

APPENDIX

THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE SOCIETY

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
THE BRISTOL SOCIETY OF MODEL AND
EXPERIMENTAL ENGINEERS
Company Registered Number 02893778
ISSUE 7

- 1 The name of the Company (hereinafter called "the Company") is THE BRISTOL SOCIETY OF MODEL AND EXPERIMENTAL ENGINEERS
- 2 The Registered Office of the Company is situated in England and Wales
- 3 The objects for which the Company is established are

The advancement of public education in the construction of models of engineering in particular through provision of talks, demonstrations and facilities for running engineering models and in furtherance of this object the Company shall have powers

- To bring together, as a society, those persons supporting the above object
- To print, reproduce, publish books, treatises, photographs, diagrams, drawings and other publications of all descriptions relating to model and other engineering of any description to further the education of the public
- To carry on any activity similar to the activities mentioned or which may be conveniently or advantageously carried on or combined with them and which furthers the education of the public
- To purchase or sell or develop, take or let on lease, take or give in exchange or on hire, or otherwise acquire, hold or dispose of any estate or interest in lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, patents, copyright or licences, or any other real or personal property or any right, privilege, estate or interest
- To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights of the Company for such consideration as the Company may think fit
- To provide use and maintain work and machine shops club rooms and place or places of refreshment licensed or otherwise for the use of Members and other persons authorised to use the same
- To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's property and



assets

- To pay out of the funds of the Company all expenses of, or incidental to the formation and registration of the Company
- Subject to appropriate legal requirements to amalgamate with any Company or society having objects similar to those of this Company
- To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think furthers the aims and objectives of the Company
- To invest the moneys of the Company not immediately required in or upon such securities and in such manner as the Directors may from time to time determine
Provided that -
 - In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts
 - The Company shall not support with its funds any object, or endeavour to impose or procure to be observed by its members or others, any regulation restriction or condition which if an object of the Company would make it a Trade Union
 - The income and property of the Company derived from any source whatsoever shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association save donations may be made to other charities whose aims and objectives are not necessarily the same as those of the Company in respect of the death of a member or other appropriate circumstances, such donations to be limited to a nominal amount No part thereof shall be paid transferred or declared directly or indirectly by way of dividend bonus or otherwise by way of profits to the Members Provided that nothing contained herein shall prevent payment in good faith of reasonable and proper reimbursement to any officer or servant or Member of the Company as provided in the Memorandum and Articles of Association
 - To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them

4 The liability of the Members is limited

5 Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up during the time that he is a Member or within one year afterwards, for payment of the debts and liabilities of the Company 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 one pound

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

**Eric Lindsay
12 Ashgrove**

**Stuart Bond
Farrington Villa**

Peasedown-St-John
Bath
BA2 8EB
General Manager

Farrington Gurney
Bristol
BS18 5UN
Fleet Engineer

Dated the Twelfth day of January 1994

Witnessed by: Donald Cordall
6 Rysdale Road
Westbury on Trym
Bristol BS9 3QU
Research Officer

Issue 2 adopted 7th day of February 2002 following the amendment of Articles 3 a, b, c, i, l, and l approved by motions passed at the Annual General Meeting of 6th February 2002

Signed by:

B J Hacker

T G Chambers

B J Hacker
Chairman

T G Chambers
Secretary

Dated 7th day of February 2002

Issue 3 adopted 18th day of September 2002 following the amendment of Articles at paragraph 3 as approved by special resolution passed at the Extraordinary General Meeting of 18th September 2002

Signed by:

B J Hacker

T G Chambers

B J Hacker
Chairman

T G Chambers
Secretary

Dated 19th September 2002

ISSUE 4

Issue 4 adopted 5th day of February 2003 the amendment of Articles at paragraph 13 as approved by special resolution passed at the Annual General Meeting of 5th February 2003

B J Hacker

S G Bond

B J Hacker
Chairman

S G Bond
Secretary

Dated the 26th Day of MARCH 2003

ISSUE 5

Issue 5 adopted 17th day of March 2004 following the amendment of Articles at paragraph 31 and 33 as approved by special resolution passed at the Annual General Meeting of 17th March 2004

