

**JUNE 2016**

THE COMPANIES ACTS 1929 – 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

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**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**OF**

**THE CIVIL SERVICE MOTORING ASSOCIATION LIMITED**

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Date of Incorporation: 13 December 1930

Registered Number: 252734

No. 252734

**Certificate of Incorporation**

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**This is to certify** that THE CIVIL SERVICE MOTORING ASSOCIATION, LIMITED, is this day Incorporated under the Companies Act, 1929, and that the Company is limited.

**Given** under my hand at London this Thirteenth day of December, One Thousand Nine Hundred and Thirty.

**C.C. GALLAGHER**

*Registrar of Companies*

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

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**MEMORANDUM OF ASSOCIATION OF**

**THE CIVIL SERVICE MOTORING ASSOCIATION LIMITED**

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*As amended by Special Resolutions passed on 13 December 1963,  
17 September 1971, 6 September 1974, 4 September 1981, 12 September 1986 and 8 October 2010.*

1. The name of the Company hereinafter called the Association is "The Civil Service Motoring Association, Limited."
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:
  - (a) To acquire as from October 31, 1930, the assets and interests of The Civil Service Motoring Association and to discharge its liabilities.
  - (b) To provide and encourage the sport and pastime of motoring, road riding, motor racing, touring and good fellowship in all its branches and all athletic sports and any other games, pastimes, sports, recreation, amusements or entertainment.
  - (c) To hold, carry on, arrange for, and conduct races, matches, competitions, or time trials for motorists, motor cyclists, and athletes and for that or any other purpose to engage such person or persons as may be deemed necessary and to remunerate any person or persons or company for services rendered to the Association.
  - (d) To make arrangements as may be considered necessary or desirable with any person or persons or company for the use of any road, track or other athletic grounds with its or their appurtenances for the purpose of holding races, matches, competitions or time trials as aforesaid or for acquiring a right for the members of the Association to use such a road, track or athletic grounds for training or otherwise, and to remunerate such person or persons or company for the same in such manner as may be agreed upon by the Association.

- (e) To receive gifts of challenge cups, medals or other prizes or donations of money to be applied in the purchase of challenge cups, medals, or other prizes, or for the purposes of the Association and to offer same for competition by members of the Association or other persons, and to give money prizes to members of the Association or other persons, and to grant sums of money in order to establish prizes, and to grant testimonials in connection with any such matters as aforesaid on such terms and conditions as from time to time may be determined.
- (f) To establish, revise, or alter the rules regulating the sport and pastime of motoring and motor cycling or any other sport or pastime, and to subscribe to, become a member of, and co-operate with any other person, company, club, association, or union, whether incorporated, or not, having similar or analogous objects to those of this Association for the purpose of organising race meetings, matches, competitions or time trials for motorists, motor cyclists, and athletes or encouraging any branch of motoring, motor cycling or other sport or pastime.
- (g) To buy, sell, repair and deal in all kinds of machinery and apparatus for the purposes of the Association and to buy, sell and deal in all kinds of provisions, liquid or solid, required by persons using the Association's grounds, pavilions, rooms or any other buildings.
- (h) To purchase, take on lease, hire or otherwise acquire for the purposes of the Association any real or personal property, and in particular any lands, buildings, furniture, club or household effects, books, newspapers, periodicals, apparatus, conveniences and accommodation which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Association, and to sell, demise, mortgage, or otherwise dispose of the same.
- (i) To edit and publish newspapers, magazines, periodicals, time tables, road books, or other literature, and maps or charts relating or helpful to motorists, motor cyclists or any other branch of sport with which the Association may have dealings.
- (j) To erect, maintain, improve or alter any building, and to lay out, maintain, improve or alter any grounds or tracks for the purposes of the Association.
- (k) To provide and maintain a travel and holiday planning, advisory and booking service for members, or to provide or to join in providing with any other corporation, firm or person, a travel and holiday planning advisory and booking service for members,
- (l) To join or subscribe to any union, society or club for the furtherance of the Association's objects.
- (m) To amalgamate with any person or persons, club, company or association having the same or like objects in any manner, or for any purpose which may be thought to be proper.
- (n) (i) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or persons, club, company or association having the same or like objects as, or possessed of

property suitable for the purposes, of the Association, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Association.

(ii) To subscribe for, take or otherwise acquire, and hold shares, stock, debentures, or other securities of any other company having objects altogether or in part similar to those of the Association, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Association.

(iii) To establish or promote or concur in establishing or promoting a company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Association or for any other purpose which may seem directly or indirectly calculated to benefit the Association and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, stock, debentures or other securities of any such other company.

- (o) To raise money by subscription and to grant any rights and privileges to subscribers.
- (p) To invest and deal with the moneys of the Association not immediately required upon such securities and in such manner as may from time to time be determined.
- (q) To lend and advance money or give credit to any person or company, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts and obligations by any person or company, to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person or company, and otherwise to assist any person or company.
- (r) To borrow or raise money by the issue of or upon bonds, debentures, or debenture stock, perpetual or otherwise, bills of exchange, promissory notes or other obligations or securities of the Association, or by mortgage or charge on all or any part of the property of the Association present or future.
- (s) To draw, make, accept, endorse, or give promissory notes, bills of exchange, debentures, or other negotiable or transferable instruments.
- (t) To sell, improve, manage, develop, exchange, lease, mortgage, surrender, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Association.
- (u) To act as financial advisers, insurance intermediaries, brokers or arrangers of investments, to provide financial products to members and others and to carry on such other financial services business (whether or not requiring authorisation by any regulatory body) as will, in the opinion of the Association's Board of Directors, benefit the Association or its members.<sup>1</sup>
- (v) To exercise the powers given by Section 39 of the Companies Act, 1985.

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<sup>1</sup> *Sub-clause (u) was added by Special Resolution passed on 8 October 2010*

- (w) To do all or any of the above things in any part of the world as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and for that purpose to form branches of the Association in any part of the world.
  - (x) To enter into any contracts, undertakings or arrangements with any brokers, underwriters or other persons for the benefit of the Association and/or its members.
  - (y) To do all such other things as are incidental or conducive to the attainment of the above objects.
4. The liability of the members is limited.
5. Every member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding twenty five pence.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

**Names, addresses, and description of subscribers**

**HENRY HOWARD PIGGOTT**

74 Cheyne Court, SW3

Civil Servant

**FREDERICK DONOVAN FORSTER**

26 Hillfield Road, NW6

Civil Servant

**REGINALD GORNALL**

26 Hillfield Road, NW6

Civil Servant

**ALBERT JOHN GUY BELSEY**

91 Balham Park Road SW12

Civil Servant

**WILLIAM GEORGE DARNELL**

71 Ribblesdale Road, SW16

Civil Servant

**ERNEST JAMES PIKE**

Haytor, Hilltop Road, Whyteleaf, Surrey

Civil Servant

**GEORGE HERBERT CLARK**

71 Court Lane, SE21

Civil Servant

**LEONARD CHARLES LABRAM**

5 Church Road, Osterley Park Middx

Civil Servant

**THOMAS LINDSAY**

24 Heathcroft, Hampstead Way, NW11

Civil Servant

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**DATED** this 5th day of December, 1930

**WITNESS** to the above signatures:

**B.J. APTHORPE WEBB**

Clerk to Messrs William Charles Crocker

Solicitors

21 Bucklersbury, EC4

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**ARTICLES OF ASSOCIATION OF  
THE CIVIL SERVICE MOTORING ASSOCIATION LIMITED**

adopted by Special Resolution passed on 3 October 2014

and amended by Special Resolution passed on 2 October 2015

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<b>PART A: PRELIMINARY</b>
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A1. In these Articles (unless the context expressly requires otherwise):

