

Company number 2604000

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**SPECIAL RESOLUTION
OF
FORD SIDEVALVE OWNERS' CLUB LTD
(the "Company")**

Passed on 18 June 2016

WEDNESDAY



At the Annual General Meeting of the above named Company, convened and held at King's Stanley Village hall, Marling Close, Broad Street, King's Stanley, Gloucestershire, GL10 3PN the following special resolution was duly passed

SPECIAL RESOLUTION

THAT clause 3 of the Memorandum of Association regarding the Club's objectives be amended so that objective two now reads

To cater for all Ford 8 and 10hp sidevalve engined cars, light commercials and machinery as well as the 107E overhead-valve engined cars, plus modified versions thereof

THAT Clause 4 of the Articles of Association be renamed Clause 4a, with new Clauses 4b and 4c added as follows

(b) No member shall make public any letter, article, document, email, Facebook entry, other social media or similar that could be construed as libellous (i.e. publishing a statement that harms a person's reputation), is knowingly or negligently inaccurate or publically or personally offensive or is detrimental to the good name of the club as judged by the Council. This clause is not intended to stop constructive honest criticism

(c) No member shall give technical advice to either another member or a member of the public that is outside their training, expertise or technical ability thereby potentially causing a risk to either the recipient of the advice or the general public. The club has technical experts who should be consulted on such matters

THAT Clause 54 of the Articles of Association be renamed as Clause 54a, with new Clause 54b added as follows

(b) Subject to the provisions of the Act and without prejudice to any protection from liability which may otherwise apply, the Council shall have power to purchase and maintain for any Councillor or other officer of the Club whether elected or unelected, or of an Associated Club, insurance against any liability that is mentioned in these articles

A handwritten signature in black ink, appearing to be 'S. R.', written in a cursive style.

Chairman

24/09/2016

THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM & ARTICLES OF ASSOCIATION

FORD SIDEVALVE OWNERS' CLUB LIMITED

Incorporated the 23rd day of April, 1991

COMPANY NUMBER 2604000

Amended on 18th June 2016 [Memorandum: Clause 3, second objective expanded Articles renamed Clause 4 as Clause 4a; added Clauses 4b and 4c Renamed Clause 54 as Clause 54a and added Clause 54b]
Amended on 29th June 2013 [Articles Clauses 7, 38 and 47]
Amended on 30th June 2012 [Memorandum Clause 7]
Amended on 9th June 2007 [Article Clause 33]

The London Law Agency Limited
Temple Chambers Temple Avenue London EC4Y 0HP
Telephone 071-353 9471 Fax 071-583 1531
DX 1053 London / Chancery Lane

THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
FORD SIDEVALVE OWNERS' CLUB LIMITED

- 1 The Company's name is "FORD SIDEVALVE OWNERS' CLUB Limited"
hereinafter known as the "Club"
- 2 The Club's registered office is to be situated in England and Wales.
- 3 The Club's objectives are -

To take over all of the assets and liabilities of the present unincorporated association known as the Ford Sidevalve Owners' Club, which is deemed to have commenced on the first day of January 1970

To cater for all Ford 8, 10hp and 100E sidevalve engined cars, light commercials and machinery as well as the 107E overhead-valve engined cars, plus modified versions thereof.

To provide Members with information, advice and assistance on matters connected with motoring in general and with such vehicles as defined above in particular

To watch the administration of the laws and regulations affecting motoring and motor vehicles, and to report any proposed action or scheme to any interested party as and when deemed necessary by the Council

To promote motor competitions in accordance with the requirements of the Motor Sports Association (hereinafter referred to as the MSA).

To stock and remanufacture spare parts for the vehicles and machinery covered by these objects, the type and quantity of spare parts held or remanufactured to be at the sole discretion of the Council

In furtherance of the above objects but not otherwise the Club shall have the following powers -

- (a) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which are necessary or expedient

for the promotion of these objects, and to construct, maintain, alter and manage any buildings or erections necessary or convenient for the work of the Club.

- (b) To publicise, educate the public in, and provide information about the work of the Club.
- (c) To hold exhibitions, meetings, lectures and classes, to publish and or distribute newspapers, magazines, books and other literary works in connection with the activities and in furtherance of the objects of the Club
- (d) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Club as may be expedient for the promotion of its objects.
- (e) To undertake and execute any charitable trusts which may lawfully be undertaken by the Club and are conducive to its objects
- (f) To borrow or raise money for the purpose of the Club on such terms and on such security as may be thought fit.
- (g) 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
- (h) To raise money for, establish and support or aid in the raising of money for, establishment and support of any charitable companies or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Club or calculated to further its objects.
- (i) To do all such other lawful things as are necessary to the attainment of the above objects or any of them
- (j) To hire and employ all classes of persons considered necessary for the purposes of the Club and to pay 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.

