

ARTICLES of ASSOCIATION of THE TRIUMPH ROADSTER CLUB LIMITED

A Company Limited by Guarantee with No Share Capital

A. DEFINITIONS

The Act:	Means the Companies Acts 1985 including any statutory modifications or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force.
These presents:	The Articles of Association and the regulations of the Company from time to time in force.
The Committee:	The Management Committee for the time being of the Company.
The Office:	The Registered Office of the Company.
Month:	Calendar Month.
In Writing:	Any mode of transmission representing or producing words in visible form.
Electronic:	Any communication as set out in the Electronic Communications Act 2000.
Authenticated:	Agreement to a course of action by an electronic communication.
Vehicle:	Triumph Roadster Models 18TR and 20TR.
Club or Company:	The Triumph Roadster Club Limited.
Members:	Refers as appropriate to all categories of Membership currently in force, including Directors.
Officer:	Any person who is not a Director, or any organisation, carrying out the duties of the Company.
Bylaws:	The regulations established from time to time by the Company in pursuance of these presents.

Any words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modifications thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

B MEMBERSHIP

- 1 The number of members with which the Company proposes to be registered at the date of adoption of these presents is 2 (two), but the Company may from time to time register a variation in the number of members.
- 2 Membership of the Company will be open to owners of Triumph Roadster Models 18TR and 20TR or similar vehicles as from time to time agreed by the Company and to other persons who are interested in all or any of the Club's objectives or who are likely to contribute towards the attainment of these objectives. Members will be encouraged to display the Club Badge on their vehicles.
- 3 There shall be three classes of membership:-
 - a) Full or associate individual membership which shall be open only to such persons as the Committee shall determine;
 - b) Honorary membership which shall also be open only to such persons as the Company shall determine;
 - c) Joint membership.
- 4 The qualification of each class of members with the exception of honorary members shall be on such conditions as from time to time laid down by the Company and shall be subject to such payment either annually or otherwise as may be determined from time to time by vote of a general meeting of the Company. Such subscriptions and any additional fees may be sub divided in order to recognise special circumstances on the recommendation of the Committee. The membership subscription year will initially be 1st January to 31st December, however the Company may change this period subsequently in General Meeting. The Committee may from time to time grant a reduction or extension of subscription for members joining during the subscription year.
- 5 Individual membership at the discretion of the Committee may be that of an Associate with or without restricted rights of a Full member for any period as determined by the Committee.
- 6 Any person residing at the same address as a member may be admitted as a joint member with full voting rights, provided he has signed the limited liability guarantee and on the payment of a fee as determined by the Company. Such joint members shall be limited to one at any address and will not be entitled to receive copies of any Company publications or receive Company notices.

- 7 Every application for membership shall be made in writing either electronically or through normal postal service at any time to the Membership Secretary of the Company. No person shall be admitted as a member unless he is first approved by the Committee and no club or body of persons shall be admitted unless first approved by the Company in General Meeting.
- 8 Every application for admission to membership shall be framed in such terms as the Committee shall require and shall be accompanied by such sum as shall have been determined by the Company in accordance with these presents.
- 9 Every member on his application form shall sign or authenticate a written consent to become a member of the Company and provide a guarantee in accordance with Clause 6 of its Memorandum of Association and in all ways abide by its Memorandum of Association and these presents.
- 10 If any member either on his application form or subsequent notification provides his electronic address he shall be deemed to have agreed to receive all company notifications electronically, unless he indicates otherwise or if within 28 days he provides notice that he wishes to receive such notifications in hard copy. It is the responsibility of the member to notify if and when the notified email address changes. An exception shall be the Company Review or Newsletter, when the level of subscription paid will determine the receipt thereof electronically or by hard copy.
- 11 Every member shall be bound to further to the best of his ability the objects, interest and influence of the Company, and shall observe all bylaws of the Company made pursuant to the powers in that behalf hereinafter contained. Subject to the provisions of these presents, every member shall be entitled to all the rights and be subject to all the duties of a member of the Company.
- 12 The privileges of a member shall not be transferable, and shall cease on his death or the Company's dissolution, or on his failure in any year to pay his annual subscription within one calendar month of its becoming due. Membership may be reinstated at the discretion of the Committee on subsequent payment of the annual fee. However, subject to approval by the Committee on written application, on the sale of the vehicle any unexpired portion of membership may be transferred to the new owner.
- 13 Any member shall continue his membership of the Company until:
 - (i) By notice in writing addressed to the Secretary of the Company, he resigns;or,

