

Company number 1107997  
The Companies Act, 2006  
Private Company Limited By Guarantee

THE RILEY MOTOR CLUB

At a General Meeting held on 23<sup>rd</sup> September, 2016 the following was passed as a special resolution

THAT the existing articles of association of the Club (including, for the avoidance of doubt, all provisions of the company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Club's articles of association) be deleted in their entirety and replaced with the articles of association produced to the meeting

A C Draper Director

SATURDAY



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29/10/2016

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COMPANIES HOUSE

**Company Number: 1107997**

**The Companies Act 2006**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

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# **ARTICLES OF ASSOCIATION**

**THE RILEY MOTOR CLUB**

**Incorporated on 12 April 1973**

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**Jordans Corporate Law Limited**

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## **THE COMPANIES ACT 2006**

### **PRIVATE COMPANY LIMITED BY GUARANTEE**

#### **ARTICLES OF ASSOCIATION OF**

#### **THE RILEY MOTOR CLUB**

**As adopted by special resolution dated 23<sup>rd</sup> September, 2016**

##### **1. INTERPRETATION AND LIMITATION OF LIABILITY**

**1 1** In the Articles, unless the context requires otherwise

"the Act" means the Companies Act 2006,

"Articles" means these articles of association,

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

"Chairman" means the Chairman of the Club appointed in accordance with Article 20,

"chairman of the meeting" has the meaning given in Article 33 3,

"Club" means the above-named company,

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Club,

"company secretary" means the company secretary of the Club, if any, appointed in accordance with Article 26 1 or any other person appointed to perform the duties of the company secretary of the Club, including a joint, assistant or deputy company secretary,

"director" means a director of the Club, and includes any person occupying the position of director, by whatever name called,

"document" includes, unless otherwise specified, any document sent or supplied in electronic form,

"electronic form" has the meaning given in section 1168 of the Companies Act 2006,

"Executive Committee" means the committee constituted under the provisions of Article 19,

"member" has the meaning given in section 112 of the Companies Act 2006,

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006,

"participate", in relation to a directors' meeting, has the meaning given in Article 11,

"proxy notice" has the meaning given in Article 39 1,

"resolution" in relation to a decision made by the directors or any committee (including, without limitation, the Executive Committee) means a decision of the directors or committee members (as the case may be) made in the manner described in Article 8 1,

"Rules" means the rules made under Article 49 as in force from time to time,

"special resolution" has the meaning given in section 283 of the Companies Act 2006,

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006,

"working day" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Club is registered, and

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

1 2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Club

1 3 In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

1 4 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles

1 5 In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa, references to one gender include all genders and references to persons include bodies corporate and unincorporated associations

## **2. LIABILITY OF MEMBERS**

2 1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Club in the event of its being wound up while he is a member or within one year after he ceases to be a member, for

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

## **3. OBJECTS**

3 1 The Club's objects are

- (a) to promote the sport and pastime of motoring in all its branches and any other sport or pastime whether connected therewith or otherwise and to assist in any way possible the development and improvement of the motor vehicle and facilities in motoring and to encourage social intercourse between the persons engaged in any such sports and pastimes and in particular, but without prejudice to the generality of the foregoing, to further the interests of owners and drivers of Riley cars,
- (b) to operate and maintain a members' club for owners and drivers of, and others interested in, Riley cars and their families and to extend to members, their families and others all the usual hospitality, privileges, advantages, conveniences and accommodation afforded to or enjoyed by members of a club, and
- (c) to undertake or carry on any other business or activity whatever which can in the opinion of the directors be advantageously carried on in connection with or ancillary to any of the afore-mentioned objects of the Company

#### **4. NO DISTRIBUTION TO MEMBERS**

4 1 The income and property of the Club shall be applied solely towards the promotion of its objects as set out at Article 3 1 and no part of such property and income may be or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Club

4 2 Nothing in this Article 4 prevents any payment in good faith by the Club -

- (a) of reasonable remuneration to any member who is an officer or employee of the Club or who otherwise provides any services to the Club,
- (b) of interest on money lent by any member of the Club at a normal and reasonable rate per annum,
- (c) of reasonable rent for premises demised or let by any member of the Club,
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member may also be a member holding not more than 1% of the issued share capital of that company,
- (e) to any director of expenses under Article 25; or
- (f) of any premium in respect of any such insurance as is permitted by Article 48

4 3 If upon the winding-up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club generally, but shall be given or transferred to

