and accepted.

(vii) The Directors when complete consist of at least 8 and not more than 15 persons including the Officers other than the President who being individuals aged 18 or over, all of whom must support the Objects and all of whom must be full members of the Company. In addition the President shall be a Director. If any Director is a corporate body it must act through a named representative whose contact details are notified to the Directors and there must be at least one individual Director.

(viii) A Director may not act as a Director unless he/she

- (1) is a Member; and
- (2) has signed a written declaration of willingness to act as a Director.

#### **10. Term of Service, Retirement, Resignation or Removal of Directors**

(i) One third (or the number nearest one third) of the Directors must retire at each AGM each year, those longest in office retiring first and the choice between any of equal service being made by drawing lots.

(ii) A retiring Director who remains eligible to act as a Director may be reappointed.

(iii) A Director's term of office automatically terminates if he/she:

- (a) ceases to be a Member;
- (b) is disqualified under the Companies Acts from acting as a Director;
- (c) is incapable, whether mentally or physically, of managing his/her own affairs;
- (d) is absent without notice and sufficient reason from three consecutive meetings of the Directors and is asked by a majority of the other Directors to resign;
- (e) resigns by written notice to the Directors (but only if at least two Directors will remain in office); or
- (f) is removed by the Members at a general meeting under the Companies Act.

(iv) The Directors may at any time co-opt any individual who is eligible as a Director to fill a vacancy in their number or (subject to the maximum number permitted by these Articles) as an additional Director, but a co-opted Director holds office only until the next AGM.

(v) A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

(vi) No person shall be eligible for election as a Director unless his nomination (which shall include when

appropriate nomination for named office) has been received by the Secretary by the date specified in the published Notice of the Annual General Meeting which shall be not less than forty two days before the date of the Annual General Meeting and in the Notice of the Annual General Meeting the names of the Directors due to retire (by rotation or otherwise) together with the office held (if any) shall be given and shall indicate whether such person is willing to stand for re-election.

(vii) Any Member shall be entitled to submit nominations and in event of more nominations being received than there are vacancies, then there shall be published before the Annual General Meeting details of the candidates and the office (if any) for which they shall have been nominated and the procedure for a postal ballot vote shall be received not less than seven days before the date of the Annual General Meeting. The result of the ballot shall be announced at the Annual General Meeting and published in the Company's magazine.

(viii) The Company shall at the Annual General Meeting fill up the vacated office of each retiring Director to the extent necessary to ensure that there is the minimum permitted number of Directors by electing a person thereto, unless at the Annual General Meeting at which any Directors retire it shall be determined to reduce the number of Directors.

(ix) If at any meeting at which the results of an election of Directors ought to be announced the places of the retiring Directors or some of them are not filled up, the retiring Directors or such of them as have not had their places filled up and are willing to act shall be deemed to have been re-elected, unless it shall be determined at such meeting to reduce the number of Directors.

## **11. President**

The President shall be elected annually by a simple majority vote of the Committee at its first meeting held after each Annual General Meeting of the Company, and shall thereafter hold office for three years subject to termination of office by resignation or by a simple majority vote of the Committee. No person shall be elected to the office of President unless he shall be a Full or Honorary Member of the Company.

## **12. Officers**

(i) The Officers of the Company shall be the Chairman, the Vice-Chairman, the Registrar, the Secretary, the Treasurer, the Spares Registrar and the Editor, all of whom shall be Directors and Members of the Committee. The Chairman shall act as Chairman of the Committee.

(ii) It shall be the duty of the Secretary of the Company to attend in person, or by any deputy whom he may appoint, all meetings of the Company and of the Committee, and he or his deputy shall take minutes of the proceedings transacted. Such minutes shall be entered in a minute book and shall be submitted for approval at the next meeting.

(iii) It shall be the duty of the Treasurer of the Company to receive all monies due to the company and to place them in the Company's bank account. No monies shall be drawn from the Company's bank account by cheque unless the cheque bears the signature of the Treasurer and one other approved cheque signatory. The Treasurer may, without gaining other approval, use BACS or equivalent electronic transfer for payments which are each below a limit set by the Committee, provided that all such payments are formally reviewed and approved at the next Committee Meeting. For payments above that limit, he must first have the recorded approval of one other approved cheque signatory.

(iv) The Officers shall be elected by the Company by a postal ballot, determined by a simple majority, and the result announced at the Annual General Meeting and thereafter they shall remain in office subject to termination of office by ceasing to be a Director. The postal ballot shall be held in the same manner and at the same time as that applicable to the election of Directors specified in these Articles.

## **13. Powers of the Committee**

(i) The business of the Company shall be managed by the Committee, who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be

exercised and done by the Company, and as are not by these Articles or in the Statutes required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes for the time being in force and affecting the Company, and to such regulations (being not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.

(ii) The Members of the Committee for the time being may act notwithstanding any vacancy in their body.