- (ii) The Company by resolution resolves that he ceases to be a member in accordance with the provisions of these presents.
- 14 No person likely to cause injury to the Company's operation or organisation shall be registered as a full or associate member of the Company, nor shall two or more persons be registered as members of the Company in respect of any one payment or annual subscription. If by any means the rights of full or associate membership become vested in any person, or any two or more persons jointly, likely to cause injury to the Company's operation or organisation, they shall be suspended. Any such suspension will be subject to the procedures laid down in these presents.
- 15 Any member who shall fail in observance of any of these presents or bylaws of the Company may be expelled from the Company by resolution of a two thirds majority of the members of the Committee present and voting at a committee meeting at which not less than five thereof shall be present. Such member shall have seven clear days' notice sent to him of the committee meeting, and he may attend the meeting, but shall not be present at the voting or take part in the proceedings otherwise than as the Committee allows. A member expelled from the Company by such meeting may within seven days next after notice of this expulsion appeal against the decision of the Committee to an extraordinary general meeting of the Company which shall thereupon be convened by the Committee.
- 16 A majority of not less than two thirds of the full members present at such last-mentioned general meeting shall have power to annul the expulsion, or to annul it subject to the performance of any conditions that the meeting may think fit to impose.
- 17 A member so expelled shall forfeit all claim to a return of the money paid by him to the Company on his admission as a member thereof, or by way of annual subscription as the case may be, and shall cease to be a member of the Company.

C GENERAL MEETINGS

- 1 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
2. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting (AGM) at such 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 AGM except the first shall be held not more than nine months after the end of the financial year end and within fifteen months of holding the last preceding AGM.

3. The Committee whenever they think fit or on the requisition of at least ten full members shall convene an Extraordinary General Meeting (EGM). Such a meeting should be held within eight weeks of the raising of such a requisition.
4. At least fourteen days notice (exclusive of the day it is served or deemed to be served, and the day for which it is given or sent, either written or electronically) shall be given of every General Meeting of the Company, in a manner hereinafter mentioned, to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company. The notice shall specify the day, hour and the place of the meeting, and the business to be conducted.
5. Any member shall be entitled to vote in person at the AGM or by post or electronically utilising the form sent out with the notice of the AGM. Such forms must be returned to the Secretary at least two clear days prior to the meeting.
6. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings at any meeting.

D PROCEEDINGS AT COMPANY MEETINGS

1. All business that is transacted at an EGM shall be deemed special and all that is transacted at an AGM shall also be deemed special, with the exception of the consideration of the Income and Expenditure Account and Balance Sheet, and the reports of the Committee and of the Auditors, the election of Directors and any members of the Committee who are not Directors, in the place of those retiring, and if applicable the appointment of, and the fixing of the remuneration of, the Auditors. Any business considered to be special must be notified to the Secretary not less than six weeks prior to the meeting, duly proposed and seconded.
2. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, ten full members including Committee members personally present shall be a quorum.
3. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of full members, shall be dissolved. In any other case it shall stand adjourned to such time and place as the committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the full members present shall be a quorum.

- 4 The Chairman shall preside as Chairman at every General Meeting. 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 full members present shall choose some member of the Committee. If no such member be present or if all the members of the Committee present decline to take the chair, they shall choose some full member of the Company who shall be present to preside.
- 5 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 adjourned meeting, or of the business to be transacted at an adjourned meeting.
- 6 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands and a count of postal and authenticated electronic votes. In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.
- 7 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.
- 8 Save as herein expressly provided in these presents, no member other than a member duly registered shall be entitled to vote on any question at any Company Meeting.

E DIRECTORS

- 1 The first Directors of the Company shall be the subscribers named in the statement delivered under Section 10 of the Act. The first Directors shall appoint additional Directors up to in total the maximum of 12 unless otherwise specified by a Special Resolution. All Directors must retire at each AGM but may present themselves for re-election.
- 2 The Directors of the Company shall be elected by the members of the Company's Management Committee elected as herein provided. The Chairman of the Directors shall be the Chairman of the Management Committee. In the case of

equality of votes at any meeting, the Chairman shall have a second or casting vote. At a directors' meeting a minimum of four Directors shall be a quorum and they may exercise all powers exercisable by the Directors.

- 3 The Members in a general meeting must endorse any decision by the Committee to provide any remuneration to any Director or Officer of the Company for services in the capacity of Director or Officer.
- 4 There shall not be any upper age limit for Directors but no Director may be less than the legal age of financial responsibility.
- 5 Subject to the provisions of the Act, the Memorandum and these presents, and to any direction given by Special Resolution, the business of the Company shall be managed by the Directors through the Management Committee, who may exercise all the powers of the Company. No alteration to the Memorandum or these presents and no such direction shall invalidate any prior act of the Directors which would have been valid if the alteration had not been made.