<b>Act</b>	means the Companies Act 2006
<b>Approved Organisation</b>	means a person, firm, company or other organisation approved from time to time by the Board for the purposes of qualifying its members and/or employees for membership of the Association
<b>Associate Member</b>	means a person who is an associate member of the Association from time to time pursuant to Article <b>B22</b>
<b>Association</b>	means the Civil Service Motoring Association Limited
<b>Association Employee</b>	means a person who is employed by the Association or any subsidiary of the Association
<b>Board</b>	means the Board of Directors of the Association
<b>Chief Executive</b>	means the person who is employed by the Association as its chief executive officer, by whatever title known
<b>Child</b>	means a son or daughter under the age of 18 of a member
<b>Civil Servant</b>	means a person employed by any part of the Civil Service
<b>Civil Service</b>	means all parts of the United Kingdom Home Civil Service and the Northern Ireland Civil Service and any other organisation that the



Board shall determine shall be deemed to be part of the Civil Service for the purposes of these Articles

<b>Club Council</b>	means the Club Council referred to in Part F of these Articles
<b>Director</b>	means a member of the Board
<b>Finance Director</b>	means the person who is employed by the Association as its chief financial officer, by whatever title known
<b>Governors</b>	means the persons referred to in Article <b>E5</b>
<b>Honorary Member</b>	means any person who is an honorary member of the Association (Articles <b>B11</b> to <b>B15</b> )
<b>Junior Member</b>	means a person who is a junior member of the Association pursuant to Articles <b>B19</b> to <b>B21</b>
<b>Magazine</b>	means the Association's magazine for members
<b>Member-Appointed Directors</b>	means the Directors other than: (a) the Chief Executive; (b) the Finance Director and (c) any person appointed as a Director by the Board in exercise of its powers under Article <b>D23</b>
<b>Member Director</b>	means the Director appointed pursuant to Articles <b>D26</b> to <b>D28</b>
<b>Ordinary Member</b>	means any person who is an ordinary member of the Association from time to time
<b>President</b>	means the President of the Association
<b>Seal</b>	means the Common Seal of the Association
<b>Secretary</b>	means the Company Secretary of the Association
<b>2015 Special Resolution(s)</b>	means the special resolution(s) amending these Articles passed at the 2015 Annual General Meeting of the Association
<b>Staff Member</b>	means an Association Employee who is a member of the Association from time to time (see further Article <b>B16</b> to <b>B18</b> )
<b>Voting Member</b>	means an Ordinary Member or a Life Member
<b>Working Day</b>	means a day when banks are open for business in the City of London (excluding Saturdays or Sundays)

- A2. For the purposes of these Articles the term “**Partner**” and “**Close Relation**” shall be as determined by the Board from time to time pursuant to Article **B6**.
- A3. In these Articles references to any statute shall be deemed to include any modification or re-enactment thereof for the time being in force and shall include all statutory instruments or orders from time to time made pursuant thereto.
- A4. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act.
- A5. A company shall be treated as a subsidiary for the purposes of these Articles if the Association is deemed to be treated as its parent company for the purposes of the rules in the Act relating to the production of group accounts.
- A6. In these Articles:
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same corporate body;
  - (b) a relevant officer means any director or other officer of the Association or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Association (or associated company) as auditor (whether or not he/she is also a director or other officer), to the extent he/she acts in his/her capacity as auditor); and
  - (c) relevant loss means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Association, any associated company or any pension fund or employees' share scheme of the Association or associated company.

<b>PART B: MEMBERSHIP</b>
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- B1. The membership of the Association consists of those persons who are already members of the Association as at the date of adoption of these Articles and such other persons as shall hereafter become members in accordance with these Articles of Association.
- B2. Applicants for membership (including the widow or widower of a deceased member) shall complete such application form as the Board shall from time to time determine.
- B3. Applicants for membership shall pay such entrance fee (if any) as the Board shall from time to time determine.
- B4. The Board shall have the power to refuse membership to any individual without assigning any reason.

## ORDINARY MEMBERSHIP

- B5. The following persons shall be eligible to apply for Ordinary Membership:
- (a) A Civil Servant
  - (b) A former Civil Servant
  - (c) The surviving spouse or Partner of a deceased Voting Member who was a Voting Member at the date of his/her death
  - (d) A person who is an employee or director of an Approved Organisation
  - (e) Any person who is a Close Relation of a Voting Member (see Article **B6**)
  - (f) A person who was previously a Staff Member and is no longer an Association Employee (see Article **B18**)
  - (g) A person aged 18 or over who was previously a Junior Member (see Article **B21**)
  - (h) Any person who is not otherwise eligible for membership whom the Board, the Club Council or an established CSMA national or local committee consider would be an asset to the Association
  - (i) A person who is or has previously been an Honorary Member.
  - (j) A friend of a Member who is proposed for membership by that Member **PROVIDED THAT** the Board may from time to time impose a limit on the number of people whom a Member can propose for membership in any given period.
- B6. The Board shall have the exclusive right and power to determine from time to time: (a) what the terms "Close Relation" and "Partner" mean for the purposes of Articles **B5** above and **B19** below; and (b) whether a particular body is an established CSMA national or local committee for the purposes of Article **B5** above.
- B7. An Ordinary Member shall be entitled to receive notice of, and to attend and vote and to be counted in the quorum of members present at, any General Meeting.
- B8. If there is any dispute or uncertainty as to whether a person is eligible to be a Member in accordance with these Articles the Board shall have the power to determine the issue and their decision shall be final and binding.

## LIFE MEMBERSHIP

- B9. The Board may confer Life Membership of the Association on any person.

- B10. A Life Member shall be entitled to receive notice of, and to attend and vote and to be counted in the quorum of members present at, any General Meeting.

#### **HONORARY MEMBERSHIP**

- B11. An Honorary Member shall be entitled to receive notice of, and to attend, General Meetings of the Association, but he/she shall not be counted in the quorum of members present and he/she shall not be entitled to vote at General Meetings.
- B12. An Honorary Member may not be appointed to any office, directorship or other post within the Association.
- B13. No new Honorary Members may be admitted to the Association.
- B14. An Honorary Member who became an Honorary Member by reason of being the wife or husband of a member shall automatically cease to be an Honorary Member if (a) his/her spouse ceases to be a member of the Association or (b) his/her marriage to the relevant member is terminated by divorce or annulment.
- B15. An Honorary Member who became an Honorary Member by reason of being the Child of a member shall automatically cease to be an Honorary Member on his/her eighteenth birthday. An Honorary Member who became an Honorary Member by reason of being the Child of a member shall automatically cease to be an Honorary Member if his/her parent ceases to be a member.

#### **STAFF MEMBERSHIP**

- B16. Staff Membership may be conferred at the discretion of the Board on any Association Employee.
- B17. A Staff Member shall not be entitled to receive notice of, or to attend or vote at General Meetings of the Association.
- B18. A Staff Member shall automatically cease to be a member when he/she ceases to be an Association Employee but on or after leaving the service of the Association he/she may apply to become an Ordinary Member of the Association, subject to such rules and conditions as the Board shall from time to time think fit.

#### **JUNIOR MEMBERSHIP**

- B19. A Close Relation of a Voting Member who is at least 10 years old but less than 18 years old shall be eligible to apply for Junior Membership of the Association. An applicant for Junior Membership shall produce such evidence of his/her date of birth as the Board shall from time to time determine.
- B20. A Junior Member shall not be entitled to receive notice of, or to attend or vote at General Meetings of the Association.

- B21. A Junior Member's membership of the Association shall automatically cease when he/she reaches the age of 18. However, a person who has at any time been a Junior Member of the Association shall be eligible to apply to be an Ordinary Member at any time after his/her 18<sup>th</sup> birthday and such an application may be submitted to the Association in advance of his/her 18<sup>th</sup> birthday to take effect on his/her 18<sup>th</sup> birthday.