- 4 (a) The income and property of the Club shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Club

Provided that nothing herein shall prevent any payment in good faith by the Club:-

- i) of reasonable and proper remuneration to any member, officer or servant of the Club for any services rendered to the Club
- ii) of interest at a commercial rate per annum on money borrowed,
- iii) or reasonable and proper rent for premises demised or let by any member of the Club or of its Council,
- iv) to any member of its Council of reasonable out-of-pocket expenses;

- v) to a company of which a member of the Council of Management may be a member and such member shall not be bound to account for any share of profits he may receive in respect of such payment; provided further that neither the members of the Council nor any of them shall concur in exercising any voting rights in respect of any shares or debentures or other securities comprised in the assets of the Club in such a way that a personal benefit is thereby secured to such member or any of them.

(b) No member shall make public any letter, article, document, email, Facebook entry, other social media or similar that could be construed as libellous (i.e publishing a statement that harms a person's reputation), is knowingly or negligently inaccurate or publically or personally offensive or is detrimental to the good name of the club as judged by the Council This clause is not intended to stop constructive honest criticism

(c) No member shall give technical advice to either another member or a member of the public that is outside their training, expertise or technical ability thereby potentially causing a risk to either the recipient of the advice or the general public The club has technical experts who should be consulted on such matters

Provided that nothing herein shall prevent any payment in good faith by the Club -

- 5 The liability of the members is limited.
- 6 Every member of the Club undertakes to contribute to the assets of the Club, in the 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 Club 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 amounts as may be required not exceeding £1.
- 7 If upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the Members, but shall be given or transferred to some other Club, Museum or institution having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income and property amongst its or their Members Such Club, Museum or institution shall be determined by the Members at or before the time of dissolution, and if a suitable Club, Museum or institution cannot be found any remaining property shall be distributed to some charitable object to be agreed by the Members.

WE, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

NAMES AND ADDRESSES OF SUBSCRIBERS

LONDON LAW SERVICES LIMITED,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP

LONDON LAW SECRETARIAL LIMITED,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

Dated the 1st day of April, 1991

Witness to the above Signatures -

COLIN A LAY
Temple Chambers,
Temple Avenue,
London EC4Y 0HP

THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
FORD SIDEVALVE OWNERS' CLUB LIMITED

INTERPRETATION

1 In these Articles -

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

“the Articles” means the Articles of the Company.

“the Club” means the above-named Company

“the Council” means the Council of Management for the time being of the Company.

“Clear Days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

“Executed” includes any mode of execution.

“Office” means the registered office of the Club

“the Seal” means the common seal of the Club.

“Secretary” means the secretary of the Club or any other person appointed to perform the duties of the secretary of the Club, including a joint, assistant or deputy secretary.

“the United Kingdom” means Great Britain and Northern Ireland

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Club.

MEMBERS

2 The subscribers to the Memorandum of Association of the Club and such other persons as are admitted to membership in accordance with the Articles shall be members of the Club. No person shall be admitted a member of the Club unless he is approved by the Council. Every person who wishes to become a member shall deliver to the Club an application for membership in such form as the Council may require executed by him.

3 A member may at any time withdraw from the Club giving at least seven clear days' notice to the Club. Membership shall not be transferable and shall cease on death.

4 (a) The Council may from time to time formulate or draw up and thereafter amend or otherwise alter rules relating to any subscription be it of an annual or recurring nature or otherwise which members shall be required to pay to the Club as a condition of membership or of continuing membership of the Club and such rules may provide for the expulsion of a member from the Club or for deletion of a member's name from the Register of Members in the event of a member making default in the payment of any such subscription. Provided that any such rules or subsequent amendment or alteration thereof shall only be valid and take effect after the same have been approved by a special resolution of the Club in General Meeting.

(b) No member shall make public any letter, article, document, email, Facebook entry, other social media or similar that could be construed as libellous (i.e. publishing a statement that harms a person's reputation), is knowingly or negligently inaccurate or publically or personally offensive or is detrimental to the good name of the club as judged by the Council. This clause is not intended to stop constructive honest criticism.

(c) No member shall give technical advice to either another member or a member of the public that is outside their training, expertise or technical ability thereby potentially causing a risk to either the recipient of the advice or the general public. The club has technical experts who should be consulted on such matters.