F MANAGEMENT COMMITTEE

- 1 The first members of the Committee shall be the subscribers named in the statement delivered under Section 10 of the Act. Members of the Committee will normally be Directors unless the individual has specifically stated that he does not wish to serve in such a capacity or on his appointment it was agreed that he would not be a Director.
- 2 Unless otherwise determined by a General Meeting, the number of members of the Committee inclusive of Officers shall not be less than five and not greater than twelve. The Committee shall, as far as is practicable, comprise the following:
 - Chairman;
 - Treasurer;
 - Secretary;
 - Membership Secretary;
 - Editor;
 - Spares Secretary;
 - Events Secretary;
 - Technical Secretary;
 - Centres and Overseas Secretary or Secretaries;
 - Additional Members without specific portfolio
- 3 The Committee may from time to time appoint any member of the Company as a member of the Committee, either to fill a casual vacancy or by way of addition to

the Committee. Any member so appointed shall retain his office only until the next AGM but he shall then be eligible for re-election.

- 4 No person who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Committee.

G POWERS OF THE COMMITTEE

- 1 The business of the Company shall be managed by the Directors through 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 think fit. The Directors 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 presents required to be exercised or done by the Company in General Meeting. 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.
2. The members for the time being of the Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Committee shall at any time be less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Committee for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting but not for any other purpose.
3. The Committee may from time to time for the guidance of members, establish Bylaws where it feels that matters covered in these presents require amplification or clarification or these presents do not cover a particular situation.

H SECRETARY

- 1 The first Secretary of the Company shall be the person named in the statement delivered under Section 10 of the Companies Act, 1985. Subsequently the Secretary shall be appointed by the Company in General Meeting but if necessary the position may be filled until the following AGM by the Directors upon such terms and conditions as they think fit. The Directors shall have power to terminate any such appointment they have made and to fill a vacancy in the office.

I PRESIDENTS PATRONS AND HONORARY MEMBERS

- 1 The Company may appoint from time to time a President and/or Vice-President of the Company who shall hold office for a period of one year, or for such longer period as the Company shall decide, from the date of their appointment and upon such conditions as the Company shall think fit.
2. The Company may also appoint from time to time any number of Patrons and Honorary Members who shall hold office on such conditions and for such period as the Company shall determine. Honorary membership will normally be limited to those who have given outstanding service to the Company over a long period.

J DISQUALIFICATION OF DIRECTORS AND MEMBERS OF THE COMMITTEE

- 1 The office of a Director or a member of the Committee shall be vacated:
 - (a) If he is or may be suffering from a mental disorder;
 - (b) If he ceases to be a member of the Company;
 - (c) If by notice in writing to the Company he resigns his office;
 - (d) If he ceases to hold office by reason of any order made by the Courts or provisions of the Act or is otherwise prohibited by law from holding office or becomes bankrupt or enters into any arrangement with his creditors;
or,
 - (e) If he is removed from office by a resolution duly passed by Members in a General Meeting.

K RETIREMENT OF DIRECTORS AND MEMBERS OF THE COMMITTEE

- 1 At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year the Directors, Officers (other than the Secretary unless a Director or Committee Member) and the members of the Committee for the time being shall retire from office. The Officers and Members of the Committee shall be eligible for re-election at the same or any other General Meeting of the Club. The Directors may be elected as prescribed elsewhere in these presents.
- 2 The Company shall at each Annual General Meeting when the Directors, Officers and Members of the Committee retire in manner aforesaid, fill the vacated committee positions by electing persons thereto. The newly elected Committee shall elect the minimum number of new Directors for the coming year before the Annual General Meeting is closed. In circumstances where no volunteers are forthcoming, the current Directors may continue in office until replacements are elected through due process prescribed by these presents.

- 3 No person not being a Director, Officer or Committee member retiring at the meeting shall be eligible for election to membership of the Committee at any General Meeting unless, within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing, duly seconded, by members duly qualified to be present and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing, signed or authenticated by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served and the day appointed for the meeting there shall be not less than forty two intervening days.
- 4 The Company may from time to time in General Meeting increase or reduce the number of members of the Committee, and determine in what manner such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
- 5 In addition and without prejudice to the provisions of the Act, the Company may by Resolution remove any member of the Committee before the expiration of his period of office, and may by Resolution appoint another member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

L PROCEEDINGS OF THE COMMITTEE

- 1 The Committee shall meet at least four times a year either physically or by teleconference or other electronic means for the dispatch of business and to adjourn and otherwise regulate their meetings as they think fit. Unless otherwise determined by the Company in General Meeting, four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. Not less than seven days notice of each meeting shall be given by the Secretary to the Committee.
- 2 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.
- 3 If at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the Members of the Committee present shall choose one of their number to be Chairman for the duration of the meeting.