#### **ASSOCIATE MEMBERSHIP**

- B22. Associate Membership may be conferred at the discretion of the Board on a person who is a member and/or employee of an Approved Organisation.
- B23. An Associate Member shall not be entitled to receive notice of, or to attend or vote at General Meetings of the Association.

#### **SUBSCRIPTIONS**

- B24. Ordinary Members, Associate Members and Junior Members shall pay such subscriptions (if any) at such times as the Board shall from time to time determine.
- B25. Subject to Article **B27**, the Board shall have the power to make such arrangements in relation to subscriptions as they think appropriate from time to time, which (without limitation) may include provision for some Ordinary Members to have a different subscription arrangement from other Ordinary Members in certain circumstances.
- B26. The Board may terminate the membership of an Ordinary Member, an Associate Member or a Junior Member who does not pay his/her subscription by such time as may be specified by the Board.
- B27. Life, Staff and Honorary Members shall not pay subscriptions.

#### **RESIGNATION OF MEMBERS**

- B28. A member wishing to resign shall give notice in writing to the Secretary and his/her resignation shall take effect on the Working Day following the day on which the notice of resignation is received by the Secretary.

#### **EXPULSION OF MEMBERS AND REMOVAL FROM OFFICE**

- B29. If any complaint comes to the attention of the Board concerning the conduct of any member of the Association or if the Board believes that any member of the Association may have been guilty of conduct damaging to the character, good name or interests of the Association the Board shall arrange for the matter to be independently investigated. For these purposes an investigation shall be deemed to be independent if it is led by a person who has not previously been involved in matters relating to the complaint and such person may be a member or employee of the Association. In order to facilitate any such investigation, the Board shall have the power to suspend the relevant member from any or all offices, trusteeships or other positions of authority that

he/she may hold in relation to the Association or any subsidiary for such period as the Board shall deem necessary in order to investigate the matter complained of. At the conclusion of the investigation the Board shall have the power to expel the relevant person as a member of the Association and/or to remove him/her from any or all such offices, trusteeships or other positions of authority that he/she may hold in relation to the Association or any subsidiary. The Board shall give notice in writing to the relevant member of any such decision.

- B30. Any person expelled as a member of the Association or removed from any office, trusteeship or other position of authority within the Association by the Board in exercise of its powers under Article **B29** shall have the right (exercisable by giving notice in writing to the Secretary setting out the reasons for his/her appeal within one calendar month after his/her receipt of written notice of the Board's decision) to appeal against the decision to:
- (a) the Governors; or
  - (b) the Voting Members at the next Annual General Meeting (unless the notice convening the said meeting has already been sent to the Voting Members or is due to be sent to them within the next six weeks in which event the appeal shall be heard at the following Annual General Meeting).

The decision of the Governors or the Voting Members (as the case may be) shall be final and binding. In the case of an appeal to the Voting Members, the notice of appeal (which may comprise several documents in like form) must be signed by not less than one hundred Voting Members and be accompanied by a payment to the Association of a fee of £250.

- B31. Except where the relevant member already has a right of appeal under Article **B30**, any member of the Association found by the Board to have committed a serious breach of the Association's Code of Conduct for Members (as amended by the Board from time to time) shall have the right to appeal to the Governors against the Board's finding(s). This right shall be exercisable by giving notice in writing to the Secretary setting out the reasons for his/her appeal within one calendar month after his/her receipt of written notice of the Board's finding(s). The decision of the Governors shall be final and binding.
- B32. The Board shall have power if it considers it desirable in the interests of the Association, to exclude any member of the Association from access to the whole or any part of Association premises at any time, for any period and for any purpose.

#### **CONSEQUENCES OF CEASING TO BE A MEMBER**

- B33. When a person ceases to be a member he/she shall cease to have any claim whatever on the property of the Association or to enjoy any of the privileges of membership but the member's liability shall continue for the payment of debts due from him/her to the Association and his/her liability as provided by the Memorandum of Association (i.e. his/her liability to contribute up to 25 pence if the Association is wound-up within 12 months after he/she ceases to be a member) shall also continue.

## **EFFECT OF MEMORANDUM AND ARTICLES OF ASSOCIATION**

- B34. The Memorandum and Articles of the Association bind the Association and its members to the same extent as if they had been signed by each member. No member shall be absolved from the effects of the Memorandum and Articles of Association and the other rules and regulations of the Association by reason of not having received notice of them.

### **PART C: MEETINGS OF THE MEMBERS**

#### **GENERAL MEETINGS**

- C1. All members of the Association other than Staff Members, Junior Members and Associate Members shall be entitled to receive notice of and to attend and vote at General Meetings of the Association.
- C2. The Board may submit a motion at any General Meeting of the Association by notifying the Secretary of such motion not less than seven days before the despatch or publication of the notice convening the meeting.
- C3. An Extraordinary General Meeting may be convened by the Board at any time or on the receipt by the Secretary of a requisition signed by not less than 500 Voting Members (all of whose membership numbers must be stated in the requisition). In the case of a requisition by Voting Members: (a) the requisition must state the objects of the meeting and may consist of several documents in like form, each signed by one or more Voting Member(s); (b) any such meeting shall be held within eight weeks after the Secretary's receipt of the requisition; and (c) not less than 21 days' notice shall be given of such meeting.
- C4. The Governors shall have the power (by written resolution signed by not less than three quarters of them or five of them, whichever is the larger number) to require the Secretary to convene an Extraordinary General Meeting of the Association at any time. The Governors shall promptly give notice in writing to the Secretary of the passing of such a resolution (accompanied by a certified copy of the said resolution, which shall state the objects of the meeting) and the Secretary shall as soon as reasonably practicable convene an Extraordinary General Meeting of the Association.
- C5. A Director and/or any person invited by the Chair of the Association to do so, may attend and speak at any General Meeting whether or not he/she is a member of the Association.

#### **SECURITY ARRANGEMENTS AND ORDERLY CONDUCT**

- C6. The Board may direct that any person wishing to attend any General Meeting should provide such evidence of identity and submit to such searches or other security arrangements or restrictions as the Board shall consider appropriate in the circumstances and shall be entitled in its absolute discretion to refuse entry to any meeting to any person who fails to provide such evidence of identity or to submit to such searches or otherwise to comply with such security arrangements or restrictions.

- C7. The person chairing a General Meeting of the members shall take such action or give directions as he/she thinks fit to promote the orderly conduct of the business of the meeting as laid down in the notice of the meeting. His/her decision on matters of procedure or arising incidentally from the business of the General Meeting shall be final, as shall be his/her determination as to whether any matter is of such a nature.

#### **AMENDMENT TO RESOLUTIONS**

- C8. No amendments may be made to proposed resolutions published on the agenda of a General Meeting of the members other than an amendment to correct a patent error (e.g. a typographical error) that is approved by (a) the person chairing the meeting; and (b) the Chair or Vice-Chair of the Association.