- (a) a body or bodies having objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Club by virtue of this Article 4,
- (b) if and so far as effect cannot be given to the provisions of paragraph (a), then to a body or bodies the objects of which are the promotion of charity and anything incidental or conducive thereto,

such body or bodies to be determined by the directors of the Club at or before the time of dissolution

#### **5. DIRECTORS' GENERAL AUTHORITY**

5 1 The directors of the Club have control over the affairs and property of the Club and are responsible for management of the Club's business. The directors have authority to exercise any powers of the Club which are necessary and/or incidental to the promotion of any or all of the objects of the Club set out at Article 3 1

#### **6. MEMBERS' RESERVE POWER**

6 1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action

6 2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

#### **7. DELEGATION OF DIRECTORS' POWERS**

7 1 The directors may delegate any of the powers which are conferred on them under the Articles

- (a) to such person or committee including, without limitation, the Executive 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

7 2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated

7 3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

7 4 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors

7 5 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them

## **8. DIRECTORS TO TAKE DECISIONS COLLECTIVELY**

8 1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with Article 9

## **9. UNANIMOUS DECISIONS**

9 1 A decision of the directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter

9 2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it or to which each eligible director has otherwise indicated agreement in writing

9 3 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting

9 4 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting

## **10. CALLING A DIRECTORS' MEETING**

10 1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice

10 2 Notice of a directors' meeting must be given to each director, but need not be in writing

10 3 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Club not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

## **11. PARTICIPATION IN DIRECTORS' MEETINGS**

11 1 Directors participate in a directors' meeting, or part of a directors' meeting, when

- (a) the meeting has been called and takes place in accordance with these Articles, and
  - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- 11 2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other
- 11 3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is
- 12. QUORUM FOR DIRECTORS' MEETINGS**
- 12 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- 12 2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than three, and unless otherwise fixed it is three
- 12 3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision
  - (a) to appoint further directors, or
  - (b) to call a general meeting so as to enable the members to appoint further directors
- 13. CHAIRING OF DIRECTORS' MEETINGS**
- 13 1 The Chairman shall chair all meetings of the directors at which he is present and willing to act
- 13 2 If the chairman is not participating in a directors' meeting within ten minutes after the time at which it was to start, the participating directors must appoint one of themselves to chair it
- 14. CASTING VOTE**
- 14 1 If the numbers of votes for and against a proposal at a directors' meeting are equal, the Chairman or other director chairing the meeting has a casting vote
- 14 2 But this does not apply if, in accordance with the Articles, the Chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes
- 15. PROCEEDINGS OF DIRECTORS**
- 15 1 Subject to Article 15 2, notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest whatsoever, that director may participate in the decision-making process for both quorum and voting purposes
- 15 2 If the directors propose to exercise their power under section 175(4)(b) of the Companies Act 2006 to authorise a director's conflict of interest, the director facing the conflict is not to be counted as participating in the decision to authorise the conflict for quorum or voting purposes
- 15 3 Subject to the provisions of the Companies Act 2006, and provided that (if required to do so by the said Act) he has declared to the directors the nature and extent of any direct or indirect interest of his, a director, notwithstanding his office -

- (a) may be a party to or otherwise interested in, any transaction or arrangement with the Club or in which the Club is otherwise interested,
- (b) may be a director or other officer or an employee of, or a party to any transaction or arrangement with, or otherwise interested in, any subsidiary of the Club or body corporate in which the Club is interested, and
- (c) is not accountable to the Club for any remuneration or other benefits which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement is liable to be avoided on the ground of any such remuneration, benefit or interest

**16. RECORDS OF DECISIONS TO BE KEPT**

- 16 1 The directors must ensure that the Club keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or resolution taken by the directors

**17. DIRECTORS' DISCRETION TO MAKE FURTHER RULES**

- 17 1 The directors may make any rule which they think fit about how they pass resolutions, and about how such rules are to be recorded or communicated to directors

**18. APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 18 1 The maximum and minimum number of directors may be determined from time to time by ordinary resolution of the members Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be three

- 18 2 Any member of the Club who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director

- (a) by ordinary resolution of the members, or
- (b) by a resolution of the directors

- 18 3 At each annual general meeting any directors (including, without limitation, the Chairman)

- (a) who have been appointed by the directors since the last annual general meeting, or
- (b) who were not appointed or reappointed at one of the preceding two annual general meetings,

must retire from office and may offer themselves for reappointment by the members

