

# **The Companies Acts 1985 to 1989**

## **The Companies Act 2006**

### **Company Limited by Guarantee and not having a share capital**

#### **Articles of Association of The Yorkshire Thoroughbred Car Club (West Riding) Limited**

## **1 PRELIMINARY**

Regulations 2 to 35 inclusive, 41, 54, 55, 57, 59, 81,90, 100, 102 to 110 inclusive, 114, 116 and 117 of 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, The Companies Act 1985 (Electronic Communications) Order 2000, The Companies (Tables A to F)(Amendment) Regulations 2007 and The Companies (Tables A to F)(Amendment)(No.2) Regulations 2007 so far as it relates to private companies limited by shares (such Table being hereinafter called 'Table A'), shall not apply to the Company but the Articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the company.

## **2 INTERPRETATION**

In regulation 1 of Table A the definition of "the holder" shall be omitted.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

Any reference herein to the provisions of any Act shall extend to and include any amendment or re-enactment of or substitution for the same effected by any subsequent enactment.

## **3 MEMBERSHIP**

The number of Members of the Company shall be unlimited and the Directors may from time to time determine such classes of membership as the Directors shall see fit providing that the classification of such membership is designed to further the aims and objects of the Company. The subscribers to the Memorandum of Association and such other persons as are admitted to membership in accordance with these Articles shall be Members of the Company. No person shall be admitted a Member of the Company unless he is approved by the Directors. Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Directors require executed by him. Any corporation which is a Member of the Company may by resolution of its directors or other governing body:-

- (i) authorise such person as it thinks fit to act as its representative at any meeting of the Company provided that the corporation gives notice of such authorisation in writing to the Secretary of the Company,
- (ii) at any time by giving notice to the Secretary of the Company revoke the authority of its representative and authorise another representative in his place.
- (iii) The person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.
- (iv) A Member may at any time withdraw from the Company by giving at least seven clear days notice to the Company. Membership shall not be transferable and shall cease on death.

Attention is drawn to paragraph 5.1.1 MEMBERSHIP

## **4 GENERAL MEETINGS**

The Directors may whenever they think fit, convene a General Meeting and General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene a General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

### **4.1 NOTICE OF GENERAL MEETING**

In regulation 38 of Table A:-

- 4.1.1 (a) in paragraph (b) the words "of the total voting rights at the meeting of all the members" shall be substituted for "in nominal value of the shares giving that right"; and
- 4.1.2 (b) the words "The Notice shall be given to all the members and to the directors and auditors" shall be substituted for the last sentence.

#### **4.2 PROCEEDINGS AT GENERAL MEETINGS**

- 4.2.1 If within half an hour from the time appointed for a General Meeting a quorum is not present, or if during a meeting such a quorum ceases to be 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 and place, or to such other day and at such other time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
- 4.2.2 In regulation 45 of Table A, the words "thirty days" shall be substituted for the words "fourteen days"
- 4.2.3 The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from regulation 44 of Table A
- 4.2.4 Paragraph (d) of regulation 46 of Table A shall be omitted.

#### **4.3 VOTES OF MEMBERS**

- 4.3.1 Subject as herein otherwise provided, on a show of hands every Member present in person shall have one vote and on a poll every Member present in person or by proxy shall have one vote.
- 4.3.2 No Member shall be entitled to vote at any General Meeting unless all monies presently payable by him to the Company have been paid.

#### **4.4 DIRECTORS**

- 4.4.1 Until otherwise determined by the Company in General Meeting, there shall be no maximum number of Directors and the minimum number of Directors shall be two.
- 4.4.2 The first Directors shall be the persons named in the Statement delivered under Section 10 of the Act.
- 4.4.3 The Directors may from time to time and at any time appoint any Member of the Company as a Director either to fill a casual vacancy or as an additional Director. Any Director so appointed shall retain his office only until the next Annual General Meeting and shall then be eligible for re-election.
- 4.4.4 No person who is not a Member of the Company shall in any circumstances be eligible to hold office as a Director.

#### **4.5 BORROWING**

- 4.5.1 The Directors 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 debentures, debenture stock and other securities, whether outright or as security for any debt liability or obligation of the Company.