#### **ANNUAL GENERAL MEETINGS**

- C9. An Annual General Meeting of the Association shall be held each year on and at such date, time and place as the Board shall determine.
- C10. The Board shall announce the date of the Annual General Meeting at least 20 weeks in advance by publishing an announcement in the Magazine and/or on the Association's website and/or by email. Then, not less than twenty-one days before the Annual General Meeting Voting Members shall be given formal notice of the meeting, including the agenda for the meeting.
- C11. A Voting Member who wishes to submit a resolution for consideration at an Annual General Meeting in any calendar year shall give notice of such resolution in writing to the Secretary together with a supporting statement at least fourteen weeks before the Annual General Meeting. The Association shall give notice of the resolution and the supporting statement to the membership provided the following conditions are met:
- (a) A resolution having the effect of amending the Memorandum or Articles of Association of the Association must be supported in writing by at least 500 Voting Members (whose membership numbers must be stated). Any other resolution must be supported by at least 10 Voting Members (whose membership numbers must be stated).
  - (b) The supporting signatures (together with the relevant membership numbers) must be submitted to the Secretary at least fourteen weeks before the Annual General Meeting.
  - (c) The resolution must not exceed 100 words and the supporting statement must not exceed 1,000 words.
  - (d) The resolution would be effective for company law purposes if passed.
  - (e) The resolution and the supporting statement do not contain material that is defamatory, frivolous or vexatious.
- C12. The business of the Annual General Meeting shall include:



- (a) the consideration of the accounts (and any documents annexed to them) and the reports of the Board, the Governors and the Auditors;
- (b) the announcement of the results of the postal ballot for the Chair and Vice-Chair of the Association, the Member Director, members of the Club Council and other Club posts (where applicable); and
- (c) the appointment of Auditors.

#### **QUORUM**

- C13. No business shall be transacted at any General Meeting unless a quorum is present at the commencement of such meeting. Such quorum shall consist of 25 Voting Members.
- C14. If within half an hour from the time appointed for a General Meeting a quorum is not present, the meeting (if convened upon a requisition of the Voting Members) shall be dissolved and in any other case it shall stand adjourned to such later date and time as the Board shall determine, and if a quorum is not then present the business may then be transacted irrespective of the number of Voting Members present.

#### **CHAIRING OF GENERAL MEETINGS**

- C15. The President, if present, shall take the chair at every General Meeting of the Association; or if the President is not present within five minutes after the time appointed for the meeting or is present but unwilling to take the chair, the chair shall be taken by the Chair of the Association; or if the Chair of the Association is not present within five minutes after the time appointed for the meeting or is present but unwilling to take the chair, the chair shall be taken by the Vice-Chair of the Association. If the President, the Chair and the Vice-Chair of the Association are all absent or unwilling to take the chair, the Voting Members who are present shall elect one of their number to be the Chair of the meeting.

#### **ADJOURNMENTS**

- C16. At any General Meeting the person chairing the meeting may, with the consent of a majority of the Voting Members present, adjourn such meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business unfinished at the General Meeting.

#### **PROXIES**

- C17. The instrument appointing a proxy for a Voting Member shall be in writing and (unless an on-line facility is provided in accordance with Article **C21**) must be signed by the appointor.
- C18. No person shall be appointed a proxy or act as a proxy at any General Meeting unless he/she is a Voting Member.

- C19. The instrument appointing a proxy shall be deposited at the Association's registered office not less than 48 hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the instrument proposes to vote, and if not so deposited shall not be treated as valid.
- C20. An instrument of proxy shall be in the following form, or in any other form which the Board shall approve (which may include provision enabling the member to direct his/her proxy how to vote on particular agenda items):

<b>THE CIVIL SERVICE MOTORING ASSOCIATION LIMITED</b>
I (Member No. [ ] of the Civil Service Motoring Association Limited) appoint [name] of [address] (a Voting Member of the Association) as my proxy to vote and act for me and on my behalf at the General Meeting of the Association to be held on [date] and at any adjournment thereof.
Signature:
Name (block capitals):
Date:

- C21. The Board may from time to time offer Voting Members the option to appoint a proxy by using an on-line security-protected facility made available to the Voting Members by the Association. The proceedings at a General Meeting shall not be invalidated where any such on-line system has failed due to technical problems provided proxy forms have been otherwise available to the Voting Members (e.g. by post or on the Association's website).
- C22. A vote given in accordance with the terms of an instrument of proxy shall be valid, despite the previous death or insanity of the principal or revocation of the proxy provided that no intimation in writing of such death, insanity or revocation shall have been received by the Association at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **VOTING AT GENERAL MEETINGS**

- C23. Subject to Article **C24** below, each Voting Member (i.e. an Ordinary Member or Life Member) shall have one vote.
- C24. An Ordinary Member whose subscription is due and unpaid at the date of any General Meeting shall not be entitled to vote at the Meeting.
- C25. Voting at General Meetings of the Association shall be by a show of hands or by a poll.
- C26. Votes may be given either personally or by proxy, but on a show of hands a Voting Member present only by

proxy shall have no vote.

- C27. In the case of an equality of votes at any General Meeting, the person chairing the meeting shall have a casting vote.
- C28. At any General Meeting, a declaration by the person chairing the meeting that a resolution has been carried and an entry to that effect made in the minute book of the Association shall be sufficient evidence of the fact without proof of the number or proportion of votes in favour of or against such a resolution.
- C29. A poll may be demanded before or on the declaration of the result of a show of hands by the person chairing the meeting or at least five Voting Members present in person or by proxy. In addition, the Board shall have the power to determine in advance of a General Meeting that voting on a particular resolution or item of business on the agenda should be conducted by way of a poll. Any poll shall be taken at such time and place and in such manner as the person chairing the meeting shall direct. The result of the poll shall be the resolution of the Association in General Meeting. When the voting is by poll the number of votes in favour of and against such resolution shall be declared at the meeting or at such other time and place and in such manner as the person chairing the meeting shall direct.

## **PART D: GOVERNANCE OF THE ASSOCIATION**

### **BOARD OF DIRECTORS**

- D1. Subject to the provisions of the Act and these Articles, the business of the Association shall be managed by the Directors who may exercise all the powers of the Association and may make such rules and regulations in relation to the Association as they shall from time to time think fit. In particular (but without limitation), the Directors shall be responsible for the management of all commercial activities of the Association and its subsidiaries. The Board may establish such subsidiaries as it shall see fit from time to time.
- D2. No alteration of the Memorandum or Articles shall retrospectively invalidate any prior act of the Directors which would have been valid if that alteration had not been made.
- D3. A meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
- D4. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Association for such purposes and on such conditions as they determine.
- D5. The Directors may delegate any of their powers to any committee consisting of one or more of the Directors and (if thought appropriate) other persons who need not be members of the Association. They may also delegate to any Director holding any executive office such of their powers as they consider desirable to be exercised by him/her. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee whose members include two or more members of the

Board shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.

#### **BOARD MEETINGS**

- D6. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.
- D7. A meeting of the Board may be convened by the Secretary on the direction of (i) the Chair of the Association; or (ii) the Vice-Chair of the Association; or (iii) the Chief Executive; or (iv) any three Directors. Reasonable notice of unscheduled meetings (preferably seven days before the meeting) shall be given in writing by email or fax to each member of the Board. Subject thereto, a notice calling a meeting of the Board need not be in writing.
- D8. It shall not be necessary to give notice of a Board meeting to a Director who is absent from the United Kingdom.
- D9. A Director may participate in a meeting of the Board (or any committee thereof) by means of a conference telephone or any other communication equipment which allows all persons participating in the meeting to hear one another. Such a participant shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. The meeting shall be deemed to take place where the largest group of those participating is assembled or (if there is no such group) where the person chairing the meeting then is.
- D10. The Chair of the Association, if present, shall take the chair at every Board meeting and if he/she is not present within five minutes after the time appointed for the meeting or is present but unable or unwilling to take the chair, the chair shall be taken by the Vice-Chair of the Association. If the Chair and Vice-Chair of the Association are both absent or unwilling to take the chair, the Directors who are present shall elect one of their number to chair the meeting.
- D11. Questions arising at a meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes, the person chairing the meeting shall have a casting vote.
- D12. The quorum for Board meetings may be fixed by the Directors and (unless so fixed at any other number) shall be five, of whom at least three must be Member-Appointed Directors.
- D13. The continuing Directors or a sole continuing Director may act despite any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a General Meeting.
- D14. All acts done by a meeting of Directors, or of a committee of Directors shall (despite the fact that it is discovered afterwards that there was a defect in the appointment of any 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.