GENERAL MEETINGS

5 The Club 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 Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation.

6 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

7. The Council may call General Meetings and, on the requisition of twenty-five members shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient members of the Council to call a General Meeting, any member of Council or any member of the Club may call a General Meeting.

NOTICE OF GENERAL MEETINGS

8 An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution or a resolution appointing a person as a member of the Council shall be called by at least twenty-eight clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the members of the Council and auditors.

9 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.

PROCEEDINGS AT GENERAL MEETINGS

10 No business shall be transacted at any meeting unless a quorum is present. Fifteen persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum.

11 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 Council and of the auditors, the election of members of the Council in place of those retiring, and the appointment of, and fixing of the remuneration of the auditors.

12 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 upon 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 or place, or at such other place as the Chairman may appoint.

13 The Chairman of the Council 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 members present shall choose some member of the Council, or if no such member be present or if all the members of the Council present decline to take the chair, they shall choose some member of the Club who shall be present to preside.

14 The Chairman, may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but 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. 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.

15 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded -

(a) by the Chairman, or

(b) by at least twelve members having the right to vote at the meeting; or

and a demand by a person as proxy for a member shall be the same as a demand by the member

16 Unless a poll is duly demanded a declaration by the Chairman 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution

17 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made

18 A poll should be taken as the Chairman directs and he may appoint scrutineers and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have

20 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

21 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

22 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members

VOTES OF MEMBERS

23 On a show of hands and on a poll every member present in person or by proxy shall have one vote

25 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve) -

26. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve) -

10

of

as my / our proxy to vote in my/our name(s) and on my/our behalf at

the Annual / Extraordinary General Meeting of the Club, to be held

on 19 , and at any adjournment thereof

This form is to be used in respect of the resolutions mentioned below as follows

Resolution No. 1 *for *against

Resolution No. 2 *for *against

* Strike out whichever is not desired

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

Signed this day of 19 ”

27 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council may.-

- (a) be deposited with the General Secretary or The Chairman or as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Club in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman or to the General Secretary or to any member of the Council,

and an instrument of proxy which is not deposited or delivered in a manner so permitted should be invalid

28. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Club at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

COUNCIL OF MANAGEMENT

29 The number of members of the Council shall not be less than three or until otherwise determined by General Meeting more than twenty

POWERS OF THE COUNCIL

30 Subject to the provisions of the Act, the Memorandum and these Articles and to any directions given by special resolution, the business of the Club shall be managed by the Council who may exercise all the powers of the Club. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Council by these Articles and a meeting of Council at which a quorum is present may exercise all powers exercisable by the Council

31 The Council may, by power of attorney or otherwise, appoint any person to be the agent of the Club for such purposes and on such conditions as they determine

DELEGATION OF THE POWERS OF THE COUNCIL

32 The Council may delegate any of their powers to any committee consisting of one or more members of the Club provided that two of the members of such committees shall be members of the Council and that all acts and proceedings of such Committees shall be reported back to the Council as soon as possible. Any such delegation may be made subject to any conditions the Council may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by these Articles regulating the proceedings of the Council so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF MEMBERS OF THE COUNCIL

33. (a) Save as herein provided.

- i) At all Annual General Meetings of the Club one-third of the Council shall be subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one Council member who is subject to retirement by rotation, he/she shall retire. All other members of the Club Management Committee, not being members of the Council, shall retire from office at all Annual General Meetings but be eligible for re-election.
- ii) A retiring member of the Council or Management Committee shall be eligible for re-election.
- iii) The Club at the meeting at which a member of the Council or Management Committee retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default of the retiring member of the Council shall, if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Council shall have been put to the meeting and lost

- iv) No person other than a member of Council retiring at the meeting shall unless recommended by the members of the Council be eligible for election to the office of member of the Council at any General Meeting unless, not less than three nor more than twenty-days before the date appointed for the meeting, there shall have been deposited at the office of the General Secretary or Chairman of the Club notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected

(b) The Club may from time to time by ordinary resolution increase or reduce the number of members of the Council

34. The members of the Council shall have the power from time to time and at any time to appoint any other persons to be members of the Council but so that the total number of members of the Council shall not at any time exceed the maximum number, fixed as above, and so that no such appointment shall be effective unless two thirds of the members of the Council in the United Kingdom concur therein