- 18 4 A person ceases to be a director as soon as

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
- (b) a bankruptcy order is made against that person,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) notification is received by the Club from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms,



- (e) a registered medical practitioner who is treating that person gives a written opinion to the Club stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- (f) that person has for more than three consecutive meetings been absent without permission of the directors from meetings of directors held during that period and the directors pass a resolution to vacate that person's office

## **19. EXECUTIVE COMMITTEE**

19 1 The Executive Committee shall consist of

- (a) the Chairman, who shall also be chairman of the Executive Committee,
- (b) the directors,
- (c) the company secretary,
- (d) the Centre representatives appointed in accordance with Article 19 4 and
- (e) such other persons as the directors and/or the Executive Committee may from time to time appoint in accordance with Article 19 6

19 2 All members of the Executive Committee must be members of the Club

19 3 Save as otherwise instructed by the directors, the rights, duties and responsibilities of each member of the Executive Committee shall be decided from time to time by the Executive Committee and recorded in the minutes of the proceedings of the Executive Committee. Without limitation to the foregoing powers, the Executive Committee may appoint a vice-chairman of the Executive Committee and specify his rights, duties and responsibilities. Provided that such vice-chairman need not be a director of the Company and shall not by virtue of such appointment become a Vice-Chairman of the Club or of the board of directors.

19 4 The Centres each have the right to appoint from among their members a representative as a member of the Executive Committee for the purpose of participating in a meeting of the Executive Committee and that representative shall be regarded as a member of the Executive Committee until the next following meeting of the Executive Committee when such representative may be reappointed or replaced by the relevant Centre as it sees fit.

19 5 Every appointment or replacement of a member of the Executive Committee by a Centre under the powers conferred on it by Article 19 4 shall be made by written notice given to the Chairman by a member of the governing committee of that Centre. A copy of every such appointment or replacement of a Centre representative shall be annexed to the minute book of the proceedings of the Executive Committee as soon as practicable after receipt by the Chairman.

19 6 The directors or the Executive Committee may at any time by resolution appoint any member or members of the Club who are willing to act to be members of the Executive Committee to fill a vacancy or as an additional member.

19 7 The directors or the Executive Committee may at any time by resolution remove any member of the Executive Committee howsoever appointed.

19 8 The Executive Committee must at all times observe the rules of procedure (if any) made in respect of the Executive Committee by the directors under Article 7 5.

## **20. CHAIRMAN**

20 1 The directors shall appoint a Chairman of the Club who, subject to appointment as a director and as a member of the Executive Committee, shall also serve as chairman of

the directors and of the Executive Committee The appointment of the Chairman shall be made by resolution of the directors from the persons nominated in accordance with Article 20 2

20 2 Any member of the Club may be nominated for appointment as the Chairman

- (a) by resolution of the directors, or
- (b) by resolution of the Executive Committee, or
- (c) by written notice sent to the registered office of the Club which is signed by at least two members of the Club,

provided that nominations shall expire at the end of three months after they are made

20 3 Any member appointed to the office of Chairman who is not already a director, shall be eligible for appointment as a director by virtue of his appointment as Chairman

20 4 Every person appointed as Chairman must signify in writing his willingness to act as Chairman and, if applicable, his willingness to be appointed as a director

20 5 The directors by resolution or the members by ordinary resolution may at any time remove the Chairman

20 6 A Chairman retiring from the office of director pursuant to Article 18 3 (retirement by rotation) shall, if reappointed as a director at the meeting, automatically resume the office of Chairman unless the members decide otherwise by ordinary resolution

## **21. PRESIDENT**

21 1 The Club may at each annual general meeting by ordinary resolution elect a President to hold office until the conclusion of the next annual general meeting unless his appointment is terminated by the directors pursuant to Article 21 6 The President shall be appointed for the purpose of representing the Club at the invitation of the directors or the Executive Committee The President may attend and speak at meetings of the directors or of the Executive Committee but shall not (unless he is also a director or member of the Executive Committee, as the case may be) vote thereat

21 2 Any member of the Club may be nominated for appointment as the President

- (a) by resolution of the directors, or
- (b) by resolution of the Executive Committee

21 3 Every person proposed for appointment as President must signify in writing, prior to the annual general meeting at which his appointment is to be considered, his willingness to act

21 4 The President retiring at any annual general meeting shall, if willing to act and nominated in accordance with Article 21 2, be eligible for re-appointment by the members

