

The Companies Act 2006
Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF
THE CLASSIC 2CV RACING CLUB LIMITED

Interpretation

1. IN THESE ARTICLES:

"Club" means the company intended to be regulated by these articles;

"Act" means the Companies Act 1985 and the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

"Articles" means these Articles of Association of the Club;

"Board" means the board of directors of the Club;

"clear days" in relation to the period of a notice means the period excluding the day 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;

"Club Rules" mean the rules referred to in Article 18,

"executed" includes any mode of execution;

"member" means any person admitted to membership of the club by the directors;

"memorandum" means the memorandum of association of the Club;

"original directors" means those members elected as directors at the first Annual General Meeting of the Club;

"the seal" means the common seal of the Club if it has one;

"secretary" means the secretary of the Club or any other persons appointed to perform the duties of the secretary of the Club, including a joint, assistant or deputy secretary;

"United Kingdom" means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

2. MEMBERSHIP

2.1 Membership of the Club shall be open to:-

2.1.1 individuals over the age of 18 years interested in furthering the objects and who have paid the annual subscription laid down from time to time by the Board.

2.1.2 any body corporate or unincorporated association which is interested in furthering the objects and has paid any annual subscription (any such body being called in these Articles a "member organisation");

2.1.3 a person under the age of 18 who has a licence entitling him to race in races operated by the Company. ("associate members")

2.2 Every member shall have one vote unless he is admitted to associate membership which does not have voting rights.

2.3 Associate members shall not be considered members of the Club for the purposes of paragraph 8 of the Memorandum of Association.

2.4 Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Club; and may appoint an alternate to replace its appointed representative at any meeting of the Club if the appointed representative is unable to attend.

2.5 Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.

2.6 Each member shall be required to renew their membership in January in accordance with the procedure laid down by the directors from time to time.

2.7 Where a member has not renewed their membership in accordance with article above, the member will be deemed to have resigned their membership. Any member who is deemed to have resigned their membership in accordance with this article shall be entitled to apply for membership in accordance with these Articles.

2.8 Applications for membership shall first be considered by the directors who may only refuse an application for membership if by acting reasonably and properly they consider it to be in the best interests of the Club and refuse the application.

2.9 Upon deciding to refuse an application for membership the directors shall inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision. The directors shall, at the next meeting of the members, advise the members of all membership applications, whether accepted or refused. Membership is not transferable to anyone else.

- 2.10 Membership of the Club shall not automatically entitle a member to be a director and any member wishing to be appointed as a director of the Club must be appointed in accordance with article 12 below.

- 2.11 The directors shall keep a register of names and addresses of the members.

3. TERMINATION OF MEMBERSHIP

Membership shall terminate if:

- 3.1.1 the member dies;
- 3.1.2 the member resigns by written notice to the Club unless, after the resignation, there would be less than two members;
- 3.1.3 the member fails to renew their membership in accordance with article above unless, after the resignation, there would be less than two members;
- 3.1.4 any sum due from the member to the Club is not paid in full within six months of it falling due;
- 3.1.5 the Board and by unanimous vote and for good reason, terminates the membership of any individual or member organisation, Provided that the individual concerned or the appointed representative of the member organisation (as the case may be) shall have the right to be heard by the Board, accompanied by a friend, before a final decision is made.

4. BOARD OF DIRECTORS

- 4.1 The Board shall consist of not less than 3 and not more than 8 members elected at the Annual General Meeting.
- 4.2 The members of the Board shall be required to retire by rotation; at the first Annual General meeting after incorporation, all original directors shall retire and be eligible for re-election; thereafter the three directors who have been in office longest since being elected shall retire at each following Annual General Meeting and be eligible for re-election. If there are more than three longest serving directors, the three retirees shall be selected by ballot.
- 4.3 The proceedings of the Board shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- 4.4 Nobody shall be appointed as a member of the Board who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- 4.5 No person shall be entitled to act as a member of the Board whether on a first or on any subsequent entry into office until after signing in the minute book of the Board a declaration of acceptance and of willingness to act in the trusts of the Club.

5. HONORARY OFFICERS AND TRUSTEES

At the first Annual General Meeting of the Club the Directors shall elect from amongst themselves a chairman. The Directors shall appoint a secretary and treasurer from amongst themselves to hold office from the conclusion of the meeting.