R Lilley

S G Bond

R Lilley
Chairman

S G Bond
Secretary

Dated the 17th Day of March 2004

ISSUE 6

Issue 6 adopted 1st day of February 2012 following the amendment of Articles at paragraph 32 as approved by special resolution passed at the Annual General Meeting of 1st February 2012

K Slater

D C Todman

K Slater
Chairman

D C Todman
Secretary

Dated the 1st Day of February 2012

ISSUE 7

Issue 7 adopted 1st day of February 2017 following the amendment of Articles at paragraph 7, 31, 33 and the introduction of paragraph 32a as approved by special resolution passed at the Annual General Meeting of 1st February 2017

N Rogers

D C Todman

N Rogers
Chairman

D C Todman
Secretary

Dated the 1st Day of February 2017

THE COMPANIES ACTS 1985 and 1989
COMPANY LIMITED BY GUARANTEE
AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
Of
THE BRISTOL SOCIETY OF MODEL AND
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Company Registered Number 02893778
ISSUE 7

GENERAL

- 1 The Company is a Private Company and, subject as hereinafter provided and except where the same are varied or excluded by or are inconsistent with these Articles the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such regulations being hereinafter called "Table A") shall apply to the Company and shall be deemed to form part of these Articles. References herein to Regulations are to regulations in Table A unless otherwise stated.

DEFINITIONS

- 2 In these Articles unless the context otherwise requires

"the Act" means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force,

"these Articles" means these Articles of Association in their present form or as from time to time altered,

"Director" means a Director of the Company and a Trustee of the Charity,

"Member" means a member of the Company,

"the Committee" means the management committee for the time being of the Company,

"the Office" means the registered office of the Company,

"Secretary" means any person appointed to perform the duties of the Secretary of the Company,

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 regulations become binding on the Company.

Words importing the masculine gender only shall include the feminine gender

MEMBERSHIP

- 3 The subscribers to the Memorandum of Association and all other persons as are admitted to membership in accordance with the Articles shall be Members. No person shall be admitted a Member unless he is approved by the Committee. Every person who wishes to become a Member shall deliver to the Committee an application for membership in such a form as the Committee shall require together with the appropriate enrolment fee as decided from time to time by the Company in general meeting.
- 4 The Company shall have six classes of Membership as follows
- (a) Ordinary Members who shall be at least eighteen years of age,
 - (b) Associate Members who shall be aged fourteen to seventeen (inclusive) or in full time education up to the age of 25
 - (c) Junior Members who shall be under fourteen years of age,
 - (d) Family Members who shall comprise two adults and their children who shall be less than eighteen years of age provided all live at the same address,
 - (e) Honorary Members who shall be associated with the Company on criteria set down by the Committee. This class of membership shall be conferred by ordinary resolution at a general meeting,
 - (f) Honorary Life Members who shall be recommended by the Committee. This class of membership shall be conferred by ordinary resolution at a general meeting.
- 5 The Annual General Meeting shall decide by ordinary resolution an annual subscription fee ("the Subscription Fee") once in every calendar year payable by the Members detailed in Articles 4(a),(b),(c) and (d) above and may vary the conditions of membership in any way it sees fit save that Honorary Members and Honorary Life Members shall not pay the Subscription Fee and any Ordinary Member who is aged sixty years or over shall pay half the Subscription Fee or such other proportion as shall be decided from time to time by the Company. The Annual General Meeting shall decide by ordinary resolution other special rates as deemed appropriate.
- 6 Notwithstanding any other provision of these Articles, the Committee may refuse or decline any application for Membership or may rescind or refuse to renew the Membership of any person. A Member may resign his Membership at any time and shall do so by sending written notice to the Company. Any Member whose membership has been rescinded under the provision of this Article may appeal to the Committee and may if he deems necessary, appeal to an Extraordinary General Meeting of the Company which shall be convened by the Secretary at the request in writing of the Member whose Membership has been rescinded.
- 7 A person shall cease to be a Member by non-payment of the Subscription Fee within three months from the date of the AGM when the same shall be due provided that the Committee if they deem fit may readmit such person to membership upon payment of the current arrears of subscription. It is within the powers of the Committee to cancel the membership, without refund, of any individual whose conduct is deemed aggressive, threatening, deliberately dangerous or puts into question the reputation and standing of the Society.