- D15. A resolution in writing signed by not less than three quarters of the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors (subject to a minimum of five Directors) shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form, each signed by one or more of the Directors.
- D16. If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the person chairing the meeting and his/her ruling in relation to any Director other than himself/herself shall be final and conclusive.
- D17. The Directors shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of officers made by the Directors; and
  - (b) of all proceedings at meetings of the Association and of the Directors and of committees of Directors, (including the names of the Directors present at each such meeting).

#### **DISCLOSURE OF INTERESTS**

- D18. Subject to the provisions of the Act, and provided that he/she has disclosed to the Board the nature and extent of any material interest of his/hers, a Director (despite his/her office):
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested;
  - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any corporate body promoted by the Association or in which the Association is otherwise interested;
  - (c) shall not, by reason of his/her office, be accountable to the Association for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such corporate body; and
  - (d) any such transaction or arrangement shall be valid and binding on the Association despite such interest or benefit.
- D19. If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Association in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes unless
- (a) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

- (b) the Director's conflict of interest arises from arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former Directors.

D20. If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes by reason of Article **D19**, the question may, before the conclusion of the meeting, be referred to the person chairing the meeting whose ruling in relation to any Director other than himself/herself is to be final and conclusive. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the person chairing the meeting, the question is to be decided by a decision of the Directors at that meeting, for which purpose the person chairing the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

### **COMPOSITION OF THE BOARD OF DIRECTORS**

D21. The Board shall consist of:

- (a) the Chair of the Association,
- (b) the Vice-Chair of the Association,
- (c) the Member Director,
- (d) the Chief Executive (if appointed by the Board, see Article **D22** below),
- (e) the Finance Director (if appointed by the Board, see Article **D22** below),
- (f) up to two non-executive directors appointed by the Board (on appointment by the Board, see Article **D23** below),
- (g) the Club Leader (appointed by the Club Council from amongst its number),
- (h) the Club Treasurer (appointed by the Club Council from amongst its number).

D22. The Board shall have the power from time to time by resolution to appoint the Association's Chief Executive as a Director and to appoint the Association's Finance Director as a Director. The Board may remove from office as a Director any person appointed by them pursuant to this Article and appoint a replacement.

D23. The Board shall have the power from time to time by resolution to appoint up to two persons as non-executive members of the Board and may remove any person appointed by them pursuant to this Article and appoint a replacement.

## CHAIR AND VICE-CHAIR OF THE ASSOCIATION

D24. The Chair and Vice-Chair of the Association shall be elected as follows:

- (a) Subject to paragraph (l) below, the Chair and Vice-Chair of the Association shall each be elected by postal ballot of the Voting Members, which shall be conducted in accordance with this Article.
- (b) The Chair and Vice-Chair of the Association shall each hold office from the close of the Annual General Meeting at which he/she is elected until the close of the third following Annual General Meeting, at which he/she will be eligible for re-election.
- (c) No person may stand for election as the Chair or Vice-Chair of the Association at any Annual General Meeting unless they have been a member of the Association throughout the five year period ending on the date of the meeting.
- (d) A candidate standing for election as Chair or Vice-Chair of the Association at an Annual General Meeting must be nominated by: (i) at least 50 Voting Members or (ii) the Board.
- (e) In the case of a nomination by Voting Members, written notice of the nomination signed by at least 50 Voting Members and the relevant candidate must be sent to the Secretary at least fourteen weeks before the Annual General Meeting.
- (f) In the case of a nomination by Voting Members for the post of Chair or Vice-Chair, the written nomination must state that the nominating members believe their candidate has the requisite skills, attributes and experience in order to obtain any regulatory approvals required to hold office as Chair or Vice-Chair.
- (g) A nomination by the Board shall be effected by the passing of a resolution by the Board and shall not require counter-signature by other Voting Members. The Board may not nominate more than one candidate at a time for each position.
- (h) Ballot forms in such form as may be approved by the Board from time to time will be sent by the Association to the Voting Members not less than 21 days before each Annual General Meeting. A Voting Member wishing to participate in the ballot must return his/her duly completed ballot form to the Secretary at the Association's registered office not less than five days before the time appointed for the holding of the meeting.

- (i) The ballot form of an Ordinary Member who has not paid all subscriptions due to the Association at least five days before the day of the Annual General Meeting shall be disregarded and his/her votes shall not be counted.
  - (j) The results of the ballot shall be announced at the Annual General Meeting. Any person appointed as a result of the ballot shall be deemed to have been appointed immediately after the close of that Annual General Meeting.
  - (k) In the case of any equality of votes between two or more candidates for either position, the candidate(s) to be appointed shall be selected by the drawing of lots by the person chairing the Annual General Meeting.
  - (l) If on any occasion there is only one candidate standing for election as Chair or Vice-Chair of the Association, no postal ballot shall take place for the position in question. In these circumstances, the one candidate standing for election shall automatically be appointed and shall be deemed to have been elected by postal ballot.
- D25. If for any reason there shall be a vacancy in the position of Chair or Vice-Chair of the Association at any time, the Board may by resolution appoint a successor to fill the vacancy but (except where the appointment is made pursuant to Article **D32**) the successor so appointed shall be subject to retirement at the same time as if he/she had become Chair or Vice-Chair of the Association (as the case may be) on the date on which his/her predecessor was elected.

#### **MEMBER DIRECTOR**

- D26. Subject to Article **D28**, the member of the Association who is appointed as Member Director shall be elected by postal ballot of the Voting Members conducted in accordance with these Articles and shall hold office from the close of the Annual General Meeting at which he/she is elected until the close of the third Annual General Meeting after the meeting at which he/she was elected, at which he/she will be eligible for re-election for one further term. No person may hold office as a Member Director for more than two consecutive terms.
- D27. No person may first be appointed as the Member Director if at any time during the two years prior to the date on which his/her appointment would otherwise take effect he/she has held any of the following offices within the Association: Board member, member of the Club Council, Governor, Vice-President of the Association, Interest Group committee member or member of one of the Association's previous Specialist Committees.
- D28. If the office of Member Director becomes vacant before the normal expiry of a three year term of office, the Board may by resolution appoint a successor to fill the vacancy but the successor so appointed shall be subject to retirement at the same time as if he/she had been appointed as Member Director on the date on which his/her predecessor was appointed to that office.
- D29. Subject to Article **D30**, the postal ballot for the Member Director shall be conducted as follows:



- (a) A Voting Member desiring to nominate a member of the Association for election as Member Director at an Annual General Meeting to be held in any calendar year shall give written notice of such nomination to the Secretary at the Association's registered office at least fourteen weeks before the Annual General Meeting (accompanied by the written consent of the relevant candidate). A Voting Member may not nominate himself/herself.
  - (b) Ballot forms in such form as may be approved by the Board from time to time will be sent by the Association to the Voting Members not less than 21 days before each Annual General Meeting.
  - (c) A Voting Member wishing to participate in the ballot must return his/her duly completed ballot form to the Secretary at the Association's registered office not less than five days before the time appointed for the holding of the meeting.
  - (d) The ballot form of an Ordinary Member who has not paid all subscriptions due to the Association at least five days before the day of the Annual General Meeting shall be disregarded and his/her votes shall not be counted.
  - (e) The results of the ballot shall be announced at the Annual General Meeting. Any person appointed as a result of the ballot shall be deemed to have been appointed immediately after the close of that Annual General Meeting.
  - (f) In the case of any equality of votes between two or more candidates, the candidate(s) to be appointed shall be selected by the drawing of lots by the person chairing the Annual General Meeting.
- D30. If on any occasion there is only one candidate standing for election as Member Director, no postal ballot shall take place for the post in question. In these circumstances, the one candidate standing for election shall automatically be appointed and shall be deemed to have been elected by postal ballot.

