

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

- of -

Bristol Austin Seven Club LTD (the "Company")
Company Number: 1559943

PRIVATE COMPANY LIMITED BY GUARANTEE

CHANGE OF ARTICLES OF ASSOCIATION

At a general meeting of the Company, duly convened and held at **The Bull Inn, Hinton, SN14 8HG** on **Saturday 23rd March 2019**, the following resolution was duly passed as a special resolution.

SPECIAL RESOLUTION

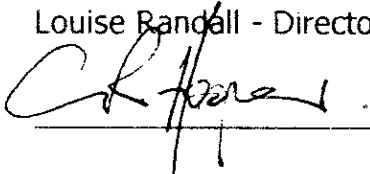
THAT the articles of association contained in the document attached to this Resolution are hereby approved and adopted as the new articles of association of the Company (the "**New Articles**") in substitution for and to the entire exclusion of the existing articles of association.



Dan Cole - Director

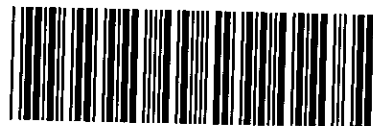


Louise Randall - Director



Clive Hooper - Director

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COMPANIES HOUSE



MEMORANDUM AND ARTICLES OF ASSOCIATION OF
BRISTOL AUSTIN SEVEN CLUB LIMITED

2019

Adopted by special resolution passed on 23rd March 2019

MEMORANDUM AND ARTICLES OF ASSOCIATION OF BRISTOL AUSTIN SEVEN CLUB LIMITED

2019

MEMORANDUM

1. The name of the Company (hereinafter called "the Club") is "BRISTOL AUSTIN SEVEN CLUB LIMITED".
2. The registered office of the Club will be situate in England.

ARTICLES OF ASSOCIATION

GENERAL

1. In these Articles, unless the context requires otherwise, the words in the first column have the meaning shown in the second column -

Words	Meanings
The Act	The Companies Act 1985 and 2006 and every statutory modification or re-enactment thereof for the time being in force
These Articles	These Articles of Association, and the regulations of the Club from time to time in force
The Club	The above-named Club
The Directors	The Directors for the time being of the Club
The Committee	The Committee of Management for the time being of the Club
The Office	The registered office of the Club
Month	Calendar month
The United Kingdom	Great Britain and Northern Ireland
In writing	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

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 where the context so admits.

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

LIABILITY OF CLUB MEMBERS

2. (1) The number of Members with which the Club is registered is 1,000 but the Committee may from time to time whenever the business of the Club so requires register an increase of Members.
(2) The liability of each Member is limited to £1 (one pound), 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 including -
(a) payment of the company's debts and liabilities contracted before he ceases to be a Member,

- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

OBJECTS & POWERS

3. (1) The Club is established for the purposes expressed below:

- (a) To encourage the use and interest in and preservation of the Austin Seven motor car (as manufactured from 1922 to 1939 inclusive) and to facilitate the provision of spare parts, information and advice concerning the same.
- (b) To promote the sport and pastime of motoring as it applies to owners of Austin Sevens as previously defined and other motor vehicles, motor sport, racing, touring and good-fellowship in all its branches, and all other pastimes, sports, recreation, amusements or entertainments.
- (c) To hold, carry on, arrange for, and conduct rallies, tours, lectures, discussions, social and other meetings, races, competitions, or time trials for and about the Austin Seven as hereinafter defined and other motor vehicles, and for those or any other purposes to engage such person or persons or company as may be deemed necessary and to remunerate any person or persons or company for services rendered to the Club.
- (d) To make such arrangements as may be considered necessary or desirable with any person or persons or company for the use of any track or tracks, or other premises, or roads with its or their appurtenances for the purpose of holding races, matches, competitions or time trials as aforesaid, or for acquiring a right for the Members of the Club to use such track or tracks, premises or roads, for training or otherwise, and to remunerate such person or persons or company for the same in such manner as may be agreed upon by the Club.
- (e) To buy, prepare, supply and sell vehicles of whatsoever kind and all kinds of components, parts, accessories, apparatus, fuels or oils used in connection with motor vehicles of any sort in respect thereof and all kinds of provisions and refreshments required or used by Members of the Club.
- (f) To hire and employ all classes of persons considered necessary for the purposes of the Club and to pay to them or any other person, firm or company in return for services rendered to the Club such salaries, wages, gratuities and expenses as may be deemed expedient.
- (g) To receive gifts of challenge cups, medals or other prizes or donations of money to be applied in the purchase of challenge cups, medals, or other prizes, or for the purpose of the Club, and to offer the same for competition by Members of the Club or other persons, and to give money prizes to Members of the Club or other persons, and to grant sums of money in order to establish prizes, and to grant testimonials in connection with any such matters as aforesaid on such terms and conditions as the Committee may determine.
- (h) To revise, establish, or alter the rules regulating the sport and pastime of motoring as it applies to Members' cars, and to subscribe to, become a member of, and co-operate with any persons, company, Club, association or union, whether incorporate or not, having like objects to those of this Club, for the purpose of organising race meetings, competitions or time trials for motorists, or encouraging any branch of motoring.
- (i) To join or subscribe to any club, union or association for the furtherance of the Club's objects.
- (j) To amalgamate with any person or persons, club, company or association having the same or like objects in any manner, or for any purpose which may be thought proper.
- (k) To raise money by subscriptions and to grant any rights and privileges to subscribers.
- (l) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Club may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Club.
- (m) To sell, let, mortgage, dispose of or turn to account, all or any of the property or assets of the Club as may be thought expedient with a view to the promotion of its objects.