(iii) If the Members of the Committee shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles it shall be lawful for them to act as a Committee for the purpose of admitting persons to Membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

#### **14. Proceedings of the Committee**

(i) The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least one such meeting shall be held in each year. A meeting of the Committee may be held either in person or by suitable electronic means agreed by the Committee in which all participants may communicate with all the other participants but at least one meeting in each year must be held in person.

(ii) Any matter shall be determined by simple majority of votes cast at a meeting unless any Director present shall demand a ballot but a resolution in writing agreed by all the Directors is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document. Each Member of the Committee (including the Chairman) shall be entitled to one vote. In the case of an equality of votes the Chairman shall have a second or casting vote.

(iv) Any three Directors acting together may, and the Secretary at the request of an Officer of the Company shall, at any time, summon a meeting of the Committee, by notice served upon the several Directors.

(v) The Chairman shall preside as Chairman at all meetings of the Committee at which he shall be present, but if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting or is not willing to preside, the Vice-Chairman shall take the chair. If both the Chairman and the Vice-Chairman are not present within five minutes after the time appointed for holding the meeting or are not willing to preside, the Members of the Committee present shall choose one of their number to be Chairman of the meeting.

(vi) A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Committee generally. Unless otherwise determined by the Committee the quorum for meetings of the Committee shall be **half the total number of serving Committee Members, and three of those present shall be Officers.**

(vii) The Committee may delegate any of its powers and duties to any sub-committee consisting of such Directors as it thinks fit.

(viii) Any sub-committee formed pursuant to these Articles shall, in the exercise of the powers delegated to it, conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulation made by the Committee.

(ix) A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting. All acts bona fide done by any meeting of the Committee or of any sub-committee of the Committee, or by any Director acting as a Member of the Committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director or Member acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.

(x) The Committee shall cause proper minutes to be made of all appointments of the Officers of the Company and of the proceedings of all meetings of the Company and of the Committee and of sub-committees of the Committee, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be

signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

(xi) A resolution in writing signed (or approved by email or equivalent means) by all the Directors for the time being of the Committee or of any sub-committee of the Committee who are entitled to receive notice of a meeting of the Committee or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such committee duly convened and constituted.

(xii) Any Director who shall, without sufficient reason, absent himself from three consecutive Committee meetings, will be understood to have resigned his position upon the Committee, and the Committee shall be entitled to appoint another Member to his place pursuant to these Articles.

## 15. General Meetings

(i) The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Committee, and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting except the first shall be held not more than eight months after the end of the Company's financial year, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year.

(ii) The Annual General Meeting shall be held for the following purposes:

(a) To receive from the Committee a full statement of accounts.

(b) To receive from the Committee a report of the activities of the Company since the previous Annual General Meeting.

(c) To approve the annual subscription and any variation thereto as determined by the Committee pursuant to these Articles

(d) To allow the Members of the Committee who have served for three years to stand down from office.

(e) To announce the election of the Committee and Officers pursuant to these Articles.

(f) To appoint the Company's auditors.

(g) To transact such other business as may be brought before it.

(iii) All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

(iv) The Secretary shall, on order of the Committee or at the written request of **no fewer than 15 Members**, convene an Extraordinary General Meeting. Such order or request shall specify the nature of the business to be transacted and shall be laid before the Chairman of the Company who shall within 21 days of receipt of such order or request authorise the holding of an Extraordinary General Meeting to be held on a date not more than 28 days after the date of the notice convening the meeting.

(iv) At least twenty one days' notice in writing of every Annual General Meeting and of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the specific nature of that business, **including any motion to be proposed**, shall be given in manner set out below in these articles to such persons (including the Auditors) as are under these Articles or under the Statutes entitled to receive such notice from the Company. If in the judgement of the Officers of the Company an emergency has arisen requiring an immediate meeting, the Notice given shall be such notice and shall in no circumstances be less than seven days.

(v) The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

## 16. Proceedings at General Meetings

(i) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Committee and of the Auditors, the

election of Members of the Committee in the place of those retiring, and the appointment of, and the fixing of the remuneration of the Auditors.

(ii) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided in these Articles, **twenty-five** Members present in person or by representative shall be a quorum.

(iii) If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of the Members of the Company, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting then the Members present, provided there are at least two, may be a quorum.

(iv) The President shall preside at every General Meeting, but if the President shall be absent, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Chairman shall preside. If neither the President nor the Chairman is present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some other Officer of the Company, or if no such Officer thereof be present, or if all the Officers of the Company present decline to take the chair, the Members shall choose some Member who shall be present to preside.

(v) The President, or any Member presiding in his place, may, with the consent of any meeting of the Members of the Company at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

(vi) At any General Meeting a resolution put to the vote at the meeting shall be decided on a show of hands, by a majority of the Members present in person and entitled to vote and, unless before or upon the declaration of the result by a show of hands a poll is demanded by the President or Member presiding in his place, or by at least one-third of the Members present in person or by proxy, a declaration by the President or Member presiding in his place that a resolution has been carried, or carried unanimously or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn if the poll has not yet been taken, and the President or Member presiding in his place consents to the withdrawal.