#### **4.6 POWERS AND DUTIES OF THE DIRECTORS**

- 4.6.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company, shall be signed, drawn, accepted, indorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine.
- 4.6.2 The Directors shall cause minutes to be made in books provided for the purpose:- (a) of all appointments of officers made by the Directors;
- (a) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (b) of all resolutions and proceedings at all meetings of the Company, and of the

Directors, and of committees of Directors.

4.6.3 The Directors shall have power from time to time to adopt and make alter or revoke bye-laws for the regulation of the Company provided such bye-laws are not inconsistent with the Memorandum or Articles of Association. All such bye-laws for the time being in force shall be binding upon all Members until the same shall cease to have effect as herein before provided or shall be varied or satisfied by a Special Resolution of the Company. No Member shall be absolved from such bye-laws by reason of his not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them.

4.6.4 The Directors for the time being may act notwithstanding any vacancy in their body; provided always that, if the Directors shall at any time be reduced in number to less than the minimum prescribed by or in accordance with these Articles it shall be lawful for them to act for the purpose of filling up vacancies in their body, or summoning a General Meeting but not for any other purpose.

#### **4.7 DISQUALIFICATION OF DIRECTORS**

4.7.1 The office of Director shall be vacated if a Director:-

(a) becomes bankrupt or makes any arrangement or composition with his creditors (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;

(c) ceases to be a Member of the Company;

(d) by notice in writing to the Company resigns his office;

(e) is removed from office by a resolution passed pursuant to Section 303 of the Act.

(f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner prescribed by section 317 of the Act.

#### **4.8 PROCEEDINGS OF THE DIRECTORS**

4.8.1 In paragraph (c) of regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures or other securities" in both places where they occur.

4.8.2 All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group, where the Chairman of the meeting then is.

#### **4.9 SECRETARY**

4.9.1 Subject to the provisions of the Act, the secretary shall be appointed by the Directors for such term and such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The Directors 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 be no secretary capable of acting.

#### **4.10 ACCOUNTS**

4.10.1 The Directors shall cause accounting records to be kept in accordance with the provisions of the Act, or other legislation for the time being applicable to the Company.

- 4.10.2 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.
- 4.10.3 The second sentence of regulation 112 of Table A shall be omitted.
- 4.10.4 The words "or of the holders of any class of shares in the company" shall be omitted from regulation 113 of Table A

## **5 Day to Day Operations**

### **5.1 OBJECTIVES**

The objectives of the club shall be to provide a social and practical environment for enthusiasts who share a common interest in classic vehicles, to arrange regular monthly meetings (club nights), rallies, social events and a regular magazine or newsletter.

#### **5.1.1 MEMBERSHIP**

Membership is open to any person over the age of eighteen who has paid the current years subscription and holds a current membership card. Partners of members are accepted as associates of the club and may enjoy the same rights and privileges as members. Ownership of an eligible vehicle shall not be a condition of membership.

#### **5.1.2 SUBSCRIPTIONS**

The subscription rate will be recommended by the committee and ratified at the AGM. Subscriptions are due by the first of April each year. Membership will be deemed to have lapsed if the subscription is not renewed by April Thirtieth. New members who join between January First and March Thirty-First need not renew until April First of the following year.

#### **5.1.3 ELIGIBLE VEHICLES**

Vehicles eligible to take part in the clubs events are any form of motor transport which is twenty years of age or older on the date of the event. Younger vehicles may be accepted subject to the approval of the committee.

#### **5.1.4 ORGANISATION**

The club will exist in its entirety and will be financially independent. Links between the club and the former Hull Branch shall continue but neither deemed to be part of the other and will to all intents and purposes in law operate as two independent organisations

#### **5.1.5 MANAGEMENT COMMITTEE**

The club shall elect a management committee at the AGM to be responsible for the organisation and running of the club's affairs. The committee shall serve for one year (renewable by re-election). Vacant posts on the committee may be filled during its year of office by co-opted members subject to a majority vote of the committee. The committee may, at its discretion, elect a sub committee for a specific purpose and/or to spread the workload. No member of the club may serve on the committee if their membership lapses or they are expelled from the club.