#### **SECRETARY**

- D31. Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

#### **REGULATORY APPROVALS**

- D32. If the appointment of any individual as Chair, Vice-Chair or a Director of the Association requires approval by the Financial Conduct Authority or any other regulator before the appointment can take effect ("regulatory approval"), the appointment shall not take effect until regulatory approval has been obtained. Pending regulatory approval, the individual shall be entitled to receive notice of, attend and speak at meetings of the Board but he/she shall not be entitled to vote at such meetings. If regulatory approval is not obtained within six months after the date on which the appointment would otherwise have taken effect then at the end of that six month period the appointment shall be deemed null and void and the said individual shall cease to be

entitled to receive notice of, attend and speak at meetings of the Board. In those circumstances:

- (a) the relevant individual may not stand for election or appointment to a post within the Association requiring regulatory approval for eighteen months after the expiry of that six month period; and
- (b) the Board shall then have the power (subject to regulatory approval) to appoint another person to the post in question and (subject to regulatory approval) that person shall hold office until the next Annual General Meeting of the Association, unless the notice of the Annual General Meeting has been circulated to the members before the date of his/her appointment, in which event he/she shall hold office until the second following Annual General Meeting. A person appointed pursuant to this power as Chair or Vice-Chair of the Association must have been a member of the Association throughout the five year period prior to their appointment.

#### **OFFICERS' INDEMNITY**

D33. Without prejudice to any indemnity to which a relevant officer is otherwise entitled:

- (a) each relevant officer shall be indemnified out of the Association's assets against all relevant loss and in relation to the Association's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act), including any liability incurred by him/her in defending any civil or criminal proceedings, in which judgment is given in his/her favour or in which he/she is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his/her part or in connection with any application in which the court grants him/her, in his/her capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Association's (or any associated company's) affairs; and
- (b) the Association may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him/her in connection with any proceedings or application referred to in Article **D33 (a)** and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

D34. These Articles do not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

D35. The Directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant officer in respect of any relevant loss.

**PART E: PRESIDENT AND GOVERNORS**

**THE PRESIDENT**

- E1. The Association shall have a President.
- E2. The President shall be appointed by the Board from among the members of the Association and shall hold office until his/her death or resignation or termination of the appointment at any time by the Board which shall fill any vacancy occurring in the office by making a new appointment.
- E3. Appointment to the office of President shall automatically confer on the appointee Life Membership of the Association.
- E4. The President shall be a Governor and (for so long as he/she shall wish) shall be the chair of the Governors. Subject thereto, the President shall not hold any other office in relation to the Association.

**GOVERNORS**

- E5. The Association shall have a board of governors (“the Governors”). The maximum number of Governors shall be 11 (including the President).
- E6. The Governors’ role is to be the guardians of the Association’s ethos, to monitor the activities and management of the Association and the Club Council and to assess whether the Association operates in a manner that is consistent with its Memorandum and Articles of Association and in the collective interests of its members. The Governors shall also monitor strategy, policy, nominations and appointments.
- E7. At each Annual General Meeting of the Association the Governors will present a report to the members present on the Association’s activities in the period since the previous Annual General Meeting and on any other issues falling within Article E6.
- E8. The Governors may delegate any of their powers under these Articles to any committee consisting of one or more of the Governors. Any such delegation may be made subject to any conditions the Governors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee whose members include two or more Governors shall be governed by the Articles regulating the proceedings of Governors so far as they are capable of applying.
- E9. The Chair of the Association shall have the power, on the recommendation of the Club Council and with the approval of the Board, to appoint a member of the Association as a Governor, to determine the term of office of any Governor and to remove any Governor from office. Ordinarily a Governor will hold office for a term of

five years but he/she may be invited by the Chair of the Association to hold office as Governor for a further term of five years.

- E10. No person may be appointed as a Governor unless he/she is a member of the Association.
- E11. (Subject to Article **E4**) a Governor may not hold any other office within the Association. When a Vice-President or Fellow of the Association is appointed as a Governor his/her position as Vice-President or Fellow shall be suspended for so long as he/she is a Governor and shall revive again when he/she ceases to be a Governor.
- E12. A Governor may resign his/her office by giving notice in writing to the Secretary at any time.
- E13. An assessment panel established by the Club Council shall identify persons suitable for appointment as Governor.

### **MEETINGS OF THE GOVERNORS**

- E14. Subject to these Articles, the Governors shall regulate their meetings as they see fit.
- E15. The Governors shall meet not less than twice a calendar year. A quorum for meetings of the Governors shall be one half of their number (rounded up to the nearest whole number).
- E16. A Governor may participate in a meeting of the Governors (or any committee thereof) by means of a conference telephone or any other communication equipment which allows all persons participating in the meeting to hear one another. Such a participant shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. The meeting shall be deemed to take place where the largest group of those participating is assembled or (if there is no such group) where the person chairing the meeting then is.
- E17. The Secretary shall convene a meeting of the Governors on the request of the President or any two Governors. A notice convening a meeting of the Governors need not be in writing.
- E18. It shall not be necessary to give notice of a meeting of the Governors to a Governor who is absent from the United Kingdom.
- E19. The President (if present) shall take the chair at every meeting of the Governors. If he/she is not present within five minutes after the time appointed for the meeting or is unwilling or unable to take the chair, the Governors present at any meeting of the Governors shall elect one of their number to chair the meeting.
- E20. Questions arising at a meeting of the Governors shall be decided by a majority of votes. In the case of an equality of votes, the person chairing the meeting shall have a casting vote.
- E21. A resolution in writing signed by not less than three quarters of the Governors entitled to receive notice of a

meeting of the Governors or of a committee of the Governors shall be as valid and effectual as if it had been passed at a meeting of the Governors or (as the case may be) a committee of the Governors duly convened and held and may consist of several documents in the like form each signed by one or more of the Governors.

#### VICE-PRESIDENTS

- E22. The Board may confer upon members of the Association the title “Vice-President”, “Honorary Vice-President” or “Fellow” or any other such title as it may see fit from time to time and shall have the power to remove any title so conferred. Vice-Presidents, Honorary Vice-Presidents and Fellows shall automatically be Life Members. Subject thereto, the privileges attaching to any such title shall be as determined by the Board from time to time.

### PART F: CLUB COUNCIL ETC

#### CLUB COUNCIL

- F1. The Association shall have a Club Council which shall oversee the club activities of the Association (for example motor sport, motorcycling, social, camping and caravanning events and the local groups). The Club Council shall have the power to determine (and from time to time amend) its own terms of reference subject to these Articles and the prior approval of the Board (such approval not to be unreasonably withheld).
- F2. The Club Council shall consist of:
- |     |  |  |
|-----|--|--|
| (a) | the Club Leader                        | (who shall be appointed by the Club Council from amongst its number) |
| (b) | the Club Deputy Leader                 | (who shall be appointed by the Club Council from amongst its number) |
| (c) | the Club Treasurer                     | (who shall be appointed by the Club Council from amongst its number) |
| (d) | the Club Captain                       | (who shall be elected by postal ballot of the Voting Members)        |
| (e) | the Motoring Groups Leader             | (who shall be appointed pursuant to Article <b>F28</b> )             |
| (f) | the Camping & Caravanning Group Leader | (who shall be appointed by the Camping & Caravanning Group)          |
| (g) | the Social Group Leader                | (who shall be appointed by the Social Group)                         |
| (h) | Three Local Groups Representatives     | (who shall be appointed pursuant to Article <b>F31</b> )             |

- (i) Two independent council members (who shall be elected by postal ballot of the Voting Members)

#### **CLUB LEADER, DEPUTY LEADER AND CLUB TREASURER**

- F3. The Club Council shall have the power from time to time by resolution to appoint from amongst their number three persons to serve as Club Leader, Deputy Club Leader and Club Treasurer and may at any time remove any person appointed by them pursuant to this Article and appoint a replacement **PROVIDED THAT:**
- (a) no person may be appointed unless he/she has consented so to act; and
- (b) a person appointed as Club Leader, Deputy Club Leader or Club Treasurer who immediately prior to his/her appointment holds any of the other offices listed in Article **F2** shall automatically retire from that other office(s) on appointment as Club Leader, Deputy Club Leader or Club Treasurer (as the case may be).
- F4. The Club Council shall decide the term of office of the Club Leader, Deputy Club Leader and Club Treasurer (ordinarily a period of three years).
- F5. The Club Leader and the Club Treasurer shall be members of the Board.
- F6. The Club Leader and the Club Treasurer shall be responsible (amongst other things) for liaison between the Club Council and the Board and for liaison between the Club Council and the Governors.