(n) To undertake and execute any trusts which may lawfully be undertaken by the Club and may be conducive to its objects.

(o) To borrow or raise money for the purposes of the Club on such terms and on such security as may be thought fit.

(p) To invest the moneys of the Club not immediately required for its purposes, in or upon such investments, securities or property as may be thought fit.

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

(r) To do all such other things as are incidental or the Club may think conducive to the attainment of the above objects or any of them.

(2) The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth herewith, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise however by way of profit, to the Members of the Club.

Provided that nothing herein shall prevent the payment, in good faith of reasonable and proper remuneration to any officer or servant of the Club, or to any Member of the Club, in return for any services actually rendered to the Club, nor prevent the payment of interest at a reasonable rate on money lent or reasonable and proper rent for premises demised or let by any Member of the Club; but so that no Member of the Committee of Management or Governing Body of the Club may serve in any salaried office of the Club, and that no remuneration or other benefit in money or money's worth shall be given by the Club to any Member of such Committee or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club.

(3) The liability of the Members is limited.

(4) Every Member of the Club undertakes to contribute to the assets of the Club, in the event of the same being wound up during the time that he is a Member, for payments of the debts and liabilities of the Club contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.00 (one pound sterling) per member.

QUALIFICATION OF MEMBERS

4. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Club.

5. The Club shall be open to individual persons (not including Corporations) interested in the promotion of the sport and pastime of motoring as it applies to Austin Sevens (as defined in paragraph 3 (1) of these presents).

6. The Members of the Club shall be Single, Joint, Overseas, Junior or Honorary Members, or divided into any other classes that the Club may in General Meeting determine.

ANNUAL SUBSCRIPTIONS/ RENEWALS

7. (1) The annual subscriptions payable by Members of the Club shall be such as the Committee shall from time to time prescribe.

(2) All subscriptions shall become payable and be paid on the 1st day November, in advance, each year.

(3) Membership is dependent on the payment of the annual subscription as determined by the Committee

(4) All members of the current year will be sent a renewal form in October to cover the membership and subscriptions of the upcoming year.

ELECTION OF MEMBERS

8. Members joining on or after the first day of August (or after the Club Annual Rally) shall pay the full annual subscription, which will be valid until October 31st of the next following year.
9. Each candidate for membership must forward to the Membership Secretary a signed application form together with the necessary fees. The application form shall state the applicant's full name and address, and be signed. This signature shall be an acknowledgement that he shall be bound by the Memorandum and Articles of Association, an abstract of which shall be provided with each application form.
10. All Candidates must be proposed at a meeting of the Committee and may be elected at the same or any subsequent meeting by a two-thirds majority of Committee Members present.
11. On the election of any Candidate, notice of such election shall be sent to him and he shall thereupon become a member of the Club.
12. As the payment of the subscription entitles a Member to the privileges of membership of the Club such payment shall be a distinct acknowledgement on his part that he is bound by the Memorandum and Articles and Rules and Regulations for the time being of the club and that he accepts the ruling of the committee in all cases. No person shall be absolved from the effects of these instruments upon the plea of not having received notice of them.

