

ARTICLES OF ASSOCIATION OF THE TR OWNERS CLUB LIMITED

Company No. 01499634

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In these Articles of Association, unless the context requires otherwise

“Club” means the TR Owners Club Limited, trading as the TR Register, a company limited by guarantee and having no share capital

“Articles” means the Club’s Articles of Association;

“AGM” means the Annual General Meeting of the Club to be held once a year;

“EGM” means any general meeting of the Club other than the AGM.

“MSA” means Motor Sports Association;

“annual subscriptions” means the annual subscription as set by an AGM;

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

“Chairman of the Meeting” means either the Club Chairman or such other chairman as may be appointed in accordance with article 12(1)

“Club Chairman” has the meaning given in article 17.(2)

“Chairman” shall mean either the Chairman of the Meeting or the Club Chairman as appropriate.

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

“director” means a director of the Club, and includes any person occupying the position of director, by whatever name called who must be a paid up Member of the Club (or deemed to be so) and must be over 18 years of age. For the avoidance of doubt a family member or an honorary member of the TR Register is not necessarily a Member of the Club.

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“Member” has the meaning given in section 112 of the Companies Act 2006 with the additional words ‘and shall be a paid up member of the Club’ (or deemed to be so);

“family member” means a spouse or partner or sibling under the age of 18, or offspring under the age of 18 of a Member living at the same address for whom the annual subscription has been paid;

“honorary member” has the meaning given in article 21.(4)

“office” means the registered office of the Club

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a directors’ meeting, has the meaning given in article 10;

“proxy notice” has the meaning given in article 38 & 39;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise. Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

2. The registered office of the Club will be situated in England.

Liability of members

3. The liability of each Member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Club in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:
- (1) Payment of the Club’s debts and liabilities contracted before they ceased to be a Member,
 - (2) Payment of the costs, charges and expenses of winding up, and
 - (3) Adjustment of the rights of the contributories among themselves.

DIRECTORS

Directors’ general authority

4. Subject to these Articles, the directors are responsible for the management of the Club’s business for which purpose they may exercise all the powers of the Club.

Members’ reserve power

5. (1) The Members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

6. (1) Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the articles –
(a) to such person or committee;
(b) by such means (including by power of attorney);
(c) to such an extent;
(d) in relation to such matters or territories; and
(e) on such terms and conditions as they think fit.
(2) If the directors so specify, any such delegation may authorise further delegation of the directors’ powers by any person to whom they are delegated.
(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.
(4) The directors shall retain all responsibility for any powers delegated by them under 6(1) and (2) above.

Committees

7. (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors.
(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

Directors to take decisions collectively

8. The general rule about decision-making by directors is that any decision of the directors must be a majority decision.

Calling a directors’ meeting

9. (1) Any director may call a directors’ meeting by giving notice of the meeting to the directors.
(2) Notice of any directors’ meeting must indicate
(a) its proposed date and time;
(b) where it is to take place; and
(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
(3) Notice of a directors’ meeting must be given to each director, but need not be in writing.
(4) Notice of a directors’ meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Club not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

10. (1) Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when;
- (a) the meeting has been called and takes place in accordance with the Articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

11. (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than five, and unless otherwise fixed it is five.

Chairing of directors' meetings

12. (1) Subject to 12 (2) below, The Club Chairman or Chairman of the Meeting shall chair the directors' meetings but shall have no vote other than a casting vote under Article 13.
- (2) If the Club Chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint the Chairman of the Meeting from amongst themselves.

Casting vote

13. If the numbers of votes for and against a proposal are equal, the Club Chairman or the Chairman of the Meeting has a casting vote.

Records of decisions to be kept

14. The directors must ensure that the Club keeps a record, in writing, for at least 10 years from the date of the decision recorded of every decision taken by the directors.

Directors' discretion to make further rules

15. Subject to the Articles, the directors may make any policy which they think fit about how they take decisions, and about how such policies are to be recorded or communicated to directors.