21 5 The directors may, at any time the position of President is vacant for any reason, appoint any member of the Club who is willing to act and has been nominated in accordance with Article 21 2 as President to hold office until the conclusion of the next annual general meeting unless his appointment is terminated by the directors pursuant to Article 21 6

21 6 The directors may by resolution terminate the appointment of the President at any time (without prejudice to any other office he may hold)

**22. VICE PRESIDENTS**

- 22 1 The directors may by resolution accord the title of Vice President to any person in recognition of special service to the Club. A Vice President may only participate in general meetings if he is a member of the Club and shall not be a director or member of the Executive Committee unless duly appointed as such in accordance with the provisions of these Articles. The directors may in like manner revoke the title of Vice President at any time (without prejudice to any other office the holder of such title may have).

**23. CENTRES**

- 23 1 The Executive Committee shall have the power to form, vary and dissolve regional groupings of members of any description ("Centres") of the Club as and when it shall consider it expedient in the interests of the Club and to make rules in relation to the Centres, or any of them, under the powers conferred on the Executive Committee by Article 49 1(f) and as to the application of their funds.

**24. REMUNERATION OF DIRECTORS AND MEMBERS OF THE EXECUTIVE COMMITTEE**

- 24 1 Directors and members of the Executive Committee may undertake any services for the Club that the directors decide and are entitled to such remuneration as the directors determine:

- (a) for their services to the Club as directors or members of the Executive Committee, and
- (b) for any other service which they undertake for the Club.

- 24 2 Such remuneration may

- (a) take any form, and
- (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director or member of the Executive Committee.

- 24 3 Unless the directors decide otherwise, such remuneration accrues from day to day.

**25. EXPENSES OF THE DIRECTORS AND MEMBERS OF THE EXECUTIVE COMMITTEE**

- 25 1 The Club may pay any reasonable expenses which the directors and/or any members of the Executive Committee properly incur in connection with their attendance at

- (a) meetings of directors or the Executive Committee or any other committee, or
- (b) general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Club.

**26. COMPANY SECRETARY**

- 26 1 The directors may appoint a company secretary to the Club for such period, for such remuneration and upon such conditions as they think fit, and any company secretary so appointed by the directors may be removed by them.

**27. APPLICATIONS FOR MEMBERSHIP**

- 27 1 No person shall become a member of the Club unless

- (a) that person has completed and delivered to the Club an application for membership in a form approved by the directors and containing an undertaking to be bound by these Articles and the Rules,
- (b) that person has paid to the Club such joining fee and/or annual subscription (if any) as may be prescribed under the Rules, and
- (c) the application has been approved in accordance with the Rules

## **28. TERMINATION OF MEMBERSHIP**

- 28 1 A member may withdraw from membership of the Club by giving such prior notice in writing to the Club as may be required from time to time by the Rules
- 28 2 A member's membership may be suspended or terminated in such circumstances and subject to such conditions as are set out in the Rules
- 28 3 Membership is not transferable
- 28 4 A person's membership terminates when that person dies or, in the case of a member that is a corporate entity, ceases to exist

## **29. GENERAL MEETINGS**

- 29 1 The Club shall in each calendar year hold a general meeting as its annual general meeting (in addition to any other general meetings the Club may hold in that year) at such time and place as may be determined by the directors, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one annual general meeting of the Club and that of the next
- 29 2 The annual general meeting shall be held for the following purposes
  - (a) to receive the Club's accounts,
  - (b) to receive from the directors a report of the activities of the Club since the previous annual general meeting,
  - (c) to re-appoint the directors who are retiring at the meeting and seeking re-appointment, and
  - (d) to transact any other business of which due notice has been given to the members
- 29 3 The directors may, whenever they think fit, convene a general meeting, and general meetings shall also be convened on the request of members together representing at least 5 per cent of the total voting rights of all the members having the right to vote at general meetings in accordance with section 303 of the Act

## **30. NOTICE OF GENERAL MEETINGS**

- 30 1 General meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote being a majority together representing not less than ninety per cent of the total voting rights at that meeting of all the members
- 30 2 Every notice convening a general meeting of the Club must comply with the provisions of
  - (a) section 311 of the Act as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting, and

- (b) section 325(1) of the Act as to the giving of information to members regarding their right to appoint proxies

30 3 Subject to the provisions of these Articles, every notice of, or other communication relating to, any general meeting must be sent to all of the members, the directors and to the auditors (if any) for the time being of the Club