HONORARY MEMBERSHIP

13. If in the opinion of the Committee any person has given exceptional services to the Club, such person may, on the recommendation of the Committee, be elected an Honorary Member normally for life, and from the date of such election which membership shall carry with it all the privileges of membership without payment.

CLUB NOT FOR COMMERCIAL PURPOSES

14. It is a condition of all classes of Membership that the Club is not used for commercial purposes or advantage by its Members and no Member shall use the name of the Club for any trade advertising or business purposes or in connection with any legal proceedings unless expressly authorised by the Committee.

RESIGNATION

15. Any Member whose annual subscription is unpaid on the 30th day of November in any year or within two months of the date of his election shall cease ipso facto to be a member of the Club and shall forfeit all right in and claim upon the Club and its property but may be reinstated at the discretion of the Committee on payment of all arrears.
16. (1) Every membership application shall be considered by the Committee on its merits. The Committee shall have the power to revoke any membership at any time and for any reason which the Committee may in their discretion think good and proper and shall be explained to the Member.

(2) Any Member who has had their membership revoked may appeal to the Directors and will have the automatic right for their appeal to be heard within two months of the appeal being made. The decision of the Directors following the appeal shall be final and shall be explained to the Member.

17. Any Member ceasing voluntarily or otherwise to be a Member of the Club shall then cease to have any claim whatever on the property of the Club, or enjoy any of the privileges of membership but the Member's liability shall continue for the payment of debts due from him.

DIRECTORS AND COMMITTEE OF MANAGEMENT

18. The Members shall at every Annual General Meeting elect Directors and a Committee of Management.

DIRECTORS

19. Until otherwise determined by a General Meeting, the number of the Directors shall be three.
20. No person who is not a Member of the Club shall in any circumstances be eligible to hold office as a Director.

21. Any person 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, or
 - (b) by a decision of the Directors.
22. 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 the person's debts;
 - (d) 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;
 - (e) 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.
23. Subject to the articles, the Directors are responsible for the management of the Club's business, for which purpose they may exercise all the powers of the Club.
24. (1) Subject to the articles, the Directors will delegate all the powers which are conferred on them under the articles to the Committee of Management.
- (2) If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- (3) The Directors may revoke any delegation in whole or part, or alter its terms and conditions.
25. (1) Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by Directors.
- (2) The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.
- (3) The general rule about decision-making by Directors is that any decision of the Directors must be a majority decision.
26. The Directors must ensure that the Company keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.
27. (1) Any Director may call a Directors' meeting by giving notice of the meeting to the Directors.
- (2) Notice of any Directors' meeting must indicate—
- (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) Notice of a Directors' meeting must be given to each Director, but need not be in writing.
- (4) In the event of a Directors' meeting being called, the Directors shall decide on the form and proceedings of that meeting and the procedures shall be recorded.
28. Subject to the articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.
29. (1) At a Directors' meeting, a proposal can only be voted on if a quorum is participating. If a quorum is not present any adoption of a proposal must be adjourned.
- (2) The quorum for Directors' meetings is fixed at two.
30. 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.

31. If the numbers of votes for and against a proposal are equal, the Chairman or other Director chairing the meeting has a second or casting vote.

32. (1) If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes unless the Director's interest is reasonably regarded as unlikely to give rise to a conflict of interest.

(2) Any Director who has an interest in a subject to be discussed must declare it.

33. The Directors shall cause proper minutes to be made of the proceedings of all meetings of the Club and of the Committee and of sub-committees thereof and all business transacted at such meetings, and any such minute 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. The minutes shall be kept in such place as the Directors think fit, and shall always be open to the inspection of the Members of the club.

COMMITTEE OF MANAGEMENT

34. (1) Unless otherwise determined by a General Meeting, The Committee of Management shall comprise not fewer than seven and not more than twelve persons including the Directors, being Members of the Club. If the Committee in its discretion appoints any person to be a salaried Secretary or Treasurer then such person shall not be a Member of the Committee.

(2) *The Committee shall be appointed by majority vote at the Annual General Meeting. If a Chairman is not elected by the membership, the Committee may return their powers of management to the Directors, who may appoint a Chairman of the Committee.*

(3) The Club may from time to time in General Meeting increase or reduce the number of Members of the Committee and may make the appointments necessary for effecting any such increase.