6. GENERAL MEETINGS

- 6.1 The Club shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Club and that of the next: Provided that so long as the Club holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the Board shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 6.2 The Board may call a general meeting and, pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

7. NOTICE OF GENERAL MEETINGS

- 7.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
- 7.1.1 in the case of an annual general meeting, by all the members entitled to attend and vote; and
- 7.1.2 in the case of any other meeting by a majority of the number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting.
- 7.2 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.
- 7.3 The notice shall be given to all the members and to the auditors if appointed. 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.

8. PROCEEDINGS AT GENERAL MEETINGS

- 8.1 No business shall be transacted at any meeting unless a quorum is present. There shall be a quorum when at least one sixth of the number of members entitled to vote or three such members, whichever is the greater, are present at a meeting.
- 8.2 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine.

- 8.3 The chairman of the Board or in his absence some other member nominated by the meeting shall preside as the chairman of the meeting.
- 8.4 The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 8.5 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the announcement 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.
- 8.5.1 by the chairman; or
- 8.5.2 by at least two members having the right to vote at the meeting; or
- 8.6 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.
- 8.7 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 8.8 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be directors) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 8.9 Every member with voting rights shall have one vote. 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.
- 8.10 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately 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 continuance of a meeting for the transaction of any business other than the question on which the poll is 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.
- 8.11 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

- 8.12 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Club have been paid.
- 8.13 No objection shall be raised to the qualification of any vote except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 8.14 A vote given or poll demanded by the duly authorised representative of a member organisation 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 before the commencement of the meeting or adjourned meeting at which the vote is given or the poll is 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.
- 8.15 Any organization which is a member of the Club may by resolution of its Council or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Club, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Club.

9. POWER OF THE BOARD OF DIRECTORS

- 9.1 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Club shall be managed by the Board who may exercise all the powers of the Club. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Board 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 Board by the articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board as the case may be.
- 9.2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Board shall have the following powers, namely:
- 9.2.1 to expend the funds of the Club in such manner as it shall consider most beneficial for other achievement of the objects and to invest in the name of the Club such part of the funds as it may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Club;
- 9.2.2 to enter into contracts on behalf of the Club; and
- 9.2.3 to make rules for the admission and conduct of members known as the Club Rules; such rules may provide different voting rights and subscriptions for members and may incorporate technical regulations for the conduct of motor sport and may provide for the exclusion of any individual or organisation from the Club,

- 9.3 The Board shall have power to admit to membership any person or organisation appearing to be within Article 2(1) and may at its discretion exclude or remove any person or organisation from membership.
- 9.4 The Board may appoint a person who is willing to act to be a member of the Board either to fill a vacancy or as an additional member provided that the appointment does not cause the number of Board to exceed any number fixed by or in accordance with the articles as the maximum number of Board.
- 9.5 The Board may delegate any of its powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.
- 9.6 The Board may impose conditions when delegating, including a condition that the relevant powers are to be exercised exclusively by the committee to whom it delegates.
- 9.7 The Board may revoke or alter a delegation.
- 9.8 All acts and proceedings of any committees must be fully and promptly reported to the Board.
- 9.9 A director must absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Club and any personal interest (including but not limited to any personal financial interest).
- 9.10 All acts done by a meeting of the Board, or of a committee thereof, shall be valid notwithstanding the participation in any vote of a director:
- 9.10.1 who was disqualified from holding office;
- 9.10.2 who had previously retired or who had been obliged by the constitution to vacate office;
- 9.10.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if without:
- 9.10.4 the vote of that director; and
- 9.10.5 that director being counted in the quorum;
- that decision has been made by a majority of the directors at a quorate meeting.
- 9.11 Paragraph does not permit a director to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors, if but for paragraph , the resolution would have been void, or if the director has not complied with article .

10. DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 10.1 A director shall cease to hold office if he:-
- 10.1.1 ceases to be a director by virtue of any provision in the Act (or any statutory re-enactment or modification of that provision);

- 10.1.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - 10.1.3 resigns his office by notice to the Club (but only if at least three directors will remain in office when the notice of resignations is to take effect);
 - 10.1.4 if a member of the Board, is absent without the permission of the Board from all its meetings held within a period of six months and the Board resolves that his office be vacated.
- 10.2 The Board by majority vote and for good reason may remove a director, Provided that the director shall have the right to be heard by the Board before a final decision is made

11. DIRECTORS' EXPENSES

- 11.1 The directors, in exceptional circumstances and by prior agreement, may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board or committees of the Board of Directors or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.
- 11.2 Except to the extent permitted by clause 5 of the memorandum, no director shall take or hold any interest in property belonging to the Club or receive remuneration or be interested otherwise than as a director in any other contract to which the Club is a party.