Methods of appointing directors

16. Subject to the following sub clauses, any Member who is willing to act as a director, and who has achieved the age of 18, and is permitted by law to do so, may be appointed to be a director .
- (1) All directors shall be elected by vote at the AGM and shall be eligible for re-election at the following AGM. In the event of only one nomination being received for any director's position a vote of the members must still be taken. All directors of the Club shall hold their office until the end of the following year's AGM.
 - (2) The period of notice for nominations for the election of directors shall be 60 days from the date of receipt of nomination to expire on the day before the AGM. All nominations must be accompanied by the names of the proposer and seconder (who must be Members of the Club) and a disclosure of the nominee's business and motoring interests.
 - (3) Each director will hold office until the end of the AGM following their appointment and will then be able to offer themselves for re-election unless removed from office by means of a resolution at an EGM.
 - (4) The Directors may fill any vacancy in its numbers by co-option, such co-option shall expire at the end of the immediately following AGM.
17. (1) There shall be not less than 5 or more than 25 directors of the Club and they shall be elected by vote at the AGM.
- (2) The directors shall consist of the Club Chairman, a vice chairman and a finance director and not less than two others.
- (3) Available directorships shall be notified by the directors prior to the nomination deadline for the AGM but the directors must not include more than three directorships without portfolio.
- (4) Notice of available directorships may be accompanied by a reasonably detailed job description of the role concerned.

Termination of director's appointment

18. A person ceases to be a director as soon as;
- (1) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

- (2) a bankruptcy order is made against that person;
- (3) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (4) notification is received by the Club from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.
- (5) that person's term of office has expired.
- (6) that person ceases to be a Member of the Club

Directors' remuneration

- 19.** Directors may not receive remuneration from the club for their services as directors. However if the need arises to remunerate a director for professional/specialist skills this the Club may pay such remuneration which will be declared to members at the following AGM together with the amount of such remuneration.

Directors' expenses

- 20.** The club may pay any reasonable expenses which the directors properly incur in the performance of their duties which will be declared at the following AGM together with the amount of such expenses.

MEMBERS

Applications for membership

- 21**
- (1) Membership of the Club is open to anyone of 18 years of age and over. Anyone who would otherwise be a Member but who is over 12 but under 18 years of age, shall be a family member until they shall attain the age of 18 years. A Member between the ages of 18 and 30 shall be a Youth Group Member.
 - (2) Any candidate who has completed an application for membership of the TR Owners Club Limited in a form approved by the directors, and whose annual subscription to the register has been paid shall become a provisional Member of the Club.
 - (3) Provisional membership shall only hold good until the next directors meeting where all nominations for membership will be considered by the directors, and the election of such candidates shall be at the discretion of the directors. At such meeting the individuals application for Membership will be considered and either terminated or ratified and thereafter if it is ratified then the Member will be entered on the list of Members of the Club or as a junior member as the case may be .
 - (4) At a General Meeting the Members may elect (provided they have the consent of the person being proposed) as honorary members all members of Royal families and any persons distinguished for their scientific, literary, industrial or administrative capacities, or who have been distinguished in promoting the cause of motoring in general by vote and honorary members shall be treated in all respects as members, save that their annual subscriptions shall be waived, but are not entitled to vote nor may they stand for any office unless they are also Members or deemed by the directors to be Members.
 - (5) Family members will be accepted on payment of the applicable current annual subscription but must be the spouse or partner or sibling under the age of 18, or offspring under the age of 18 of a Member living at the same address for whom the annual subscription has been paid. Family members over 18 years old are entitled to vote and stand for office.
 - (6) Members shall have one vote each.
 - (7) Annual subscriptions shall be fixed by the Members in General Meeting.

Honorary President and Vice Presidents

- 22**
- (1) An Honorary President of the Club may be nominated by the Directors and elected at the AGM to hold office for a period for life.
 - (2) Honorary Vice Presidents of the Club may be nominated by the Directors for exceptional service and proposed for election at the AGM to hold office for life.
 - (3) These Honorary Officers need not be Members of the Club and may not be a director.

Termination of membership

- 23.**
- (1) A member may terminate their membership of the Club by giving 7 days' notice to the Club in writing.
 - (2) Membership is not transferable.
 - (3) Any Member who has not paid their subscription within two clear months of the date on which it becomes due shall be notified of the fact, and any Member who still fails to pay their subscription after one more month shall cease to be a Member.
 - (4) A person's membership terminates when that person dies.
 - (5) Directors have the power to expel members under the following conditions.

- (a) The meeting at which a member's expulsion is to be considered must have at least half of the total serving directors taking part.
- (b) The members continued membership is harmful to the interests of the Club.
- (c) No directors resolution can be passed without giving the member at least 14 clear days of notice that a resolution is to be proposed, specifying the circumstances alleged to justify expulsion.
- (d) The member has been given reasonable opportunity of being heard by the directors or of making written representations to the Directors.