35 No member of the Council or Management Committee shall vacate or be required to vacate his office by reason of his attaining or having attained the age of seventy or any other age, and any member of the Council or Management Committee retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a member of the Council or Management Committee shall be capable of being appointed or re-appointed as a member of the Council or Management Committee notwithstanding that he has attained the age of seventy and no special notice need be given of any resolution for the appointment or re-appointment as a member of the Council or Management Committee of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members of the Club notice of the age of any member of the Council or Management Committee or person proposed to be appointed or re-appointed as such

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 Council or Management Committee

37 The members for the time being of the Council and Management Committee may act notwithstanding any vacancy in their body, provided always that in case where the members of the Council 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 Council for the purpose of admitting persons to membership of the Club, filling up vacancies in their body, or of summoning a General Meeting but not for any other purpose.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

38 The office of a member of the Council shall be vacated if -

(a) he ceases to be an officer of the Club by virtue of any provision of the Act or he becomes prohibited by law from being an officer of the Club, or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or

(c) he is, or may be, suffering from mental disorder and either:-

- i) he is admitted to hospital in pursuance of an application for admission for treatment under the current Mental Health Acts in the four countries of the United Kingdom; or
- ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect of his property or affairs; or

(d) he resigns his office by notice to the Club, or

(e) if without sufficient reason he be absent, otherwise than on the affairs of the Club, from meetings of the Club for three consecutive meetings

PROCEEDINGS OF THE COUNCIL

39 The Council 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, the quorum shall be three Questions arising at any meeting shall be decided by a majority of votes In case of an equality of votes the Chairman shall have a second or casting vote

40. A member of the Council may, and on the request of a member of the Council the General Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting

41 The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

42 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles for the time being vested in the Council generally

43 All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council

44 A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted

SECRETARY

45. Subject to the provisions of the Act, the Company Secretary, known as the General Secretary of the Club, shall be a Council Member.

MINUTES

46 The Council shall cause minutes to be made in books kept for the purpose –

- (a) of all appointments of officers made by the Council; and
- (b) of all proceedings at meetings of the Club, and of the Council, and of committees of the Council, including the names of the members of the Council present at each such meeting

THE SEAL

47 The seal shall only be used by the authority of the Council or of a committee of the Council authorised by the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Council.

ACCOUNTS

48 No member shall (as such) have any right of inspecting accounting records or other book or document of the Club except as conferred by statute or authorised by the Council or by ordinary resolution of the Club.

NOTICES

49 Any notice to be given to or by any person pursuant to these Articles shall be in writing.

50. The Club may give any notice to members either personally or via the Club magazine or by sending it by post in a prepaid envelope addressed to the members at their registered address or by leaving it at that address.

51 A member present, either in person or by proxy, at any meeting of the Club shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called

52 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 96 hours after the envelope containing it was posted.

DISSOLUTION

53 Clauses 4 and 7 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the provisions thereof were repeated in these Articles

INDEMNITY OF OFFICERS AND FUNDING OFFICERS' DEFENCE COSTS

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

 (b) Subject to the provisions of the Act and without prejudice to any protection from liability which may otherwise apply, the Council shall have power to purchase and maintain for any Councillor or other officer of the Club whether elected or unelected, or of an Associated Club, insurance against any liability that is mentioned in these articles.

RULES AND BYE-LAWS

55 The Club shall have power from time to time to make, alter and repeal all such Rules or Bye-Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Club and may include therein provisions defining privileges and benefits accruing to members the election of a President and Vice-President and the rights and privileges attaching to either office, the admission and retirement of members and the conditions attached thereto and the basis on which such privileges and benefits may be terminated, and the subscriptions and entrance or other fees payable, and shall adopt such means as they deem sufficient to bring to the notice of the members of the Club all such Rules or Bye-Laws, alterations, and repeals, and all such Rules or Bye-Laws so long as they shall be in force shall be binding upon all members of the Club, provided nevertheless that no Bye-Law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Club and that any Rule or Bye-Law may be set aside by a Special Resolution of a General Meeting of the Club

MUTUAL TRADING

56 The Club shall not sell, or allow to be sold, spare parts, books, regalia or other benefits of membership to anyone who is not a paid-up member of the Club. The Club is intended to be a non-profit making mutual company as defined in the various Taxes Acts

NAMES AND ADDRESSES OF SUBSCRIBERS

LONDON LAW SERVICES LIMITED,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

LONDON LAW SECRETARIAL LIMITED,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

Dated the 1st day of April, 1991.

Witness to the above Signatures:-

COLIN A LAY
Temple Chambers,
Temple Avenue,
London EC4Y 0HP