30 4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

### **31. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS**

31 1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting

31 2 A person is able to exercise the right to vote at a general meeting when

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting

31 3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it

31 4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other

31 5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

### **32. QUORUM FOR GENERAL MEETINGS**

32 1 Twelve members entitled to vote on the business to be transacted at a general meeting, each of whom is present at the meeting in person or by proxy or, in the event that any member present is a corporation, by corporate representative, are a quorum

32 2 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. If, at the adjourned general meeting, a quorum is not present within half an hour from the time appointed therefor or, alternatively, a quorum ceases to be present, the adjourned meeting shall be dissolved

### **33. CHAIRING GENERAL MEETINGS**

33 1 The Chairman shall chair general meetings if present and willing to do so

33 2 If there is no Chairman appointed, or if the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start

- (a) the directors present, or
- (b) (if no directors are present), the meeting,

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

- 33 3 The person chairing a meeting in accordance with this Article is hereinafter referred to as "the chairman of the meeting"

**34. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS**

- 34 1 Directors may attend and speak at general meetings, whether or not they are members
- 34 2 The chairman of the meeting may permit other persons who are not members of the Club to attend and speak at a general meeting

**35. ADJOURNMENT**

- 35 1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it
- 35 2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if
- (a) the meeting consents to an adjournment, or
  - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- 35 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
- 35 4 When adjourning a general meeting, the chairman of the meeting must—
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
  - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 35 5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Club must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)
- (a) to the same persons to whom notice of the Club's general meetings is required to be given, and
  - (b) containing the same information which such notice is required to contain
- 35 6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place
- 36. VOTING AT GENERAL MEETINGS**
- 36 1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles
- 36 2 Polls must be taken at the general meeting at which they are demanded and in such manner as the chairman directs
- 36 3 On a vote on a resolution at a general meeting on a show of hands or on a poll, every member present in person, by proxy or (being a corporation) by corporate representative has one vote

**37. ERRORS AND DISPUTES**

37 1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid

37 2 Any such objection must be referred to the chairman of the meeting whose decision is final

**38. POLL VOTES**

38 1 A poll on a resolution may be demanded

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

38 2 A poll may be demanded by

- (a) the chairman of the meeting,
- (b) the directors,
- (c) two or more persons having the right to vote on the resolution, or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution

38 3 A demand for a poll may be withdrawn if

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal

**39. CONTENT OF PROXY NOTICES**

39 1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which

- (a) states the name and address of the member appointing the proxy,
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
- (d) is, together with any authentication of it demanded by the directors, received at an address specified by the Club in the proxy notice not less than 48 hours before the time for holding the meeting or adjourned meeting at which the proxy appointed pursuant to the proxy notice proposes to vote,

and any proxy notice received at such address less than 48 hours before the time for holding the meeting or adjourned meeting shall be invalid

39 2 The Club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

39 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

39 4 Unless a proxy notice indicates otherwise, it must be treated as

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

#### **40. DELIVERY OF PROXY NOTICES**

- 40 1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Club by or on behalf of that person
- 40 2 An appointment under a proxy notice may be revoked by delivering to the Club a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- 40 3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- 40 4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

#### **41. WRITTEN RESOLUTION OF MEMBERS**

- 41 1 (a) Subject to Article 41 1(b), a written resolution of members passed in accordance with Part 13 of the Act is as valid and effectual as a resolution passed at a general meeting of the Club
- (b) The following may not be passed as a written resolution and may only be passed at a general meeting -
  - (i) a resolution under section 168 of the Act for the removal of a director before the expiration of his period of office, and
  - (ii) a resolution under section 510 of the Act for the removal of an auditor before the expiration of his period of office
- 41 2 On a written resolution every member has one vote

#### **42. AMENDMENT OF THE ARTICLES**

- 42 1 These Articles may be amended by special resolution of the members
- 42 2 Where any amendment of the Articles is made, any director or the company secretary may on behalf of the Club deliver to the Registrar of Companies a copy of the amended Articles in compliance with the Company's obligations under section 26 of the Act

#### **43. AMENDMENTS TO RESOLUTIONS**

- 43 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if
  - (a) notice of the proposed amendment is given to the Club in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
  - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution



- 43 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- 43 3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution

#### **44. MEANS OF COMMUNICATION TO BE USED**

- 44 1 (a) Anything sent or supplied by or to the Club under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Club
- (b) Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Club to a person by being made available on a website
- 44 2 (a) Any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
- (b) A director may agree with the Club that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours
- 44 3 A member whose registered address is not within the United Kingdom and who gives to the Club an address within the United Kingdom at which notices may be sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address, but otherwise no such member is entitled to receive any notices from the Club
- 44 4 (a) If the Club sends or supplies notices or other documents by post and the Club proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 72 hours after posting or 48 hours after posting if sent by first class post
- (b) If the Club sends or supplies notices or other documents by electronic means and the Club proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied
- (c) If the Club sends or supplies notices or other documents by means of a website, the intended recipient is deemed to have received such notices or other documents when such notices or other documents first appeared on the website or, if later, when the intended recipient first received notice of the fact that such notices or other documents were available on the website
- (d) For the purposes of this Article 44 4, no account shall be taken of any part of a day that is not a working day

**45. COMPANY SEAL**

- 45 1 Any common seal may only be used by the authority of the directors or a committee of the directors
- 45 2 The directors may decide by what means and in what form any common seal is to be used
- 45 3 Unless otherwise decided by the directors, if the Club has a common seal and it is affixed to a document, the document must also be signed by
- (a) one authorised person in the presence of a witness who attests the signature, or
  - (b) two authorised persons
- 45 4 For the purposes of this Article, an authorised person is
- (a) any director of the Club,
  - (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

**46. ACCOUNTS AND OTHER RECORDS**

- 46 1 The Club shall keep day to day accounting records as required for a company by the Act and applicable associated regulations
- 46 2 Annual accounts and reports shall be prepared and approved by the directors as required by the Act and applicable associated regulations. Copies of the annual accounts and reports shall be sent to the members of the Club and any other persons entitled to receive copies under the provisions of the Act
- 46 3 The annual accounts and reports shall be filed with the Registrar of Companies within nine months after the end of the financial year
- 46 4 Except as provided by law or authorised by the directors or an ordinary resolution of the Club, no person is entitled to inspect any of the Club's accounting or other records or documents merely by virtue of being a member

**47. DIRECTORS' INDEMNITY**

- 47 1 Subject to Article 47 2, a relevant director of the Club or an associated company may be indemnified out of the Club's assets against
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Club or an associated company,
  - (b) any liability incurred by that director in connection with the activities of the Club or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
  - (c) any other liability incurred by that director as an officer of the Club or an associated company
- 47 2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law
- 47 3 In this Article 47

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant director" means any director or former director of the Club or an associated company

#### **48. INSURANCE**

48 1 The directors may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant director in respect of any relevant loss

48 2 In this Article 48

- (a) a "relevant director" means any director or former director of the Club or an associated company,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Club, any associated company or any pension fund or employees' share scheme of the Club or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

#### **49. RULES**

49 1 The Executive Committee may make such rules as they consider necessary or convenient for the proper conduct and management of the Club and for the purposes of prescribing the classes of and conditions of membership. In particular, and without prejudice to the generality of the foregoing, the Executive Committee may make rules regulating -

- (a) the admission and classification of members of the Club, and the rights and privileges of such members, the conditions of membership, the particulars to be supplied by candidates for membership and the terms on which members may retire or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members,
- (b) the election of persons as honorary members and the privileges and advantages to be accorded to any persons so elected,
- (c) the conduct of members of the Club in relation to one another, and to the Club's officers and employees,
- (d) the badges and insignia to be issued to members,
- (e) the organisation, management and conduct of events arranged by the Club and the participation by the Club or its members in events arranged by other clubs or organisations,
- (f) the formation, dissolution, management and control of Centres of the Club, the application of the funds of any Centre and to the provision to the Executive Committee of information by the Centres about their activities,
- (g) the arrangements for reciprocal concessions or other matters with other clubs and associations,
- (h) the procedure at general meetings and meetings of the directors and committees of the Club (in so far as such procedure is not governed by these Articles), and
- (i) any and all other matters as are commonly the subject matter of company rules or club rules

- 49 2 The Executive Committee must adopt such means as they consider sufficient to bring to the notice of members of the Club all rules made under this Article
- 49 3 Any rules made by the Executive Committee under this Article will be valid and binding as against all members of the Club for so long as such rules are in force
- 49 4 The directors by resolution, or the Club in general meeting, may alter or repeal any rules made by the Executive Committee in accordance with this Article
- 49 5 Nothing in this Article permits the directors or the Executive Committee to make any rules which are inconsistent with or affect or repeal anything in these Articles or in any resolution passed by members of the Club or agreement to which Chapter 3 of Part 3 of the Act applies