

THE COMPANIES ACT 1985

A COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

DEUX CHEVAUX CLUB OF GREAT BRITAIN (2CVGB) LIMITED

INTERPRETATION

1. Preliminary

1.1 Subject as hereinafter provided the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and The Companies Act 1985 (Electronic Communications) Order 2000 (such Table being hereinafter called "**Table A**") shall apply to the Club.

1.2 Regulations 2 to 35 inclusive, 41, 54, 55, 57, 59, 73 to 79 inclusive, 80,102 to 108 inclusive, 110, 114, 116 and 117 in Table A shall not apply to the Club.

2. In these articles:

2.1 "**Act**" means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force;

2.2 "**Annual General Meeting**" means the annual general meeting of the Club;

2.3 "**Articles**" means these articles of association of the Club;

2.4 "**Board**" means the duly authorised and elected Directors of the Club that for the avoidance of doubt shall include the Chairman of the Club, the Treasurer of the Club and the Secretary of the Club plus up to a maximum of 15 members of the General Committee who wish to join the Board;

- 2.5 “**Chairman**” means the chairperson of the Club as in place from time to time;
- 2.6 “**Club**” means Deux Chevaux Club of Great Britain (2CVGB) Limited with company number 3946346;
- 2.7 “**Club Officers**” means the Chairman, the Treasurer and the Secretary;
- 2.8 “**Director**” means the director and directors of the Club that shall constitute the Board;
- 2.9 “**General Committee**” means the general committee of the Club as in place from time to time and elected in accordance with Article 20;
- 2.10 “**General Meeting**” means an extraordinary general meeting of the Club;
- 2.11 “**Member**” means a member of the Club;
- 2.12 “**Memorandum of Association**” means the memorandum of association of the Club as in place from time to time;
- 2.13 “**Notice**” means a notice to the Members of the Club as set out at Article 13.1;
- 2.14 “**Treasurer**” means the Treasurer of the Club as in place from time to time;
- 2.15 “**Rules or Byelaws**” means the rules or byelaws of the Club as in place from time to time;
- 2.16 “**Secretary**” means the Secretary of the Club or any other person appointed to perform the duties of the Secretary of the Club, including a joint, assistant or deputy secretary;
- 2.17 unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification not in force when these articles become binding on the Club;
- 2.18 the masculine includes the feminine and, where appropriate, the singular the plural.

3. Objects

3.1 The Club is established for the purposes expressed in the Memorandum of Association.

4. Membership

4.1 The number of Members with which the Club proposes to be registered is unlimited.

4.2 Everyone that is interested in Citroen "A" model vehicles with platform chassis is qualified to be elected a Member of the Club.

4.3 The first Members of the Club are the signatories to the Memorandum of Association and these Articles and every person who at the date of incorporation of the Club had paid an entrance fee to, and was a Member of, the unincorporated Club known as The Deux Chevaux Club of Great Britain (2CVGB) referred to in paragraph 3.1 of the Memorandum of Association, and who, on or before such date as the Board may determine, signs and delivers to the Secretary of the Club the form of Membership prescribed by the Board.

5. Proposal of Members

5.1 The application for Membership of every candidate must be in writing, signed by the candidate, and must be in the form that the Board from time to time prescribe.

6. Subscription

6.1 The annual and other subscriptions and entrance fees payable by Members of the Club are to be such as the Board from time to time prescribe.

6.2 Every application for Membership must be accompanied by a remittance to cover the entrance fee and the appropriate subscription from the date of application to the first anniversary of that date.

7. Election of Members

7.1 Every candidate for election shall be subject to the approval of the Board of the Club, each Director having one vote. A candidate who receives a majority of the votes of the Directors present and voting shall be deemed to have been elected.

7.2 The name, address and description of every candidate must be sent to the Secretary in writing.

8. Notice of Resignation

8.1 A Member may at any time resign his Membership by notice in writing to the Club and may by such notice specify that his resignation shall take effect from the termination of his current year of Membership or from an earlier date. In default of any date being specified the notice shall take effect from the termination of the current year of Membership.

8.2 Membership shall not be transferable and shall cease on death.

9. **Non-Payment of Subscriptions**

9.1 Any Member whose annual subscription is unpaid one month after renewal is due ceases to be a Member of the Club and forfeits all right to claim upon the Club and its property unless the Directors suspend the operation of this provision, which they may do as regards any particular Member on such terms as they determine at their discretion.

10. **Expulsion of Members**

10.1 Members shall hold themselves bound, in all cases of dispute or disagreement as to the interpretation of these Articles and/or the Rules or Byelaws of the Club, to accept the decision of the Directors.

10.2 In the event that a Member, in the opinion of the Club's General Committee, is guilty of conduct or action prejudicial to the interests of the Club, the Member shall be invited to attend a meeting of the General Committee to discuss the conduct alleged. This General Committee shall have the power to decide whether or not, in their reasonable opinion, the Member has a case to answer. The General Committee has the power to caution the Member. If the case is of sufficient severity to warrant the withdrawal of Membership from the Member then the General Committee will recommend this to the Board of the Club for their consideration. The Board of the Club will either confirm or not the action recommended by the General Committee.

10.3 The proceedings of the General Committee on any resolution relating to Member expulsion under this Articles 10 shall not be made invalid by virtue of non attendance of the Member whose conduct is under consideration, provided that due and proper notice of the hearing as well as of the alleged offence shall have been communicated in writing to the Member at least 30 days prior to such proceedings.

10.4 A Member whose Membership is withdrawn under this Article 10 may appeal by giving written notice of appeal to the Secretary within 21 days from the posting of the notice of withdrawal of Membership by the Board ("**Notice of Appeal**").

10.5 Upon receipt of a Notice of Appeal, the appeal will be placed on the agenda for the next available Annual General Meeting by the General Committee to be considered

as ordinary business. If the Membership of the Club at the next available Annual General Meeting passes an Ordinary resolution rescinding the withdrawal of Membership from the Member, then the Member must be reinstated from the date of the Ordinary resolution.

- 10.6 Any Member who is expelled in accordance with this Article 10, or otherwise ceasing to be a Member of the Club, forfeits all right to or claim upon the Club or its property or funds or any return of fees paid and remains liable for any outstanding fees or charges due from him at the date of withdrawal of Membership or cessation.

11. **Annual General Meeting**

- 11.1 The Club must hold a meeting of its Members in each year as its Annual General Meeting in addition to any other meetings of its Members in that year, and must specify the meeting as the Annual General Meeting in the notices calling it.
- 11.2 Not more than 14 months may elapse between the date of one Annual General Meeting of the Club and that of the next.
- 11.3 The Annual General Meeting shall be held at such time and place as the General Committee appoint.

12. **General Meetings**

- 12.1 All meetings of the Club's Members other than Annual General Meetings must be called General Meetings.
- 12.2 The Directors may whenever they think fit convene a General Meeting and the General Meeting shall also be convened on such requisition or in default may be convened by requisition of the Club's Members as provided by section 368 of the Act.

13. **Notices of General and Annual General Meetings**

- 13.1 An Annual General Meeting and a General Meeting called for the passing of a Special Resolution or an Elective Resolution shall be called by at least 21 (twenty-one) clear days' notice in writing (the "**Notice**"). A General Meeting of the Club other than an Annual General Meeting and/or a General Meeting for the passing of a Special Resolution or an Elective Resolution shall be called by at least 14 (fourteen) clear days notice in writing. The Notice shall specify the time and place of the Meeting and in the case of special business, the general nature of that business to be transacted. In the case of an Annual General Meeting, the Notice shall specify the meeting as an Annual General Meeting to such persons as are, under the Articles of the Club entitled to receive such notices from the Club. The Notice shall be given to all Members, to the auditors of the Club (as from time to time in place),

to a Member's personal representative or representatives and to his Trustee in Bankruptcy provided that the meeting of the Members of the Club, except for a meeting called for the purpose of passing an Elective Resolution shall, notwithstanding that it is called by a shorter notice than that specified in this Article 13.1, be deemed to have been duly called if so agreed:

13.1.1 in the case of an Annual General Meeting by all the Members entitled to attend and vote thereat; and

13.1.2 in the case of any other General Meetings a majority vote in number of the Members having the right to attend and vote at the General Meeting, being a majority representing not less than 95% of the total voting rights of that General Meeting of all the Members.

13.2 Accidental omission to give Notice of any meeting to or non-receipt of such notice by any Member does not invalidate the proceedings at that meeting.

14. **Quorum**

14.1 No business may be transacted at any General Meeting or at an Annual General Meeting unless a quorum is present.

14.2 Save as otherwise provided in these Articles, ten Members personally present is a quorum.

14.3 If within half an hour from the time appointed for the General Meeting or the Annual General Meeting a quorum of Members is not present, or, if during a meeting such a quorum ceases to be present:

14.3.1 if the meeting was convened on the requisition of Members in accordance with section 368 of the Act, it must be dissolved;

14.3.2 in any other case the meeting stands adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine and, if at the adjourned meeting a quorum of Members is not present within half an hour of the time appointed for the meeting, the Members present may form a quorum.

15. **Chairman**

15.1 The Club Chairman will preside as chairman at every General Meeting of the Club and at every Annual General Meeting of the Club.

15.2 If at any General Meeting or at any Annual General Meeting the Club Chairman is not present within 15 minutes of the time fixed for the holding of the relevant

meeting, the Members present may elect one of their number who is a Director to be Chairman of the meeting.

- 15.3 If there is no Director present, then the Members may elect any one of their number to be Chairman of the relevant meeting.

16. **Adjournment**

16.1 The Chairman of a General Meeting or of an Annual General Meeting may, with the consent of a meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.

16.2 No business may be transacted at any adjourned General Meeting or Annual General Meeting other than business which might properly have been transacted at the relevant meeting had the adjournment not taken place.

17. **Passing of Resolutions**

17.1 At any General Meeting or Annual General Meeting:

17.1.1 a declaration by the Chairman of the Meeting that a resolution has been carried, or carried unanimously, or carried by a particular majority, or lost, or not carried by a particular majority; and

17.1.2 an entry to that effect in the book of proceedings of the Club

are conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution, unless a poll is demanded by the Chairman of the Meeting or by at least five Members having the right to vote at the meeting or by Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the relevant meeting (the "**Poll**").

17.2 If a Poll is demanded in accordance with Article 17.1 it must be taken in such manner as the Chairman of the Meeting directs.

17.3 Regulation 46 in Table A shall be read and construed as if paragraph (d) was omitted therefrom.

17.4 Subject to provisions of the Act, a resolution (ordinary, special and elective) in writing signed by all the Members for the time being entitled to receive Notice of and to attend and vote at a General Meeting or Annual General Meeting of the Club shall be as valid and effective as if the same had been passed at General Meeting or Annual General Meeting of the Club duly commenced and held.

17.5 Regulation 44 in Table A shall be read and construed as if the words “and at any separate meeting of the holders of any class of shares in the company” were omitted therefrom.

18. Voting Rights of Members

18.1 Every Member of the Club may attend and (subject to Articles 18.2 and 18.5) vote at General Meetings and Annual General Meetings of the Club.

18.2 No Member may vote at any General Meeting or Annual General Meeting unless all the money then due from him to the Club has been paid.

18.3 Subject to Article 18.5, every Member present in person at a General Meeting or Annual General Meeting shall have one vote. On a poll every Member present in person or represented by proxy shall have one vote at a General Meeting or Annual General Meeting.

18.4 In case of equality of votes, the Chairman of the relevant meeting of the Members may have a second or casting vote.

18.5 In cases of joint Membership of a husband and wife, or of family Membership, the joint Members or (as the case may be) the family in question shall between them have a maximum of two votes at a General Meeting or an Annual General Meeting. No person under the age of 16 years may vote.

19. The Directors and the General Committee of the Club

19.1 The Directors of the Club shall be the Club Chairman, the Treasurer and the Secretary of the Club and not more than 15 other Members of the General Committee who wish to become Directors of the Club in accordance with Article 21.

19.2 Each Director of the Club must be a fully paid up Member.

19.3 Half the number of current Directors plus one is a quorum at any Board meeting.

19.4 The Club Chairman will act as Chairman of Board meetings and the General Committee meetings and shall have a casting vote in the case of an equality of votes. If the Club Chairman is not present within 15 (fifteen) minutes of the time fixed for the holding of the Board or the General Committee Meeting, then the other Directors present (in the case of a Board meeting) or the other Members (in the case of a General Committee meeting) present may elect any one of their number to be Chairman of the relevant meeting.

19.5 The General Committee is charged with the day to day running of the Club.

- 19.6 Half of the number of the current Members of the General Committee plus one is a quorum at a General Committee Meeting.
- 19.7 For the avoidance of any doubt, nothing in the Articles shall prevent the Directors from appointing other Members of the Club to carry out specific administrative functions if in their opinion that is desirable for the efficient running of the Club. The Directors may at their discretion invite such Members to attend Directors Meetings or parts of Directors meetings to report on their activities or for such other purposes as the Directors may decide.

20. **Election of Club Officers and General Committee Members**

- 20.1 Subject as provided at Article 19, the election of Club Officers and General Committee Members of the Club, must take place in the following manner:
- 20.1.1 Any two Members of the Club may nominate any other Member to serve as a Club Officer or as General Committee Member, having previously received his assent;
- 20.1.2 The name of each Member so nominated, together with the names of his proposer and seconder, must be sent in writing signed by all three of them to the Secretary of the Club at least 60 (sixty) days before the Annual General Meeting;
- 20.1.3 A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, must be sent to the Members with the Notice of the Annual General Meeting;
- 20.1.4 Balloting lists must be prepared (if necessary) containing the names of the candidates only in alphabetical order;
- 20.1.5 Each Member present at the Annual General Meeting and qualified to vote may vote for any number of candidates not exceeding the number of vacancies;
- 20.1.6 If insufficient candidates are nominated, the Board may elect a Member or Members to fill the remaining vacancy or vacancies;
- 20.1.7 If two or more candidates obtain an equal number of votes, the Board must select by lot from such candidates the candidate or candidates who is or are to be elected.

21. **Election of Directors**

- 21.1 Subject to their election in accordance with Article 20, the Club Officers shall be Directors of the Club.
- 21.2 Up to a maximum of 15 (fifteen) Members of the General Committee may also become Directors of the Club subject to that Member being approved by a majority of the Board.
- 21.3 General Committee Members wishing to be considered for a Directorship of the Club shall indicate their willingness to act as a Director of the Club in writing to the General Committee ("**Director Application**").
- 21.4 Upon receipt of a Director Application, the General Committee shall forward the Director Application to the Board who shall convene to consider and vote upon the Director Application.
- 21.5 The Board decision on any Director Application shall be final. In the event of an equality of votes the Chairman of the relevant Board meeting shall have a casting vote.

22. Remuneration

- 22.1 No Club Officer or General Committee Member of the Club for the time being may receive any remuneration for his services in their capacity as a Club Officer or General Committee Member unless approved by ordinary resolution at a General Meeting or Annual General Meeting of the Members of the Club. For the avoidance of any doubt nothing in this article 22 shall prevent the payment by the Club of reasonable sums to any proper person (not being a Director) for clerical or other assistance.

23. Age Limits

- 23.1 There is no age limit for Board Members and accordingly Section 293(2)-(6) of the Act does not apply to the Club.

24. Retirement of Directors

- 24.1 At every Annual General Meeting of the Club, one of the Club Officers and half of the other Directors of the Club must retire from office.
- 24.2 The Club Officers and the other retiring Directors are eligible for re-election at the same or any other General Meeting of the Club.
- 24.3 Subject to article 24.1, the Directors and the Club Officers must retire in order of seniority of election in addition to the Directors retiring under article 26, and in case of equal seniority the order of retirement must be determined by lot.

25. Casual Vacancies

- 25.1 Any casual vacancies arising amongst the Board and the General Committee of the Club may be filled by the Directors.
- 25.2 Any Board Member or General Committee Member (other than the Secretary) appointed to fill a casual vacancy must retire at the following Annual General Meeting.

26. Removal of Directors

- 26.1 The office of a Director is vacated if:
- 26.1.1 his Membership of the Club is terminated in accordance with article 10; or
 - 26.1.2 he absents himself from meetings of the Board for a continuous period of six calendar months without special leave of absence from the other Board Members; or
 - 26.1.3 he gives the Board one calendar month's notice in writing that he resigns his office; or
 - 26.1.4 he is removed by ordinary resolution passed at a General Meeting or Annual General Meeting of the Club in accordance with the Act.

27. Accounts

- 27.1 The Directors of the Club must ensure that proper books of account are kept in respect of:
- 27.1.1 all sums of money received and expended by the Club and the matters in respect of which the receipts and expenditure take place; and
 - 27.1.2 the assets and liabilities of the Club.
- 27.2 The books of account must be kept at the registered office of the Club, or at such other place or places as the directors think fit, and must always be open to the inspection of the Directors.
- 27.3 The Directors must from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Club, or any of them, are to be open to the inspection of Members of the Club who are not directors.

- 27.4 No Member who is not a Director has any right to inspect any account or book or document of the Club except as conferred by the Act or authorised by the Directors.

28. Presentation of Accounts

- 28.1 Once at least in every year the Board must lay before the Club at the Annual General Meeting an account of income and expenditure for the period since the preceding account.
- 28.2 A balance sheet must be made out in every year and laid before the Club in the Annual General Meeting, made up to a date not more than nine months before such meeting.
- 28.3 A copy of the balance sheet must be sent to, or made available to, the persons entitled to receive notices of general meetings in the manner in which notices are to be given under these articles at least 21 (twenty one) days prior to the meeting.
- 28.4 Every account and balance sheet must be accompanied by a report of the directors and the account, report and balance sheet must be signed by two Directors and countersigned by the Secretary.

29. Powers of Directors

- 29.1 The Directors of the Club may exercise all powers that may be exercised by the Club and do anything that may be done by the Club, except where under these articles or any statute for the time being in force the power must be exercised or the thing be done by the Club in general meeting .
- 29.2 The Directors may act notwithstanding vacancies.
- 29.3 The Directors of the Club may issue debentures, debenture stock, or obligations of the Club at any time, in any form or manner, and for any amount, and may raise or borrow for the purposes of the Club any sum or sums of money either upon mortgage or charge of all or any of the property of the Club, whether present or future, or on bonds or debentures secured by trust deed or otherwise or not secured as they may think fit.

30. Byelaws

- 30.1 The Directors of the Club may from time to time make, alter and repeal any byelaws they consider necessary or expedient or convenient for the proper conduct and management of the Club, and in particular, but not exclusively, they may by such byelaws:

- 30.1.1 regulate the terms and conditions upon which honorary guests, children of Members of the Club and visitors may use any premises or property of the Club;
 - 30.1.2 fix the times of opening and closing of any premises of the Club or any part of them and the permitted hours for the supply of intoxicating liquor;
 - 30.1.3 promulgate the rules to be observed and the prizes or stakes to be played for by Members of the Club playing any games on any premises of the Club;
 - 30.1.4 prohibit particular games on any premises of the Club entirely or at any particular time or times;
 - 30.1.5 regulate the conduct of Members of the Club in relation to one another and to the Club's staff (if any);
 - 30.1.6 impose fines for breach of any byelaw or any article of association of the Club; and
 - 30.1.7 regulate all matters that are commonly the subject of Club rules.
- 30.2 The Directors must adopt whatever means they consider sufficient to bring all byelaws, alterations and repeals to the notice of the Members of the Club.
- 30.3 All byelaws, so long as they are in force, are binding on all Members of the Club.
- 30.4 No byelaws may be inconsistent with, or affect or repeal anything contained in, the Articles of Association or Memorandum of the Club, or be in breach of any statutory provision.
- 30.5 Any byelaw may be set aside by a special resolution of a general meeting of the Club.

31. Delegation

- 31.1 The Directors of the Club may delegate any of their powers to a committee or committees appointed by the Directors, provided that at least one Director must be included amongst the Members of any committee so created.
- 31.2 In the exercise of the powers delegated to it, a committee must conform to any regulations prescribed by the Directors.
- 31.3 Any delegation of powers or appointment of a committee may be recalled or revoked by the Directors at any time.

32. **Audit**

32.1 An auditor or auditors must be appointed and his or their duties regulated in accordance with the Act.

33. **Dissolution**

33.1 If the Club is wound up, whether voluntarily or otherwise, the liquidator may, with the sanction of an extraordinary resolution of the Club and any other sanction required by the Act:

33.1.1 divide among the Members in specie or in kind, the whole or any part of the assets of the Club; and

33.1.2 vest the whole or any part of the assets of the Club in trustees upon such trusts for the benefit of the Members as he, with the same sanction, determines.

34. **Notices**

34.1 A notice may be given by the Club to any Member personally by sending it by post in a prepaid envelope addressed to the Member at his registered address. In the case of a notice of the Annual General Meeting it shall be sufficient for notice to be published in the Club magazine.

34.2 Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and is deemed to have been effected at the expiration of 48 (forty-eight) hours after the envelope containing it was posted.

35. **Indemnity**

35.1 Subject to Section 310 of the Act and in addition to such indemnity as is contained in Regulation 118 of Table A every Director, officer or official of the Club shall be indemnified out of the funds of the Club against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

36. **Headings**

36.1 The headings in these articles do not form part of them or in any manner affect the interpretation or construction of them.