

**ARTICLES of ASSOCIATION**  
**of**  
**THE TRIUMPH ROADSTER CLUB LIMITED**  
**A Private Company Limited by Guarantee without Share Capital**

**Preliminary:**

The regulations contained or incorporated in the Companies (Model Articles) Regulations 2008 (SI No 3229) Schedule 2 are hereby adopted by the Company in their entirety and are to be read in conjunction with the following Amendments. In the case of any inconsistency between the Model Articles and the Amendments the Amendments shall take precedence.

**AMENDMENTS**

**PART 1—INTERPRETATION AND LIMITATION OF LIABILITY**

Defined terms (clause 1)

**The Committee:** The Club Management Committee appointed by the Directors.

**Club or Company:** The Triumph Roadster Club Limited.

**Officer:** Any person, or any organisation, carrying out the duties of the Company.

**Bylaws:** The regulations established from time to time by the Company.

*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*

**PART 2 – DIRECTORS**

1. The directors shall be elected by Members at each Annual General Meeting. All Directors shall retire at each Annual general meeting but may present themselves for re election for the following year. After election the Directors shall appoint the members of the Committee. There shall not be any upper age limit for Directors but no Director may be less than the legal age of financial responsibility.
2. Model Article 11(2) is amended in that a minimum of three Directors shall be a quorum at a directors' meeting.
3. The Chairman of the Directors shall also be the Chairman of the Committee.

Based on the companies (Model Articles) regulations 2008.

4. Model Article 17 is amended in that only Members shall be eligible to be directors.
5. Model Article 18 is amended in that the office of a Director shall be vacated if he ceases to be a Member of the Company.
6. At any time the Directors may appoint a member to fill a vacant or additional Director or Committee position until the following Annual General Meeting.
7. Any Director or Committee member may hold more than one of the official positions.
8. Model Article 19 is replaced by the following clause: 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 must be endorsed by the members in a General Meeting.

### **PART 3 – MEMBERS – BECOMING AND CEASING TO BE A MEMBER**

9. Membership of the Company will be open to 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.
10. Every application for membership shall be made in writing at any time to the Membership Secretary. No club or body of persons shall be admitted unless first approved by the Company in General Meeting.
11. The membership year will be 1<sup>st</sup> January to 31<sup>st</sup> December. However this may be changed by vote in an Annual General Meeting. The Committee may from time to time grant a reduction or extension of subscription for members joining during the subscription year.
12. There shall be three classes of membership:- Model Article clause 28 shall be replaced by:
  - a) Full individual membership.
  - b) Honorary membership.
  - c) Joint Membership as defined below.Each class of members except for Honorary membership shall be subject to such payment either annually or otherwise as may be determined from time to time by vote of a General Meeting. Such subscriptions and any additional fees may be sub divided in order to recognise special circumstances on the recommendation of the Committee.

Honorary membership at the discretion of the Committee may be for any period as determined by the Committee.

Joint membership is available to any person residing at the same address as a full member. A joint member will have full voting rights. 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.

Based on the companies (Model Articles) regulations 2008.

13. The Company may appoint from time to time a President who shall hold office for a period as the Company shall decide. A President shall not have committee voting rights.
14. 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.
15. In addition to those cases specified in Model Article Clause 22, membership is also terminated on the members failure to pay the 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 fee.
16. Should a Member believe that another Member is acting in a way that is injurious or prejudicial to the interests of the Company, they may write to the Secretary asking the Committee to investigate. The Committee shall not be obliged to agree any such investigation but shall discuss its merits and if they believe there is substance to the complaint then the Secretary shall write to the offending Member for an explanation of their conduct. Any response received by the Committee within four weeks of their request for an explanation shall be taken into account in the decision-making process. After due consideration and after any further investigations that are deemed necessary then Committee shall make a decision as to what action to take. This may include:
  - No action.
  - A rebuke in writing to the offending member.
  - A refusal to renew the Membership of the offending member.
  - To expel the offending member with immediate effect.

The Secretary shall inform both parties of their decision and if necessary the reasoning. A Member so expelled shall not be entitled to any refund of subscription paid.

Should they so wish, the offending Member may appeal against such a decision at the next Annual General Meeting of the Company providing that notification of an appeal is made in writing to the Secretary within 14 days of the notification of the decision. A simple majority of the votes cast (votes in person at the meeting plus any postal/electronic votes from members prior to the meeting) shall decide whether the decision is to be upheld or annulled.

**PART 3 – MEMBERS - GENERAL MEETINGS**

17. Model Article clauses 23 (4), 23 (5) and 30 shall not apply.
18. In Model Article clause 26(1) the words “Whether or not they are members” shall not apply.
19. Ten full members personally present at a General Meeting shall be a quorum.
20. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings (EGM). An EGM may be convened at the behest of the committee or on the formal request of at least ten full members. Such a meeting should be held within eight weeks of the raising of such a request.
21. The Company shall hold an Annual General Meeting (AGM) in every calendar year at such time and place as may be determined by the Committee, and shall specify the meeting as such, in the notices calling it. Each AGM 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.
22. At least fourteen days notice shall be given of every General Meeting of the Company to all persons 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.
23. Any member shall be entitled to vote in person or in writing at all General Meetings using the form sent out with the notice of the meeting. Such forms must be returned to the Secretary at least two clear days prior to the meeting.
24. 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.
25. With the exception of:
  - a) the consideration of the Income and Expenditure Account and Balance Sheet,
  - b) the reports of the Committee and of the Auditors, the election of the Directors and,
  - c) if applicable, the appointment of, and the fixing of the remuneration of, the Auditors,any other business must be notified to the Secretary not less than six weeks prior to the meeting, duly proposed and seconded by other members.

Based on the companies (Model Articles) regulations 2008.

26. Model Article clause 28 shall be replaced by: 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 votes made in writing. In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.
27. A declaration by the Chairman of the meeting of the result of any vote 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.
28. Any member wishing to stand as a Director must have given notice in writing to the secretary of their intention at least six weeks prior to the meeting. Those who are not already Directors must be duly proposed and seconded by other members.
29. 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.

#### **PART 4 – ADMINISTRATIVE ARRANGEMENTS**

30. A notice may be served by the Company upon all persons entitled, either personally by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members, or to an electronic address provided by the member.
31. 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.
32. 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.