#### **5.1.6 MANAGEMENT COMMITTEE MEMBERS**

The Management Committee will comprise of not more than twelve members in total, however the committee shall if it deems necessary, be able to co-opt an extra member(s) for specific purpose on a temporary basis. All members of the Management Committee shall be appointed as directors.

The posts shall be:-

CHAIRMAN:- Nominal head of the club

VICE\_CHAIRMAN:- To substitute when chairman is unavailable

TREASURER :- Responsible for club finances.

MINUTE SECRETARY :- To take minutes at meetings

MEMBERSHIP SECRETARY: - Responsible for recruitment, records and membership cards

EVENTS ORGANISER :- Responsible for annual concourse, rallies and visits

SOCIAL SECRETARY :- Responsible for organising club night entertainment

BADGE & TROPHY SECRETARY :- Responsible for trophies, club badges etc

MAGAZINE EDITOR :- Responsible for the compiling, printing and distribution of club magazine.

In addition the club shall elect three non-post holders. In the event of not all posts being filled one member may hold two posts (but still be restricted to one vote) and members may be made up with extra non-post holders. In the event of a tie in a vote on any issue the chair will have the casting vote. The Management Committee shall meet monthly, normally on the second Tuesday each month, to discuss business and make any recommendations to members. A quorum for such meetings will be not less than five of the serving committee members in attendance, any meeting taking place with less than this number shall not be able to vote on any matter affecting the operation of the club.

#### **5.1.7 FINANCE**

The club Treasurer shall be responsible for the maintenance of cash records and for balancing of the accounts. They will also be responsible for supplying any reasonable information to any member of the committee as requested. The accounts will be audited at regular intervals and a balance sheet produced for the AGM. No item of expenditure, other than that for the running

of the club ie stamps and paper, shall be incurred without the approval of the committee. All cheques issued must be signed by no less than two signatories one of whom must be the treasurer. No items can be paid without a valid receipt.

#### 5.1.8 ANNUAL GENERAL MEETING

The club shall hold its annual general meeting in November each year, when the committee will be elected and any changes to the constitution and/or subscription rates will be discussed and voted upon. The retiring chairman will report on the year and the treasurer will present the balance sheet. The accounts and the AGM agenda will be published in the magazine one month prior to the meeting. In addition to the AGM an extraordinary general meeting of the club may be called at any time providing that at least ten members make a written request to the chairman giving at least three weeks notice.

#### 5.1.9 VOTING

The right of members to vote at/and attend the AGM is subject to them having paid the current years subscription. Voting at the AGM will normally take place by show of hands with any tied vote being determined by the chairman's casting vote. Voting rights are extended to include the partner of a member. Members may also vote by post providing that they notify the chairman seven days prior to the meeting.

#### 5.1.10 APPLICATION OF THE RULES

Members should abide by the rules contained in this document; any problems or disputes between members and/or the club should be referred to the Management Committee in writing.

#### 5.1.11 EXPULSION FROM THE CLUB

Should the actions of a member be of such seriousness as to be detrimental, conflict with the interests of the club or bring into disrepute the good name of the club the circumstances will be investigated by a tribunal of Management Committee members (one of whom must be the chairman, unless he/she is personally involved ) and the result of that enquiry will be notified to the member in writing. If in the opinion of the Management Committee, after hearing both sides of the case, expulsion is warranted the member will also be informed of the committees decision in writing. There will be no right of appeal.

#### 5.1.12 USE OF THE CLUB NAME

No member may use the club name for the purpose of obtaining a pecuniary advantage. Neither shall the club name be used in any other connection without the express permission of the committee.

#### 5.1.13 WINDING UP

In the event of the club ceasing to operate a minimum of sixty percent of all members entitled to vote may propose that the club and its affairs be wound up. This must be done at an extraordinary general meeting at which the proposal must be made. A vote will be called at that meeting and subject to a majority of those present agreeing the motion the club will cease to operate. In this eventuality all assets of the club are to be sold and the monies from these plus money held by the treasurer in bank accounts etc will be distributed equally to all members whose membership is current within these rules.