GENERAL MEETINGS

- 8 The Company shall hold a general meeting in every calendar year as its Annual General Meeting at such a time and place as may be determined by the Committee 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 and so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year
- 9 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings
- 10 The Committee may whenever it thinks fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists as provided by the Act, or on the requisition of thirty Members
- 11 At least twenty-one clear days' notice in writing of every Annual General Meeting and of every meeting convened to pass a Special Resolution and at least fourteen clear days notice in writing of every other general meeting specifying the place the day and the hour of the meeting shall be given in manner hereinafter mentioned to such persons as are under these Articles or under the Act entitled to receive such notices from the Company However an Annual General Meeting may with the consent of all the Members having the right to attend and vote thereat, or any other general meeting with the consent of such proportion of them as is prescribed by the Act, may be convened by such notice as those Members think fit
- 12 The accidental omission to give notice of a meeting to or the non-receipt of such a notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings at that meeting

PROCEEDINGS AT GENERAL MEETINGS

- 13 All business that is transacted at an Annual General Meeting shall be deemed special with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Committee, the election of members of the Committee in place of those retiring and the election of Honorary Members, Honorary Life Members and the appointment of the accountant
- 14 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business Thirty Members present in person shall be a quorum
- 15 If from half an hour of the time appointed for the holding of a general meeting a quorum is not present the meeting if convened on the requisition 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 time and place as the Committee may determine and if a quorum is not present within half an hour of that adjourned meeting it shall be dissolved

- 16 The Chairman (if any) of the Committee shall preside 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 Committee or if no such member is present or if the members of the Committee present decline to take the chair they shall choose some Member of the Company who shall be present to preside
- 17 If so requested by the Committee, the President shall preside as Chairman at any general meeting of the Company
- 18 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 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
- 19 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is before or upon the declaration of the result of the show of hands demanded by the Chairman or by at least two Members present in person or by proxy and unless a poll be so demanded 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 and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution The demand for a poll may be withdrawn
- 20 Subject to the provisions of Article 19 if a poll is demanded in manner aforesaid it shall be taken at such time and place and in such a manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded 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 has been demanded
- 21 No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment
- 22 In the case of equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote
- 23 Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effectual as if the same had been passed at a general meeting of the Company duly convened and held

VOTES OF MEMBERS

- 24 Honorary Members and Junior Members shall be entitled to attend but not to vote at general meetings of the Company

- 25 Any Member present who is also the proxy of another Member or Members shall have one vote for himself and one for each of the Members of which he is the proxy
- 26 In the case of Family Membership all persons comprising that Membership who would ordinarily qualify for Ordinary or Associate or Honorary Life Membership shall be entitled to one vote whether in person or by proxy
- 27 No Member shall be entitled to vote at any general meeting unless he has paid his Subscription Fee within three months of the due date subject to the provisions of Article 7
- 28 On a poll votes may be given either personally or by proxy The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll
- 29 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the appointer or revocation of the proxy provided that no intimation in writing of such death or revocation shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used
- 30 An instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing and shall be in the following form or as near thereto as circumstances will admit

"The Bristol Society of Model and Experimental Engineers

I/We, (name) of (address)
being a member / members of the above-named Company, hereby appoint
(name) of (address)
or failing him,
(name) of (address)
as my/our proxy to vote in my/our name(s) and on my/our behalf at the
annual/extraordinary general meeting of the Company to be held on the
(date) 19 , and at any adjournment thereof

Signed on 20 "

MANAGEMENT COMMITTEE

- 31 The members of the Committee shall be the following
- (a) the Directors of the Company, being the Chairman, the Vice-Chairman the Treasurer, and the Manager of the Ashton Court Site
 - (b) the Company Secretary (who shall also be a Director),
 - (c) five other voting Members
 - (d) the Programme Secretary
- Job descriptions of the 5(five) Directors can be found on the Society's website
bristolmodelengineers.co.uk
- 32 At every Annual General Meeting all the Directors shall retire from office but shall be eligible for re-election to the same office save that no Director shall be eligible for re-

election to the same office at the third successive Annual General Meeting following his appointment. Other members of the committee shall retire at each Annual General Meeting but shall be eligible for re-election. Nominations for the Directors shall be advised in writing to the members at least twenty-one clear days in advance of the Annual General Meeting. Nominations for all other Officers may be given to the Secretary no later than thirty minutes prior to the commencement of the Annual General Meeting.