#### **CLUB CAPTAIN**

- F7. Subject to Articles **F35** (only one candidate standing) and **F37** (casual vacancies), the Club Captain shall be appointed by postal ballot of the Voting Members conducted in accordance with these Articles and shall hold office from the close of the Annual General Meeting at which he/she is elected until the close of the third Annual General Meeting after the meeting at which he/she was elected, at which he/she will be eligible for re-election.

#### **INDEPENDENT COUNCIL MEMBERS**

- F8. The Club Council shall include two Independent Council Members (ICMs) who shall be elected by postal ballot of the Voting Members.
- F9. No person may first be elected as an ICM if at any time during the two years prior to the date on which his/her election would otherwise take effect he/she has held any of the following offices within the Association: Board member, member of the Club Council (including Leader, Deputy Leader, Treasurer and Captain), Governor, Club Captain, Vice-President of the Association, Interest Group Committee Member or member of one of the Association's previous Specialist Committees.

F10. Subject to Article **F11** (transitional purposes) and Article **F37** (casual vacancies), an ICM shall hold office for a period of two years from the close of the Annual General Meeting at which the results of the postal ballot for his/her election are announced or until he/she resigns (if earlier). At the end of his/her term of office an ICM may stand for re-election.

F11. For transitional purposes:

- The two ICMs appointed at the 2015 Annual General Meeting of the Association shall hold office for one year only. All (if any) other ICMs holding office immediately prior to the 2015 Annual General Meeting shall cease to be ICMs at the close of that Annual General Meeting.
- Two ICMs shall be appointed with effect from the 2016 Annual General Meeting of the Association, the candidate attaining the highest number of votes serving for two years from that meeting and the candidate attaining the second highest number of votes serving for one year from that meeting.

#### **DELEGATION TO COMMITTEES**

F12. The Club Council may delegate any of its powers to any committee consisting of one or more of the members of the Club Council. It may also delegate to any member of the Club Council such of its powers as it considers desirable to be exercised by him/her. Any such delegation may be made subject to any conditions as the Club Council may impose, and either collaterally with or to the exclusion of its own powers and may be revoked or altered.

#### **MEETINGS OF THE CLUB COUNCIL**

F13. Subject to these Articles, the Club Council may regulate its proceedings as it thinks fit.

F14. Any three members of the Club Council may convene a meeting of the Club Council. A notice calling a meeting of the Club Council need not be in writing.

F15. It shall not be necessary to give notice of a meeting of the Club Council to a member of the Club Council who is absent from the United Kingdom.

F16. Questions arising at a meeting of the Club Council shall be decided by a majority of votes. In the case of an equality of votes, the person chairing the meeting shall have a casting vote.

F17. The quorum for meetings of the Club Council may be fixed by the Club Council and (unless so fixed at any other number) shall be eight.

F18. The Deputy Club Leader, if present, shall take the chair at every meeting of the Club Council or if he/she is not present within five minutes after the time appointed for the meeting or is present but unable or unwilling to

chair the meeting, the chair shall be taken by the Club Leader. If the Club Leader and Deputy Club Leader are both absent or unwilling to take the chair, the members of the Club Council who are present shall elect one of their number to chair the meeting.

- F19. The continuing member(s) of the Club Council may act despite any vacancies in their number, but, if the number of members of the Club Council is less than the number fixed as the quorum, the continuing members of the Club Council may act only for the purpose of filling vacancies.
- F20. A member of the Club Council may participate in a meeting of the Club Council by means of a conference telephone or any other communication equipment which allows all persons participating in the meeting to hear each other. Such a participant shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. The meeting shall be deemed to take place where the largest group of those participating is assembled or (if there is no such group) where the person chairing the meeting then is.
- F21. A resolution in writing signed by three-quarters of the members of the Club Council shall be as valid and effectual as if it had been passed at a meeting of the Club Council duly convened and held and may consist of several documents in the like form each signed by one or more of the members of the Club Council.
- F22. The Club Council shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of officers made by the Club Council; and
  - (b) of all proceedings at meetings of the Club Council (including the names of the members present at each such meeting).

#### **INTEREST GROUPS**

- F23. The Club Council shall have the power to establish such interest groups as it shall from time to time think fit (“Interest Groups”), for example a Social Group and a Camping & Caravanning Group, and shall have the power to disband any Interest Groups that the Club Council shall decide are no longer required.
- F24. Subject to these Articles:
- (a) the rules relating to the appointment of the Leader of an Interest Group shall be as determined from time to time by the Club Council with the approval of the Board; and
  - (b) subject to paragraph (a) above, the terms of reference of each Interest Group and the rules relating to its membership, constitution, election processes, accountability and governance shall be as determined from time to time by the Club Council.
- F25. Each Interest Group shall have a committee made up of Members. No person may sit on the committee of an



Interest Group unless he/she has registered as a member of that Interest Group or has participated in an event organised by the Interest Group within the previous 3 years except that for transitional purposes:

- (a) The members of the committee of the Social Group immediately following the 2015 Annual General Meeting of the Association shall be those persons who would have been members of the Association's previous Social Committee had the 2015 Special Resolution(s) not been passed.
- (b) The members of the committee of the Camping & Caravanning Group immediately following the 2015 Annual General Meeting of the Association shall be those persons who would have been members of the Association's previous Camping & Caravanning Committee had the 2015 Special Resolution(s) not been passed.

F26. For so long as the Association shall have a Social Group, the Group shall appoint from their number a Leader and the Social Group Leader shall be a member of Club Council.

F27. For so long as the Association shall have a Camping & Caravanning Group, the Group shall appoint from their number a Leader and the Camping & Caravanning Group Leader shall be a member of Club Council.

#### **MOTORING GROUPS LEADER**

F28. The Club Council shall make arrangements for the motoring-related Interest Groups (identified by Club Council) to elect from their number a Motoring Groups Leader to hold office for a term of one year. The arrangements relating to the election of the Motoring Groups Leader shall be as determined by the Club Council from time to time (with the approval of the Board). The Motoring Groups Leader shall be a member of Club Council.

#### **LOCAL GROUPS & THEIR REPRESENTATIVES ON CLUB COUNCIL**

F29. The Association has local groups ("Local Groups"), each of which is run by a local group committee.

F30. Subject to these Articles (including Article **F31**) the terms of reference of the Local Groups and the rules relating to their membership, constitution, election processes, accountability and governance shall be as determined from time to time by the Club Council.

F31. The committees of the Local Groups shall elect up to three Members to sit on Club Council as representatives of the Local Groups ("Local Groups Representatives"). Their term of office on Club Council shall be one year. The arrangements relating to the appointment of the Local Groups Representatives shall be as determined from time to time by the Club Council with the approval of the Board.

