

CALEDONIAN CLASSIC AND HISTORIC MOTOR SPORT CLUB LTD

MEMORANDUM AND ARTICLES OF ASSOCIATION AND CONSTITUTION

COMPANY NUMBER: SC185275

REGISTERED OFFICE: 2 MARKET STREET, BONESS, EH51 9AD

1. TITLE

The title of the Club will be 'Caledonian Classic and Historic Motor Sport Club Ltd', hereafter referred to as 'The Club'.

2. OBJECTIVES

- a. To further interest in motoring and motorsport.
- b. To promote motoring events in accordance with the Rules of Motorsport UK.
- c. To arrange lectures, discussions, social and other meetings.
- d. To provide members with information, advice and assistance on matters connected with motoring and motorsport.
- e. To afford members such benefits and privileges as it may be possible to arrange.

3. PRIVACY POLICY

The Privacy Policy is in accordance with the Rules of Motorsport UK and is available on The Club's website.

4. MEMBERSHIP

Any person over the age of 18 years. Eighteen is the legal age to be a shareholder in a company, even when there is no monetary value. Persons under 18 years of age may be Junior Associate Members of the Club but will have no voting rights.

5. APPLICATION FOR MEMBERSHIP OF THE CLUB

Application for membership of The Club will be submitted to the Company Secretary. All applications must be made by an individual in their own name and the Company Secretary will provide a membership card. The acceptance of applications will be at the discretion of the Board of Directors. Membership of The Club will only continue for the period covered by that current subscription and should be renewed annually thereafter.

6. SUBSCRIPTION

Subscription rates will be set at each Annual General Meeting.

7. PAYMENT OF SUBSCRIPTION

Subscription will be due for renewal on 1 April each year. Members will receive a reminder prior to this date. Payment can be made by cheque, BACS payment or Standing Order. Membership will lapse if subscription is not paid within 60 days.

8. HONORARY MEMBERS

The Board of Directors may elect, as honorary members, any person distinguished in promoting the cause of motoring in general, motorsport and The Club. Honorary members may attend Annual General Meetings and Extraordinary General Meetings but have no voting rights.

9. MANAGEMENT OF THE CLUB

The authority and responsibility for the transaction of the business of The Club and its management will be vested in a Board of Directors.

10. ELECTION OF DIRECTORS

Directors will be elected at the AGM for a period of three years, after which they may stand for re-election. The Club will appoint one third each of the Directors for one, two and three-year terms. At each AGM the retiring Directors will be eligible for re-election.

11. BOARD OF DIRECTORS

The Board of Directors will consist of not less than seven or more than twelve members. One half of the Board of Directors will form a Quorum. The Board of Directors must appoint a Chairperson, a Company Secretary and a Company Treasurer who are ex officio elected members of the Board of Directors.

The main duties of the:

- a. Chairperson is to manage the Board of Directors' meeting.
- b. Company Secretary is to attend all Board meetings in person or arrange another Board member to take and produce minutes of the proceedings and communicate to all fully paid up members as required.
- c. Company Treasurer is to undertake all financial aspects of The Club including annual financial statements as necessary.

Nomination of candidates for election to the Board of Directors must be received by the Company Secretary not less than seven days before the Annual General Meeting. Nominations must be signed by both the proposing member and the member seconding the proposed nominee. The nominee must also sign to confirm that they are willing to serve. With the permission of the Chairperson, provided the proposer, seconder and nominee are all present, nominations can be put forward at the Annual General Meeting if the proposed nominee is willing to serve.

The Board of Directors will have the power to appoint a sub-committee of not less than three Directors to meet on its behalf in respect of any matter deemed appropriate.

The Board of Directors will have the power to co-opt other members for specific tasks as they deem necessary.

12. MEETINGS OF BOARD OF DIRECTORS

The Company Secretary will give at least seven days' notice of proposed Board of Directors' meetings.

The Chairperson will have an additional casting vote at any Board of Directors' meetings in the event of a tied vote.

13. ATTENDANCE AT BOARD OF DIRECTORS' MEETINGS

Any Director who, without sufficient reason, absent themselves from three consecutive Board meetings, may be called upon to resign their position.

14. BANKING

All monies of The Club will be banked by the Company Treasurer in the name of The Club. No payments will be made except in accordance with the form or forms authorized by the Board of Directors. A BACs system is available for transactions between members and The Club.

15. ANNUAL GENERAL MEETING

The AGM will be held in the month of April / May at a time, date and place to be decided by the Board of Directors. Intimation of the AGM, together with the financial statement will be sent to all members twenty-one days prior to the meeting. The agenda for the AGM will be sent to all members five days prior to the meeting. The fact that any member has not received a copy of the agenda will not invalidate the proceedings.

Only items on the agenda can be discussed at the AGM. Any member wishing an item to be included in any AGM's Agenda should notify the Company Secretary in writing, fourteen days prior to the meeting. This request should be seconded by another member of The Club.

Only fully paid up members can take part and vote at the AGM. Each member will have one vote on each matter. A majority of votes decides a resolution, but in the event of a tied vote, the Chairperson will have an additional casting vote at all Annual General Meetings.

At any AGM twelve members may demand a secret ballot on a specific subject. The meeting shall be adjourned and reconvened to a time and place to be named by the Chairperson following a postal vote of all members of The Club. The outcome of the postal vote will be reported to the reconvened meeting and the decision will be final. This reconvened meeting must take place within 28 days of the original meeting.

The AGM will:

- a. Receive a statement of the financial position of The Club, showing income and expenditures for the year.
- b. Receive a report of the activities of The Club during the said year.
- c. Elect the Board of Directors. The Board of Directors will serve a three-year term. Thereafter they may be re-elected.
- d. Consider any other competent business which has been duly notified to the Company Secretary in writing fourteen days prior to the meeting and included in the agenda.

16. EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting can be convened by direction of the Board of Directors to address a specific subject. At any Extraordinary General Meeting, the Chairperson will have an additional casting vote in the event of a tied vote.

A request from a fully paid up member of The Club for an Extraordinary General Meeting stating the purpose, must be sent to the Company Secretary in writing and supported and signed by not less than twelve ordinary members. The Board of Directors will convene a meeting within twenty-one days. If this does not happen, the twelve members may convene such a meeting and it will require fifteen members to form a Quorum. The Board of Directors would require to take action in line with the outcome of the Extraordinary General Meeting organized by the members.

17. ARTICLES OF ASSOCIATION AND CONSTITUTION

Articles of Association and Constitution of The Club are available on The Club's website.

18. ALTERATIONS TO THE ARTICLES OF ASSOCIATION AND CONSTITUTION

Any alterations to the Articles of Association and Constitution can be made at an Extraordinary General Meeting provided:

- a. That details of the proposed alteration or alterations are included in the notice of the Extraordinary General Meeting.
- b. The resolution proposing such alterations be carried by two thirds of those present. A Quorum will be fifteen members.

19. USE OF CLUB NAME AND ADDRESS

The name and address of The Club must not be given by a member as their address for trade, advertising or business purposes or in connection with any legal proceedings. Any infringement will result in membership of The Club being withdrawn immediately.

20. DISCIPLINARY PROCEEDINGS

In the event of circumstances being reported in writing to the Board of Directors, where a member of The Club is alleged to have brought The Club into disrepute, the Board of Directors will appoint a sub-committee of at least three Board members to fully investigate the matter. The sub-committee will invite the member to give their response in writing to the allegations or to attend a meeting with the sub-committee within fourteen days, where a record of the meeting will be taken, and all present will receive a copy of the record of the meeting within fourteen days. The sub-committee will make a recommendation to the Board of Directors following this procedure. The member will receive a copy of this recommendation. The Board of Directors will decide if any further action is required and advise the member accordingly. The member will have the right to appeal within twenty-one days to the Board of Directors' decision. The Board of Directors will consider an appeal; however, if the Board's decision continues to be rejected, then Motorsport UK will be requested to adjudicate.

21. DISSOLUTION OF THE CLUB

The Club may be dissolved by an Extraordinary General Meeting convened by direction of the Board of Directors, or at the request of the majority of fully paid up members.

If the resolution of dissolution is passed, the Board of Directors will forthwith liquidate The Club. Any surplus assets will be disposed of by distributing them in equal amounts to a named charity or charities as identified by the Board of Directors. Any member of the Board of Directors having any connection with the proposed charity or charities, other than as a donator, will invalidate that charity or charities from the list of nominated charity or charities to receive a share of the surplus assets.

As a Company Limited by guarantee, The Club does not have a share capital. In the event of dissolution and The Club having debts, all members will be due to pay one pound.