- 32a In the event that at the AGM a nomination for a Director(s) is not received, the existing Director(s), if willing, may stand for a further year. If no nominations are received then a Committee shall be formed from those elected members with the aim of continuing to manage the Society affairs. In such an event the requirements for a quorum (paragraph 43) shall be waived but at least 51% of the Committee members shall be present including one Director. In the event a working Committee cannot be formed then an Extraordinary General Meeting shall be called to discuss and determine the Society's future.
- 33 The Vice Chairman shall have reporting to him the non voting Officers of the company being, the Newsletter (currently The Bristol Model Engineer) Editor, the Membership Secretary, Webmaster and the Librarian. They shall be elected by the Society at the Annual General Meeting and retire at each subsequent Annual General Meeting, but shall be eligible for re-election.
- 34 The Company at the meeting at which a member of the Committee retires may fill the vacated office by electing a person thereto unless at such a meeting it is expressly resolved not to fill such a vacated office.
- 35 The number of members of the Committee at the date of incorporation shall be fourteen and the Company may from time to time by Ordinary Resolution increase or reduce the number of members of the Committee.
- 36 The members of the Committee shall have power at any time and from time to time to appoint any Member of the Company to be a member of the Committee, either to fill a casual vacancy or by way of addition to the Committee.
- 37 The Company may by Ordinary Resolution of which special notice has been given in accordance with the Act remove any member of the Committee before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member of the Committee. The Company may by Ordinary Resolution appoint another Member of the Company in place of a member of the Committee so removed from office and without prejudice to the powers of the Committee under any other Article, the Company in general meeting may appoint any Member of the Company to be a member of the Committee either to fill a casual vacancy or by way of addition to the Committee.
- 38 No person who is not a Member of the Company shall in any circumstance be eligible to hold office as a member of the Committee.
- 39 The Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its property or any part thereof and to issue debenture stock and other securities whether outright or as security for any debt liability or obligation to the Company.

- 40 Members of the Committee shall not be entitled to any remuneration nor to travelling or other expenses incurred by them in attending and returning from meetings of the Committee save as may be resolved by the Company in general meeting

POWERS OF THE COMMITTEE

- 41 The business of the Company shall be managed by the Committee who may pay all such expenses of and preliminary and incidental to the promotion formation establishment and registration of the Company as they may think fit and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done

by the Company in general meeting subject nevertheless to any regulations of these Articles to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

- 42 The office of a member of the Committee shall be vacated
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors or if being a company a liquidator administrator or administrative receiver is appointed,
 - (b) If he becomes of unsound mind,
 - (c) If he ceases to be a Member of the Company,
 - (d) If by notice in writing to the Company he resigns his office,
 - (e) If he ceases to hold office by reason of any order made under the Act,
 - (f) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act

PROCEEDINGS OF THE COMMITTEE

- 43 The Committee may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit Unless otherwise determined six members shall be a quorum of which three must be Directors Decisions at any meeting shall be determined on a show of hands by a majority of Votes In the case of equality of votes the Chairman of the meeting shall be entitled to a second or casting vote
- 44 A member of the Committee may and on the request of a member of the Committee the Secretary shall at any time summon a meeting of the Committee by notice served upon the several members of the Committee A member of the Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting

- 45 The Chairman of the Company shall be entitled to preside at all meetings of the Committee at which he shall be present but if no such Chairman be elected or if at any meeting *within ten minutes after the time appointed for holding the same* the Chairman be not present and willing to preside the members of the Committee present shall choose one of their number to be Chairman of the meeting
- 46 A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Company for the time being invested in the Committee generally
- 47 All acts bona fide done by any meeting of the Committee or by any person acting as a member of the Committee shall notwithstanding that 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 Committee
- 48 The Committee shall cause proper minutes to be made of the proceedings of all meetings of the Company and of the Committee and all business transacted at such meetings and any such minutes of any meeting if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated
- 49 A resolution in writing signed by all the members for the time being of the Committee who are entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and constituted