(vii) Subject to the provisions of paragraph (ix) below, if a poll be demanded in manner aforesaid, it shall be taken at such a time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

(viii) No poll shall be demanded on the election of a Chairman of the meeting or on any question of adjournment.

(ix) The President, or any Member presiding in his place, may not himself vote. However in the case of an equality of votes, whether on a show of hands or on a poll, the President or Member presiding in his place shall be entitled to a casting vote.

(x) The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.

## **17. Votes of Members**

(i) Elections for Members of the Committee shall be decided on a postal vote in accordance with these Articles.

(ii) Subject as provided in these Articles, every fully paid-up Member other than Junior Members shall be entitled to cast one vote. **For the avoidance of doubt, Family Membership shall entitle the Member and the spouse or partner to one vote each.**



(iii) Save as herein expressly provided, only a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his Membership, shall be entitled to vote on any question at any General Meeting.

(iv) All fully paid-up Members other than Junior Members may appoint a proxy to vote in their place at General Meetings. Such persons having a proxy vote must hold a letter signed by the appointor which letter:

- (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 these Articles and any instructions contained in the notice of the general meeting to which they relate

and must inform the presiding Officer prior to the commencement of the meeting that they have a proxy vote.

(v) unless the proxy letter indicates otherwise, it must be treated as allowing the person appointed under it as proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, but not allowing voting on any matters which are not ancillary or procedural to those identified in the proxy letter.

## 18. Seal

- (i) The common seal may only be used by the authority of the Directors.
- (ii) The Directors may decide by what means and in what form the common seal is to be used.
- (iii) Unless otherwise decided by the Directors, if the common seal 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.
- (iv) 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.

## 19. Accounts

(i) The Committee shall cause accounting records of the Company to be kept in accordance with the provisions of the Acts

(ii) Accounting records shall be kept at the Office of the company or, subject to the Acts, at such other place or places as the Company shall think fit, and shall always be open to the inspection of the Members of the Committee.

(iii) The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members of the Company not being Officers of the Company and no such Member (not being such an Officer) shall have any right of inspecting any account or book or document of the company except as conferred by Statute or authorised by the Committee or by the Company in General Meeting.

(iv) At the Annual General Meeting in every year the Committee shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company made up to date not more than seven months before such meeting) together with a

proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Committee and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting, subject to the provisions of the Acts, be sent to the Auditors and to all other persons entitled to receive notice of the General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by the Acts.

## 20. Audit

- (i) Once at least in every year the accounts of the company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one professional auditor.
- (ii) Auditors shall be appointed and their duties regulated in accordance with the provisions of the Acts, the Members of the Committee being treated as the Directors mentioned in those provisions.

## 21. Notices

- (i) Notices and other documents to be served on Members under the Articles or the Acts may be served:
  - (a) by hand;
  - (b) by post;
  - (c) by suitable electronic means to an address nominated by the member; or
  - (d) through publication in the quarterly newsletter.
- (ii) The only address at which a Member is entitled to receive notices sent by post is an address in the U.K. shown in the register of Members.
- (iii) Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
  - (a) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
  - (b) two clear days after being sent by first class post to the relevant address;
  - (c) immediately on being handed to the recipient personally;or, if earlier,
  - (d) as soon as the recipient acknowledges actual receipt.
- (iv) A technical defect in service of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

## 22. Dissolution

If upon the winding up or dissolution of the Company, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be paid to or distributed among the Members of the Company for one full year or more, and in so far as effect cannot be given to such provisions then such property shall be disposed of at the discretion of the Committee.

## 23. General

- (i) Any motoring event promoted by the Company must be registered with the Motor Sports Association (MSA) or the appropriate governing body. Any member convicted of an offence arising out of his being in charge of any motor vehicle in any event promoted by the Company or on Company business, shall thereupon be liable to expulsion from the Company under the terms of Article 7.
- (ii) Every fully paid-up Member of the Company shall be entitled to receive a copy of these Articles of Association.

## 24. Interpretation

(i) The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply.

(ii) In the Articles, unless the context indicates another meaning:

(a) The Acts means the Companies Acts 1985 to 2006;

(b) The Articles means these Articles of Association, and the regulations of the Company from time to time in force:

(c) The Company means the above named Company;

(d) The Committee means the Committee for the time being of the Company;

(e) Director means Member of the Committee and Member of the Committee means Director;

(f) Member means a subscriber to the memorandum and every other person who agrees to become a Member of the Company and whose name is entered in the register of members or who has signed a written consent to become a Member;

(g) The Office means the registered office of the Company;

(h) The Seal means the Common Seal of the Company;

(i) Month means calendar month;

(j) The Statutes means the Acts and every statutory modification or re-enactment thereof for the time being in force.

(k) Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Acts or any statutory modification thereof in force at the date on which these Articles became binding on the Company shall, if not consistent with the subject or context, bear the same meanings as in these Articles.