ORGANISATION OF GENERAL MEETINGS

Annual general meeting

- 24.** An AGM of the club shall take place in each calendar year upon a date and at a time and venue to be fixed by the directors and all members shall receive written notice of such meeting.
- 25.** Such Meeting shall:
- (a) Receive from the directors a full statement of accounts duly reviewed showing the receipts and expenditure for the financial year ending of the same calendar year as the date of the AGM and such accounts shall have been published in writing and been available to be seen by Members on the website of the Club at least 60 days prior to the meeting.
 - (b) Receive from the directors a report of the activities of the club during the said year and up to a date not more than 3 months preceding the Meeting.
 - (c) Elect by a vote the directors of the club.
 - (d) Appoint an independent reviewer of the accounts.
 - (e) Consider and vote upon any resolution which may be duly submitted to the meeting as hereinafter provided.

Extraordinary general meeting

- 26.** The percentage of Members who may convene an EGM under clause 303(2)(b) of the Companies Act shall be 20% or not less than 50 Members (whichever is the less)

Notice of Meetings

- 27.** At least 21 days' notice of all general meetings shall be given. The notice shall state the main purposes of the meeting and must contain the full text of any resolutions.
- 28.** Any resolution or matter to be discussed must be submitted in writing to the Club at least 60 days from the date of receipt to expire on the day before the AGM and be signed by at least two Members
- 29.** The agenda for all general meetings shall be available at the office of the Club and on the Club website at least 7 days prior to the meeting

Quorum for general meetings

- 30.** (1) A quorum shall consist of fifty Members present at the meeting.
(2) No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

- 31.** (1) The Club Chairman shall chair general meetings
(2) If there is no Club Chairman, or if the Club Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the meeting must first appoint a Member to chair the meeting
(3) The Club Chairman or the Member appointed to be Chairman shall not have a vote other than a casting vote.

Adjournment

- 32.** (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairman must adjourn it.
(2) The Chairman of the meeting may adjourn a general meeting when:

- (a) the meeting consents to an adjournment
 - (b) when directed to do so by the meeting
 - (c) to protect the safety of any person attending the meeting
 - (d) to ensure that the business of the meeting is conducted in an orderly manner
- (3) When adjourning a general meeting, the Chairman of the Meeting must
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (4) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Club must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)
- (a) to the same persons to whom notice of the Club's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain
- (5) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

- 33.** A simple majority of votes shall decide all resolutions, except on a change of these Articles which shall require a majority of 75% in favour.
- 34.** A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles
- 35.** At the commencement of the Meeting the Chairman shall ask if there is any other business to be discussed. Any matter may be proposed by any 2 Members present. There shall be no voting permitted on any business so discussed and such discussions will only take place if there is sufficient time remaining.

Errors and disputes

- 36.** (1) No objections may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the Chairman whose decision is final.

Poll votes

- 37.** (1) A poll on a resolution may be demanded-
- (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by-
- (a) the Chairman;
 - (b) the directors;
 - (c) five or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if-
- (a) the poll has not yet been taken, and
 - (b) the Chairman consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the Chairman directs.

Content of proxy notices

- 38.** (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- (a) States the name, membership number and address of the member appointing the proxy;
 - (b) Identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - (c) Is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the club in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

- (2) The Club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

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

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

40. (1) Subject to the Articles, anything sent or supplied by or to the club under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Club.
- (2) Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- (3) A director may agree with the club that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Club seal

41. (1) Any common seal may only be used by the authority of the directors.
- (2) The directors may decide by what means and in what form any common seal is to be used.
- (3) Unless otherwise decided by the directors, if the Club has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- (4) For the purposes of this Article, an authorised person is-
 - (a) any director of the Club;
 - (b) any person authorised by the directors for the purpose of signing documents to which the Club seal is applied.
- (5) Each use of the Club seal shall be recorded in a register kept for that purpose.

Right to inspect accounts and other records

42. Any Member of the Club shall be entitled to inspect the books and records of the Club at the Club address during normal business hours by giving seven days notice in writing.

Provision for employees on cessation of business

43. The directors may decide to make provision for the benefit of persons employed or formerly employed by the Club (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Club or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

44. A director of the Club may be indemnified out of the club's assets against any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Club. Such indemnity shall not contravene any legislation.

Insurance

45. The directors may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any director in respect of any loss or liability which has been or may be incurred in connection with that director's duties or powers in relation to the Club.

GENERAL

46. (1) All motor competition promoted by the Club to be held the United Kingdom shall be held under the General Competition Rules of the Motor Sports Association.
(2) Overseas members promoting any motor competition must ensure that they comply with any National or Local Rules applicable within the country that the competition is to take place.
47. A prospective Member shall be furnished with a full copy of these Articles prior to his/her application for membership. A full copy of these Articles shall appear on the website of the club.

The Articles of Association were amended and adopted at a General Meeting of the members held on 5th November 2017