12. PROCEEDINGS OF DIRECTORS

- 12.1 Subject to the provisions of the articles, the Board may regulate its proceedings as it thinks fit. Two directors may, and the secretary at the request of two directors shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 12.2 The quorum for the transaction of the business of the Board may be fixed by the Board but shall not be less than one third of their number or two directors, whichever is the greater.
- 12.3 The directors may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or member may act only for the purpose of filling vacancies or of calling a general meeting.
- 12.4 The directors may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless his is unwilling to do so, the director so appointed shall preside at every meeting of the Board at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
- 12.5 The directors may appoint one or more sub-committees consisting of three or more directors or other members for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion the Board would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board.
- 12.6 All acts done by a meeting of the directors, or of a committee of directors, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of a director or that any of them were disqualified from holding office, or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

12.7 A resolution in writing, signed by all the directors entitled to receive notice of a meeting of the Board or of a committee of the Board, shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the directors.

12.8 Any bank account in which any part of the assets of the Club is deposited shall be operated by the Board and shall indicate the name of the Club. All cheques and orders for the payment of money from such account shall be signed by at least two directors.

13. SECRETARY

Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration (if not a director) and upon such conditions as it may think fit; and any secretary so appointed may be removed by them.

14. MINUTES

14.1 The Board shall keep minutes in books kept for the purpose:

14.1.1 of all appointments of officers made by the Board; and

14.1.2 of all proceedings at meetings of the Club and of the Board and of committees of the Board including the names of the directors present at each such meeting.

15. ACCOUNTS

Accounts shall be prepared in accordance with the provisions of [Part VII] of the Act.

16. NOTICES

16.1 The Club can deliver a notice or other document, including a share certificate, to a member:

16.1.1 by delivering it by hand to the address recorded for the member on the register;

16.1.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the address recorded for the member on the register;

16.1.3 by fax (except for share certificates) to a fax number notified by the member in writing;

16.1.4 by electronic mail (except a share certificate) to an address notified by the member in writing; or

16.1.5 by a website (except for share certificate) the address of which shall be notified to a member in writing.

16.2 This regulation does not affect any privilege in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.

16.3 If a notice or document is delivered by hand, it treated as being delivered at the time it is handed to or left for the member.

- 16.4 If a notice or document is sent by post or other delivery service not referred to below it is treated as being delivered:
- 16.4.1 24 hours after it was posted, if first class post was used; or
 - 16.4.2 72 hours after it was posted or given to delivery agents, if first class post was not used;
- provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:
- 16.4.3 properly addressed; and
 - 16.4.4 put into the post system or given to the delivery agent with the postage or delivery paid.
- 16.5 If a notice or document (other than a share certificate) is sent by fax, it is treated as being delivered at the time it was sent.
- 16.6 If a notice or document (other than a share certificate) is sent by electronic mail, it is treated as being delivered at the time it was sent.
- 16.7 If a notice or document (other than a share certificate) is sent by a website, it is treated as being delivered when the material was first available on the website, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

17. RULES

- 17.1 The Board may from time to time make such rules or bye laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Club and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- 17.1.1 the admission and classification of membership of the Club (including the admission of organisations to membership and the rights and privileges of such membership, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscription and other fees or payments to be made by the members;
 - 17.1.2 the conduct of members of the Club in relation to one another, and to the Club's employees;
 - 17.1.3 the setting aside of the whole or any part or parts of the Club's premises at any particular time or times or for any particular purpose or purposes;
 - 17.1.4 the procedure at general meetings and meetings of the Board and committees thereof in so far as such procedure is not regulated by the articles; and
 - 17.1.5 generally, all such matters are commonly the subject matter of club rules.

- 17.2 The Club in general meeting shall have power to alter, add to or repeal the club rules and the Board shall adopt such means as it thinks sufficient to bring to the notice of members of the Club all such rules, which shall be binding on all members of the Club. Provided that no rule shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

18. INDEMNITY

Subject to the provisions of the Act every member 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 that capacity in defending any proceedings, whether civil or criminal, in which judgement 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.

Signatures, Names and Addresses of Subscribers

Sir Aubrey Brocklebank
Hunters Lodge
St Andrews Lane
Titchmarsh
Northants
NN14 3DN

Dated: 2008