#### **OTHER PANELS AND COMMITTEES**

F32. The Club Council may establish such panels, groups and committees as it shall see fit from time to time and shall have the power to disband any such panel, group or committee that the Club Council shall decide is no

longer required.

- F33. The Club Council shall determine the terms of reference of any such new panel, group or committee and shall have the power to amend those terms of reference as it shall see fit from time to time. Subject to these Articles, the rules relating to the membership, constitution, election processes, accountability and governance of any such panel, group or committee shall be as determined by the Club Council from time to time.

#### **POSTAL BALLOT –CLUB CAPTAIN AND ICMs**

- F34. Subject to Article **F35** (only one candidate standing), the postal ballot for the Club Captain and the ICMs shall be conducted as follows:
- (a) A Voting Member desiring to nominate a member of the Association for election to one of the positions referred to above at an Annual General Meeting to be held in any calendar year shall give written notice of such nomination to the Secretary at the Association's registered office at least fourteen weeks before the Annual General Meeting (accompanied by the written consent of the relevant candidate). A Voting Member may not nominate himself/herself.
  - (b) Ballot forms in such form as may be approved by the Board from time to time will be sent by the Association to the Voting Members not less than 21 days before each Annual General Meeting.
  - (c) A Voting Member wishing to participate in the ballot must return his/her duly completed ballot form to the Secretary at the Association's registered office not less than five days before the time appointed for the holding of the meeting.
  - (d) The ballot form of an Ordinary Member who has not paid all subscriptions due to the Association at least five days before the day of the Annual General Meeting shall be disregarded and his/her votes shall not be counted.
  - (e) The results of the ballot shall be announced at the Annual General Meeting. Any person appointed as a result of the ballot shall be deemed to have been appointed immediately after the close of that Annual General Meeting.
  - (f) In the case of any equality of votes between two or more candidates for any position, the candidate(s) to be appointed shall be selected by the drawing of lots by the person chairing the Annual General Meeting.
- F35. If on any occasion there is only one candidate standing for election as Club Captain or ICM, no postal ballot shall take place for the post in question. In these circumstances, the one candidate standing for election shall automatically be appointed to the post in question and shall be deemed to have been elected by postal ballot.

F36. If at the 2016 Annual General Meeting there are only two candidates standing for election as ICM, no postal ballot shall take place and both candidates shall automatically be appointed as ICM and shall be deemed to have been elected by postal ballot.

#### **CASUAL VACANCIES IN CLUB POSTS**

F37. If for any reason there shall be a vacancy in the positions listed below, the Club Council may by resolution appoint a successor to fill the vacancy but the successor so appointed shall be subject to retirement at the same time as if he/she had been appointed to the relevant office on the day on which the person in whose place he/she was elected or appointed, as the case may be, to that office. The offices to which this Article applies are:

- (a) Club Leader;
- (b) Club Deputy Leader;
- (c) Club Treasurer;
- (d) Club Captain;
- (e) Motoring Groups Leader;
- (f) Camping & Caravanning Group Leader;
- (g) Social Group Leader;
- (h) Local Groups Representative; and
- (i) ICM.

F38. The Board shall have the power to make such transitional arrangements as it sees fit during the year following the 2015 Annual General Meeting of the Association in order to give effect to the new Club structure provided for by the revisions to Part F of these Articles, after consultation with members of Club Council and the Governors.

<b>PART G: GENERAL</b>
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#### **ACCOUNTS**

G1. The Board shall cause true accounts to be kept of the Association's business and transactions, and of all sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and all assets and liabilities of the Association.

- G2. Once a year the Board shall lay before the Association in General Meeting a statement of the income and expenditure for the past year, made up to 31 December then last past or such other date as the Board may decide.

#### **AUDIT**

- G3. Auditors of the Association shall be appointed and their duties regulated in accordance with the Act.
- G4. The Auditors shall at all reasonable times have free access to all the books and accounts of the Association and all members of the Association shall personally give any information they can which the Auditors may require from them.
- G5. Every account of the Association when audited and approved by a General Meeting shall be conclusive.

#### **COMMON SEAL**

- G6. The Board shall have custody of the Seal.
- G7. The Seal shall be affixed to any document in the presence of two Directors or one Director and the Secretary.

#### **NOTICES**

- G8. The Association can send, deliver or serve any notice or other document to or on a member of the Association:
- (a) personally;
  - (b) by sending it through the postal system addressed to the member at his/her registered address or by leaving it at that address addressed to the member;
  - (c) where appropriate, by sending or supplying it in electronic form to an address notified by the member to the Association for that purpose;
  - (d) where appropriate, by making it available on a website and notifying the member of its availability in accordance with these Articles; or
  - (e) by any other means authorised in writing by the member.
- G9. Where a member has a registered address outside the United Kingdom but has notified the Association of an address within the United Kingdom at which notices, documents or other information may be given to him/her or has given to the Association an address for the purposes of communications by electronic means at which notices, documents or other information may be served, sent or supplied to him/her, he/she shall be entitled to have notices served, sent or supplied to him/her at such address or, where applicable, the Association may make them available on a website and notify the holder of that address. Otherwise no such member shall be entitled to receive any notice, document or other information from the Association.

- G10. If on two occasions within any consecutive 12 month period any notice, document or other information has been sent to any member of the Association at his/her registered address or his/her address for the service of notices (by electronic means or otherwise) but has been returned undelivered, such member shall not be entitled to receive notices, documents or other information from the Association until he/she shall have communicated with the Association and supplied in writing a new registered address or address within the United Kingdom for the service of notices or has informed the Association of an address for the service of notices and the sending or supply of documents and other information in electronic form. For these purposes, any notice, document or other information served, sent or supplied by post shall be treated as returned undelivered if the notice, document or other information is served, sent or supplied back to the Association (or its agents) and a notice, document or other information served, sent or supplied in electronic form shall be treated as returned undelivered if the Association (or its agents) receives notification that the notice, document or other information was not delivered to the address to which it was served, sent or supplied.
- G11. The Association may at any time and in its sole discretion choose to serve, send or supply notices, documents or other information in hard copy form alone to some or all of the members.
- G12. Notice may also be given by publication in or by being dispatched with the Magazine and any notice so published or dispatched shall be deemed to have been served on every member of the Association.
- G13. Any notice, document or other information, if served, sent or supplied by electronic means shall be deemed to have been received on the day on which the electronic communication was sent by or on behalf of the Association notwithstanding that the Association subsequently sends a hard copy of such notice, document or other information by post. Any notice, document or other information made available on a website shall be deemed to have been received on the day on which the notice, document or other information was first made available on the website or, if later, when a notice of availability is received or deemed to have been received pursuant to this Article. Proof that the notice, document or other information was properly addressed shall be conclusive evidence that the notice by electronic means was given.
- G14. A member present, either in person or by proxy, at any General Meeting shall be deemed to have received notice of the meeting and the purposes for which it was convened.
- G15. Where any matter is being put to a postal ballot in accordance with these Articles, the Board may give Voting Members the option to vote on-line by using an on-line security-protected facility made available by the Association. The proceedings at a General Meeting shall not be invalidated where any such on-line system has failed due to technical problems provided the ballot forms have been otherwise available to the Voting Members (e.g. by post or on the Association's website).

#### **NO DIVIDENDS**

- G16. The income of the Association shall not be available for dividend or other distribution to the members but shall be used in the advancement of the objects for which the Association is established.

## WINDING-UP

- G17. If the Association is wound-up (whether the liquidation is voluntary or compulsory) the surplus assets of the Association shall be divided equally amongst the Ordinary Members of the Association at the date of liquidation.