35. The Committee may from time to time and at any time appoint any Member of the Club as a Member of the Committee either to fill a casual vacancy or by way of addition to the Committee provided that the prescribed maximum be not thereby exceeded. Any Member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

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

POWERS OF THE COMMITTEE

37. The business of the Club shall be managed by the Committee elected by the Members. The Committee may pay such expenses as they think fit and may exercise all powers of the Club and act on behalf of the Club. If a regulation made by the Club at a General Meeting would invalidate an earlier action of the committee, the earlier action will remain valid.

38. 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 minimum number prescribed by or in accordance with these presents, 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.

39. (1) Payments on the Club's Bankers, until otherwise determined upon by the Directors shall be authorised by at least one Director.

(2) The Club's banking account shall be kept with such banker or bankers as the Directors shall from time to time determine.

(3) At least two directors will have authority for such payments.

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

40. The office of a Member of the Committee shall be vacated if:-

- (a) a bankruptcy order is made against that Member or a composition is made with that Member's creditors generally in satisfaction of that Member's debts.
- (b) a registered medical practitioner who is treating that Member gives a written opinion to the Club stating that the Member has become physically or mentally incapable of acting as a Member of Committee and may remain so for more than three months.
- (c) notification is received by the Club from the Member that they are resigning from office.
- (d) they cease to be a Member of the Club.

RETIREMENT OF MEMBERS OF THE COMMITTEE

41. At each Annual General Meeting all Members of the Committee for the time being shall retire from office. A retiring Member of the Committee shall retain his office until the dissolution or adjournment of the meeting at which his successor is elected or it is determined not to fill his place.

42. The Club, shall, at the meeting at which any Members of the Committee retire in the manner described, fill up the vacated office of each Member by electing a person thereto unless at such meeting it shall be determined to reduce the number of Members of the Committee.

43. New members of the Committee shall be proposed and seconded by other members in writing before the Annual General Meeting or in person at that meeting.

44. If at any meeting at which an election of Members of the Committee ought to take place, the places of the retiring Members, or some of them, are not filled up, the retiring Members or such of them as have not had their places filled up and are not ineligible to serve 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 Members of the Committee.

45. The Club may by Extraordinary Resolution remove any Member of the Committee before the expiration of his period of office, and may by an Ordinary Resolution appoint another Member in his stead; but any person so appointed shall retain his office so long only as the Member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COMMITTEE

46. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

47. A Director at any time may summon a meeting of the Committee by notice served upon the Members of the Committee.

48. The Committee Chairman shall be entitled to preside at all meetings of the Committee at which he shall be present and in his absence the Vice Chairman shall so preside, but if no such Chairman be present within fifteen minutes after the time appointed for holding a meeting, the Members of the Committee present shall choose some one of their number to be Chairman of the meeting.

49. (1) A meeting of the Members of the Committee for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Club for the time being vested in the Committee generally.

(2) The Committee may invite non-members of the Committee to be present at their meetings. Any person so invited shall be entitled to speak at the meeting at the Chairman's discretion, but shall not be entitled to vote.

50. (1) The Committee of Management may delegate any of their powers to sub-committees of Members or Members of the Committee as they think fit, and any Committee so formed shall conform to any regulations imposed on it by the Committee of Management. The meetings and proceedings of any sub-committee shall be governed by the provisions of these presents 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 regulations made by the Committee as aforesaid.

(2) The Committee may draft and implement policies to assist in the running regulation of the Club as appropriate.

51. All acts bona fide done by any meeting of the Committee or of any sub-committee or by any person acting as a Member of the Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Member or person acting as stated, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Committee.

52. A resolution in writing signed by all the Members for the time being of the Committee or of any sub-committee shall be as valid and effectual as if it had been passed at a Meeting of the Committee or of such sub-committee duly convened and constituted.

GENERAL MEETINGS

53. A General Meeting shall be held once in every calendar year as its Annual General Meeting at such time and place as may be determined by the Directors, provided that every General Meeting shall be held not more than fifteen months after the holding of the last preceding meeting.

54. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

55. The Directors may call an Extraordinary Meeting whenever they think fit, and an Extraordinary Meeting shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by Section 303 of the Act.

56. Fourteen days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and every other General Meeting, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons as are under these articles entitled to receive such notices from the Club; but with the consent of all Members having the right to attend and vote, a meeting may be convened by such notice as those Members may think fit. The accidental omission to give notice of meeting to, or the non-receipt of such notice by, any Member shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

57. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheet, the reports of the Committee, the election of Directors and Members of the Committee in the place of those retiring and the confirming of subscriptions payable.

58. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. The quorum shall be 20 Members personally present.

59. 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 Members, 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 Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.

60. With the consent of any meeting at which a quorum is present, the Chairman may adjourn a meeting from time to time, and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an 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. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

61. The Chairman, if any, of the Committee for the time being shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Directors

present or (if no Directors are present) the Members present shall choose some Member of the Committee, or if no such Member be present, or if all the Members of the Committee present decline to take the chair, they shall choose some Member of the Club who shall be present to preside. The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting"

62. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the Members present in person. A declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, an entry to that effect in the minute book of the Club 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.

63. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a further or casting vote.

VOTES OF MEMBERS

64. Every Member shall have one vote. Joint members shall each have one vote.

65. No person other than a Member duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Club in respect of his membership, shall be entitled to be present or to vote on any question, at any General Meeting.

66. All votes must be given in person no postal votes being allowed. No votes may be given by proxy.

67. A simple majority of votes shall decide a resolution.

ACCOUNTS

68. The accounting year of the Club shall be from the first day of September to the last day of August the following year.

69. The Directors via the Committee shall cause proper books of account to be kept with respect to:-

- (a) the assets and liabilities of the Club;
- (b) the sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place; and
- (c) all sales and purchases of goods by the Club.

70. The books of account shall be kept at such place or places as the Committee shall think fit, and shall always be open to the inspection of the Members of the Committee.

71. The Club in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members of the accounts and books of the Club, or any of them, and subject to such conditions and regulations the accounts and books of the Club shall be open to the inspection of Members of the Club at all reasonable times during business hours.

72. At the Annual General Meeting in every year, the Committee shall lay before the Club an income and expenditure account for the period since the last preceding account made up to a date not more than six months before such meeting, together with a balance sheet made up to the same date. Every such balance sheet shall be accompanied by a report of the Committee and where required by the Act, a report of the Auditors, and a copy of such account, balance sheet and reports shall twenty-one days before the meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. Where required by the Act, the Auditors' report shall be open to inspection and be read before the meeting.

AUDIT

73. Once at least in every year the Accounts of the Club shall be examined and the correctness of the account and balance sheet ascertained by one or more properly qualified Auditor or Auditors subject to the requirement of the Act.

74. Where required Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

75. A notice may be served by the Club upon any Member, either personally or by publication in the Club magazine, or otherwise electronically, or by sending it through the post in a prepaid letter, addressed to such Member at his registered address appearing in the Register of Members.

76. Any Member described in the Register of Members by an address not within the United Kingdom may provide the Club's Register of Members with an address in the United Kingdom solely for the purpose of serving notices to that member.

77. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

78. (1) Any reference to a notice or document shall include a document or notice sent in electronic form, electronic form having the meaning given to it in Section 1168 of the Companies Act 2006.

(2) All documents circulated by the Club or by the Directors or Committee or to be received by them from members of the Club or other persons may be sent or received in electronic form unless the Directors or the Committee, in a particular case, specify otherwise. Such specific requirement may be made, for example, if an original signature on a document is required.

79. Where a given number of days' notice or notice extending over any other period is required to be given, the day of service shall be counted in such number of days or other period.

DISSOLUTION

80. 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, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Club under or by virtue of Clause 3 (2) hereof, such institution or institutions to be determined by the Members of the Club at or before the time of dissolution, or in default thereof by such judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision, then to some charitable object.

81. (1) Every member of the Committee shall be entitled to be indemnified out of the assets of the Club against all expenses, losses or liabilities incurred by him on behalf of the Club or for the Club's benefit if incurred in good faith in connection with the discharge or intended discharge of his or her duties in relation to the Club.

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

INDEMNITY

82. The Committee will ensure suitable insurance is in place that will indemnify against officers, directors or approved members acting on behalf of the Club, incurring losses as part of defending a no-fault claim against them.

COPYRIGHT

83. Bristol Austin 7 Club automatically owns the copyright in any literary, dramatic, musical, or artistic works including sound recordings, broadcasts and films created in its name.

84. In accordance with copyright law, the Committee decides how the Club's original works are copied, adapted, performed or broadcast, or licensed to others to use for a royalty or a license fee.

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