- 4 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 vested in the Committee generally.
- 5 The Committee may delegate any of their powers to specific members or sub-Committees they think fit, and any individuals or sub-committees so appointed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such individual or sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee.
- 6 All bona fide acts done by any meeting of the Committee or of any sub-committee of the Committee, or by any person acting as a member of the Committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Committee.
- 7 The Committee shall cause proper minutes to be made of the proceedings of all meetings of the Company and of the Committee and of sub-committees of the Committee and of all business transacted at such meetings. 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.
8. A resolution transmitted to members electronically or through a postal service in writing, authenticated or signed by members for the time being of the Committee, or of any sub-committee of the Committee, who are entitled to receive notice of a meeting of the Committee or of such sub-committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such sub-committee duly convened and constituted. The provisions as to quorum and voting in these presents apply equally to such resolutions.

M ACCOUNTS

- 1 The Committee shall cause proper books of account to be kept in respect of:
 - (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;
- (d) All movements of assets and liabilities.

Proper books shall not be deemed to be kept if they do not comply with the provisions of the applicable Acts in force at the time and do not give a true and fair view of the state of the affairs of the Company at any one time.

- 2 Unless determined to be different by members in the Annual General Meeting the accounting year will be 1st April to 31st March, except in the first year after incorporation, when, subsequent to the sending of Form 225 to Companies House, it will be the date of Incorporation to 31st March.
- 3 The Committee shall draw up a Procedure covering financial limits and responsibilities in respect of expenditure, receipts and contractual commitments which may be entered into at any time either collectively or by individual members of the Committee. This Procedure shall also cover any delegation of responsibilities to individuals or outside organisations and shall be open to inspection by members.
- 4 Funds shall be lodged in Accounts at reputable Financial Institutions agreed by the Committee. The accounts shall be administered by a minimum of two, and a maximum of four, Directors. Any two of the nominated Directors must sign any financial instruction.
- 5 The books of account shall be kept at the Company office, or, subject to the Act, at such other place or places as the Committee shall think fit. The Accounts of the Company may be open to inspection by members upon request at a time and place determined by the Committee.
- 6 At the Annual General Meeting in every year the Committee shall lay before the Company an audited income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than nine months before such meeting together with an audited balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Committee and the Auditors'. Copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than fourteen clear days before the date of the meeting subject nevertheless to the provisions of the Act be sent to the Independent Examiner or Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Independent Examiners or Auditors' report shall be open to inspection and be read before the meeting as required by the Act.

N AUDIT

- 1 In that the Triumph Roadster Club Limited qualifies as a Small Company, exemption from audit under the Act will apply subject to no notice requiring an audit having been deposited by members in accordance with the Act. However once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more Independent Examiners nominated by the Management Committee. Such Examiners shall be entitled to present any report to the members at the Annual General Meeting.
- 2 If at any time the Triumph Roadster Club Limited does not qualify for Small Companies exemption, Auditors shall be appointed and their duties regulated in accordance with the Act, the members of the Committee being treated as the Directors mentioned in the Act.

O NOTICES

- 1 A notice may be served by the Company upon all persons entitled, either personally by sending it through the post in a pre paid letter, addressed to such member at his registered address as appearing in the register of members, or to an electronic address provided by the member.
- 2 Any notice, if served by post shall be deemed to have been served within 5 working days after the date of posting and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and stamped.
- 3 Any notice or document shall be deemed to have been served on members who elect for communication by electronic means, if sent by email to the current email address provided by the member. This provision shall be subject to the right of members to require specific communications by normal postal service on paper.

P DISSOLUTION

- 1 Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these presents.

Q INDEMNITY

- 1 Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other Officer or Auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him 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 Company.

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

Signed by:-

Name:

Brian Maurice Grigg

Name:

Robert Alan Fitsall

Address:

*"Greenhayn", Coggeshall Road,
Colchester, Essex. CO5 9QX*

Address:

*11 The Park, Carshalton, Surrey.
SM5 3BY*

Occupation:

Retired Accountant

Occupation:

Retired Scientist

Date:

Date:

***WITNESS To the signature
of Brian Maurice Grigg:-***

***WITNESS To the signature
of Robert Alan Fitsall:-***

Signed by:-

Signed by:-

Name:

Name:

Address:

Address:

Occupation:

Occupation:

Date:

Date: