

COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION of BRISTOL OWNERS' CLUB LIMITED

1 Interpretation

- 1.1 In these articles unless the context otherwise requires:
- 1.2 'the Act' means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force;
- 1.3 'the Board' means collectively the directors of the Club;
- 1.4 'Bristol' means Bristol Cars Limited or any predecessor (including, but not restricted to, the Car Division of the Bristol Aeroplane Company Ltd) of that company as manufacturer of cars and engines distributed under the Bristol brand or a brand including the name Bristol
- 1.5 'Bristol Car' means a car manufactured by Bristol or by another manufacturer but powered by a Bristol Engine
- 1.6 'Bristol Engine' means a car engine manufactured by Bristol
- 1.7 'the Club' means Bristol Owners' Club Limited;
- 1.8 a 'Member' means a member of the Club;
- 1.9 'Rules' means the rules of the Club duly made pursuant to Article 7;
- 1.10 '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;
- 1.11 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;

1.12 the masculine includes the feminine and, where appropriate, the singular the plural.

2 Name

The name of the company is Bristol Owners' Club Limited

3 Registered office

The registered office of the Club will be situated in England.

4 Objects

4.1 The Club is established for the following purposes:

4.1.1 to acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as 'Bristol Owners' Club';

4.1.2 to promote ownership of and enthusiasm for Bristol Cars;

4.1.3 to promote the restoration and maintenance of Bristol Cars;

4.1.4 to promote courtesy, good driving practice and road safety on the part of the Members;

4.1.5 to encourage social intercourse among the Members.

4.2 The Club may do all things considered necessary or conducive to the furtherance of the objects set out in Article 4.1 including (without limitation):

4.2.1 Maintain and circulate to its Members a membership list as a basis for mutual contact;

4.2.2 Encourage the sharing of technical knowledge, data and experience (which may include the maintenance of a register of Bristol Cars);

4.2.3 Maintain a library of relevant materials including (without limitation) handbooks, spares manuals, road tests and catalogues relating to Bristol Cars;

- 4.2.4 Organise social events for Members and their guests and to which the Club may invite members of other car clubs;
- 4.2.5 Publish to the membership at large (in physical, electronic or any other form) news about or considered to be of potential interest to the owners of Bristol Cars including without limitation news about:
- (i) the activities of the Club and its Members;
 - (ii) relevant technical data;
 - (iii) Bristol Cars and related spare parts and merchandise made available for sale by the Club or its Members
- 4.2.6 Support the classic and historic car movement through relevant bodies such as (without limitation) the Federation of British Historic Vehicle Clubs (FBHVC);
- 4.2.7 Acquire by purchase, lease or otherwise any land and/or premises for use by the Club or its Members and to build extend adapt improve or otherwise provide facilities and to furnish, modify and maintain them, and to permit them to be used by Members, their friends and employees of the Club and others;
- 4.2.8 Acquire by purchase, lease or otherwise any other lands or property contiguous or near to the premises of the Club, and such as may be deemed by the Club likely to benefit it, either directly or indirectly;
- 4.2.9 Manage, improve, cultivate and maintain all or any part of the land and other property of the Club, and demise, sell or otherwise deal with and dispose of them, either together or in portions, for such consideration as the Club may think fit, and in particular (but without limitation) for shares, debentures or securities of any company purchasing them;
- 4.2.10 Purchase, hire, make or provide and maintain, and sell or otherwise dispose of all kinds of equipment and other things required or which may be conveniently used in connection with the land and premises of the Club by persons frequenting them, whether Members of the Club or not;

- 4.2.11 Buy, prepare, make, supply, sell and deal in all kinds of apparatus and equipment used in connection with the objects of the Club and in all kinds of liquors provisions and refreshments required or used by Members or other persons using any premises of the Club;
- 4.2.12 Hire and employ all classes of persons considered necessary for the purposes of the Club and to pay them and other persons in return for services rendered to the Club salaries, wages, charges and pensions;
- 4.2.13 Promote and hold, either alone or jointly with any other association, club or persons, meetings, competitions and other events which the Club considers conducive to its objects;
- 4.2.14 Establish, promote or assist in establishing or promoting, and subscribe to, or become a member of, any other associations or clubs whose objects are similar or in part similar to the objects of the Club, or the establishment or promotion of which may be beneficial to the Club provided that no subscription may be paid to any such other association or club out of the funds of the Club, except bona fide in furtherance of the objects of the Club;
- 4.2.15 Invest and deal with the money of the Club not immediately required upon such securities and in such manner as may from time to time be determined;
- 4.2.16 Borrow or raise and give security for money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Club or by mortgage or charge upon all or any part of the property of the Club;
- 4.2.17 Do such things as the directors consider to be in the best interests of the Club; and
- 4.2.18 Do all such other lawful things as are incidental or conducive to the attainment of the Club's objects or any of them.

5 Powers of directors

- 5.1 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 under the Act or any other statute for the time being in force the power must be exercised or the thing be done by the Club in general meeting.

- 5.2 The directors may act notwithstanding any vacancies.
- 5.3 The directors of the Club may issue debentures, debenture stock, bonds, 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.
- 5.4 The agenda for each meeting of the Board shall provide, after only the noting of apologies for absence and the approval of the minutes of the previous meeting, for the declaration of any interest in any item on the Agenda for that meeting.
- 5.5 It shall be the duty of every director to declare any interest he may have in any matter for decision by the Board prior to or as soon as practicable after the commencement of discussion of that matter.

6 Committee

- 6.1 The directors may delegate their powers including the directors' powers to make and amend the Rules to a Committee. At least one member of the Committee shall also be a director of the Club.
- 6.2 The members of the Committee shall respectively be elected in such manner as shall be prescribed in Rules duly made pursuant to Article 7 but if and to the extent that such Rules do not so prescribe then they shall be elected annually by the Club at the Annual General Meeting.
- 6.3 The Club in General Meeting or the directors may stipulate the powers and mode of operation of the Committee either in the Rules or in particular circumstances.

7 Club Rules

- 7.1 The Members in general meeting may from time to time on the recommendation of the Board make, alter and repeal any rules 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 rules:

- 7.1.1 Establish entry fees and subscriptions for membership of the Club;
 - 7.1.2 Regulate the terms and conditions of membership of the Club including the actions that may be taken for non-payment of subscriptions;
 - 7.1.3 Regulate the terms and conditions upon which honorary guests, children of Members and visitors may use any premises and property of the Club;
 - 7.1.4 Fix the times of opening and closing of any land and premises of the Club or any part of them and the permitted hours for the supply of alcohol;
 - 7.1.5 Promulgate rules to be observed and the prizes or stakes to be played for by Members playing any games on any premises of the Club;
 - 7.1.6 Prohibit particular games on any premises of the Club entirely or at any particular time or times or in any specified part of such premises;
 - 7.1.7 Regulate the conduct of Members in relation to one another and to the Club's staff;
 - 7.1.8 Impose fines for breach of any Rule, byelaw or article of association of the Club; and
 - 7.1.9 Regulate all matters that are commonly the subject of Club rules.
- 7.2 The directors must adopt whatever means they consider sufficient to bring all rules, alterations and repeals to the notice of the Members.
- 7.3 All rules, so long as they are in force, are binding on all Members.
- 7.4 No rules may be inconsistent with, or affect or repeal anything contained in, the articles of association of the Club, or be in breach of any statutory provision. In the event of any such inconsistency or breach, these Articles shall prevail.

8 Membership

- 8.1 The first members of the Club are the subscribers to the memorandum of association and every other 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 Bristol Owners' Club referred to in paragraph 4.1.1 above.
- 8.2 The number of Members with which the Club proposes to be registered is two but the directors may in accordance with the rule-making power given to them by these Articles, whenever the business of the Club requires it, authorise an increase of Members.
- 8.3 Subject to these Articles the Committee shall set and may modify from time to time the procedure for the application and acceptance of membership and any joining fee or subscription.
- 8.4 The Club shall consist of the following categories of Member:
- 8.4.1 Full Members being individuals aged 17 or over;
 - 8.4.2 Family Members comprising two such individuals permanently residing at the same address, each of whom shall be entitled to one vote at general meetings of the Club;
 - 8.4.3 Honorary Members proposed by the directors in recognition of exceptional voluntary service to the Club and elected for life by the Members in general meeting and who shall be exempt from payment of any entry fee or subscription;
- 8.5 Additional categories of membership may be created by special resolution of the Members in general meeting.
- 8.6 All Members in every category shall be entitled to every privilege of the Club except as may be provided by the Rules.

9 Liability of Members

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Club in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:

- 9.1 payment of the Club's debts and liabilities contracted before he ceases to be a Member,
- 9.2 payment of the costs, charges and expenses of winding up, and
- 9.3 adjustment of the rights of the contributories among themselves.

10 Rights of Members

- 10.1 Subject to the express provisions of these Articles and to the Rules all Members are entitled at all times to use all the premises, property and facilities of the Club in common but nothing in these Articles prevents the creation of Rules limiting the use of any such premises, property or facilities at such times or otherwise as such Rules or any regulations made under them may prescribe.
- 10.2 Subject to these articles and to the Rules every Member is entitled to all the rights and subject to all the duties of a Member.

11 Expulsion of Members

- 11.1 The directors or the Committee may make rules as to the circumstances and manner of expulsion of any Member.

12 Rights of Members personal

The rights of a Member as such are personal and are not transferable and cease upon his death.

13 Annual general meeting

- 13.1 The Club must hold an Annual General Meeting of the Members in each calendar year and not being later than 15 months from the previous Annual General Meeting.
- 13.2 At this meeting the revenue account for the immediately preceding financial accounting period of the Club, with a balance sheet as at the last day of that period shall be presented with a report of the Committee.

13.3 At this meeting all matters covered by the business of the Meeting as set out in the Notice which convenes it and of which notice is to be given to the Members at least seven days before, shall be decided by a majority of those present in person or by proxy who are entitled under these Articles or under any Rules to vote. In the event of voting being equal, the person presiding shall have a second or casting vote.

14 Special general meetings

14.1 All general meetings other than annual general meetings shall be called Special General Meetings.

14.2 A Special General Meeting of the Club shall be called by the Secretary at the request of the Board or the Committee, or upon receipt of a requisition signed by at least 12 Full Members, and specifying the object for calling the Meeting, at which the discussion shall be confined to that object.

15 Notice of meetings

15.1 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.

15.2 The Rules may set out specific procedures relating to the calling and publicising of notices of meetings and the nomination of directors and members of the Committee and any business to be considered at a meeting of the Club.

16 Quorum

16.1 No business may be transacted at any meeting of the Members unless a quorum is present.

16.2 Save as otherwise provided in these articles, 12 Members present (including a majority of the members of the Board) is a quorum.

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

16.3.1 if the meeting was convened on the requisition of Members, it must be dissolved;

16.3.2 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 Full Members present may form a quorum.

17 Chairman

17.1 The Club may, if the Board sees fit, appoint a Chair, a patron and a president. The Chair, and failing him the patron or president must preside as chairman at every general meeting of the Club.

17.2 If there is no such chairman, or, if at any meeting he is not present within 15 minutes of the time of holding the meeting, the Full Members present may elect one of their number who is a director to be chairman of the meeting.

17.3 If there is no director present, then the Members may elect any one of their number to be chairman of the meeting.

18 Adjournment

18.1 The chairman 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.

18.2 No business may be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

19 Passing of resolutions

19.1 At any general meeting:

19.1.1 a declaration by the chairman 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

19.1.2 an entry to that effect in the minutes of meetings 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 or by at least 2 Members having the right to vote at the meeting or by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

19.2 If a poll is demanded in the above manner, it must be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

20 Proxy voting

20.1 A Member entitled to vote may vote either personally or by proxy (whether on a poll vote or otherwise).

20.2 A proxy must be appointed in writing under the hand of the appointor.

20.3 The instrument appointing a proxy must be deposited with the General Secretary of the Club in accordance with the form of proxy pursuant to Article 20.4 not less than 48 hours before the time of holding the meeting at which the person named in such instrument proposes to vote.

20.4 Any instrument appointing a proxy must be in the following form:

BRISTOL OWNERS' CLUB LIMITED

[I (or) We], (*name*) of (*address*), being [a member (or) members] of the above named club, appoint (*name*) of (*address*), or, failing him, (*name*) of (*address*), as [my (or) our] proxy to vote in [my (or) our] name[s] and on [my (or) our] behalf at the [annual (or) special] general meeting of the club to be held on (*date*) and at any adjournment.

Dated.....

(signature(s) of member(s))

Note: the signed proxy form must be received by the General Secretary of the Club on or before [specify deadline] at the following address:

[Name of General Secretary]
[Address of General Secretary for receipt of completed proxy form]

21 Remuneration

No director or officer of the Club, may receive any remuneration for his services in the capacity of director or officer but nothing contained in these articles is to prohibit payment by the Club of any sum to any director or officer by way of reimbursement of expenses properly incurred in the performance of their functions as such director or officer.

22 Removal of directors

The office of a director is vacated if:

- 22.1 his membership of the Club is terminated;
- 22.2 he absents himself from meetings of the directors without reasonable explanation or without special leave of absence from the other directors; or
- 22.3 he gives the directors one calendar month's notice in writing that he resigns his office; or
- 22.4 he is removed by special resolution passed at a general meeting of the Club.

23 Accounts

- 23.1 The directors of the Club must ensure that proper books of account are kept in respect of:
 - 23.1.1 all sums of money received and expended by the Club and the matters in respect of which the receipts and expenditure take place; and
 - 23.1.2 the assets and liabilities of the Club.
- 23.2 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.
- 23.3 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.

23.4 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 statute or authorised by the directors.

24 Presentation of accounts

24.1 Once at least in every year the directors must lay before the Club in general meeting an account of income and expenditure for the period since the preceding account.

24.2 A balance sheet must be made out in every year and laid before the Club in general meeting, made up to a date not more than nine months before such meeting.

24.3 Every income and expenditure report and balance sheet must be accompanied by a report of the directors and the report and balance sheet must be signed by two directors or by a director and the Secretary.

24.4 A copy of the income and expenditure account, balance sheet and directors' report 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 not less than 21 days prior to the meeting.

25 Winding-up

25.1 The Club can only be dissolved at a Special General Meeting of the Club called for that purpose with the agreement of 75% of the Members present who are entitled under the rules of the Club to vote.

25.2 If the Club is wound up, whether voluntarily or otherwise, the liquidator shall, with the sanction of a special resolution of the Club and any other sanction required by the Act distribute the assets after payment of the Club's debts to some other organisation promoting ownership of and enthusiasm for (1) Bristol Cars or (if no suitable such organisation is identified) (2) any other category of classic cars or (3) classic cars generally. Surplus funds should not be distributed to Members or any third party other than in accordance with this article.

26 Notices

26.1 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 or by such electronic means as the Rules may prescribe.

26.2 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 hours after the envelope containing it was posted.

27 Headings

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

(signatures of subscribers)

Witnesses to the above signatures:

(signatures and addresses of witnesses)