PRESIDENT

- 50 The Company may at the Annual General Meeting appoint a President for the ensuing year
- 51 The President shall be an Honorary Member of the Company

SECRETARY

52. Subject to the Act the Secretary shall be appointed annually by the Company at the Annual General Meeting provided re-appointment does not occur on more than two consecutive occasions in accordance with Article 32 The Committee may from time to time by resolution appoint an assistant or deputy secretary and any person so appointed may act in place of the Secretary if there is no Secretary or no Secretary capable of acting

ACCOUNTS

- 53 The Committee shall cause proper books of account to be kept with respect to,
- (a) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place,
 - (b) all sales and purchases of goods by the Company,
 - (c) the assets and liabilities of the Company

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions and to accord with the requirements of the Act

- 54 The books of account shall be kept at the Office or subject to the Act at such other place or places as the Committee shall think fit and shall always be open to the inspection of the members of the Committee
- 55 At the Annual General Meeting in every year there shall be laid before the Company final accounts for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) such accounts to be delivered not less than twenty-one clear days before the date of the meeting to all persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served

NOTICES

- 56 A notice may be served by the Company upon any Member personally or by delivering it by hand or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the register of Members
- 57 Any Member described in the register of Members by an address not within the United Kingdom who shall from time to time give the Company an address within the United Kingdom at which such notices may be served upon him shall be entitled to have notices served upon him at such address but save as aforesaid and as provided by the Act only those Members who are described in the register of Members by an address within the United Kingdom shall be entitled to receive notices from the company
- 58 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 a post office as a prepaid letter

INDEMNITY

- 59 Subject as hereinbefore provided and to the provisions of the Act every member of the Committee Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto

DISSOLUTION

- 60 If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company. The choice of such institution or institutions shall be made by the Company at or before the time of dissolution and if and so far as effect cannot be given to such provisions then to some charitable object.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of these Articles of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Eric Lindsay
12 Ashgrove
Peasedown-St-John
Bath
BA2 8EB

General Manager

E LINDSAY

Stuart Bond
Farrington Villa
Farrington Gurney
Bristol
BS18 5UN

Fleet Engineer

S BOND

Dated the TWELFTH

day of JANUARY 1994

WITNESS to the above signatures

Donald Cordall
6 Rysdale Road
Westbury on Trym
Bristol BS9 3QU

Research Office

DONALD CORDALL

ISSUE 2

Articles, 2,13, and 55 amended in line with the motions passed at the Extraordinary General Meeting held the 4th January 1995

B G NORTH

Dated the 4th January 1995

ISSUE 3

Articles 31, 32, 33, and 43 amended in line with the motions passed at the Extraordinary General Meeting held the 16th April 1997

G A Ganley

B J Hacker

G A Ganley
Chairman

B Hacker
Secretary

Dated the 30TH Day of JULY 1997

ISSUE 4

Article 2 amended in line with the motion passed at the Annual General Meeting on 6th February 2002

B J Hacker

T G chambers

B J Hacker
Chairman

T G Chambers
Secretary

Dated the 7TH Day of FEBRUARY 2002

ISSUE 5

Article 13 amended in line with the motion passed at the Annual General Meeting on 5th February 2003

B J Hacker

S G Bond

B J Hacker
Chairman

S G Bond
Secretary

Dated the 26th Day of MARCH 2003

ISSUE 6

Articles 31 and 33 amended in line with the motion passed at the Annual General Meeting on 17th March 2004

R Lilley

S G Bond

R Lilley
Chairman

S G Bond
Secretary

Dated the 17th Day of March 2004

ISSUE 7

Article 32 amended with the motion passed at the Annual General Meeting on 1st February 2012

K Slater

D C Todman

K Slater
Chairman

D C Todman
Secretary

Dated the 1st Day of February 2012

ISSUE 8

Article 7, 31 and 33 amended and Article 32a introduced with the motion passed at the Annual General Meeting on 1st February 2017

N Rogers

D C Todman

N Rogers
Chairman

D C Todman
Secretary

Dated the 1st Day of February 2017