

DATA PROTECTION

The Jowett Car Club Ltd stores the data that you provide on your application for membership and membership renewal forms on computers for use by the club in administration, spares provision (through Jowett Car Spares and other club services), producing membership lists, mailing the Jowetteer, other club publications and documents and for the registration of Jowett vehicles and industrial engines that you own (this data is held by the JCC appointed Vehicle Registrars). Any published data relating to your vehicle will not have your address included. That data includes: Your name, Your partner's name (in the case of joint membership), Your mailing address with postcode, your landline and/or mobile telephone number and your e-mail address. The Jowett Car Club Ltd will not share your information with any third party organisation and will never sell your data to anyone. The Jowett Car Club may, for administrative purposes, share your data with the Jowett Car Club Executive members normally listed on page 3 of the Jowetteer. You may obtain details of the information held by the Jowett Car Club Ltd, about you, at any time by applying in writing to the club secretary and enclosing a SAE. You may use the same approach to amend or delete any information that the Jowett Car Club Ltd holds about you. With your consent the data will also be stored on the Jowett Car Club website and will be used for access control to the site and for providing on-line services.

LIMITED COMPANY

The Jowett Car Club Limited is registered at Companies House as a company limited by guarantee. This follows a resolution agreed at an Extraordinary Meeting, held as part of our Annual General Meeting on 14th October 2006.

COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL,

MEMORANDUM OF ASSOCIATION of JOWETT CAR CLUB LIMITED

1. The name of the company (the "Club") is Jowett Car Club Limited.
2. The company is limited by Guarantee and has no share capital.
3. The registered office of the Club is to be situated in England and Wales.
4. The objects for which the Club is established are:
 - 4.1 to acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as the "Jowett Car Club" (whether directly or by ownership of a subsidiary company limited by shares)
 - 4.2 To take all possible steps to encourage the continued restoration, preservation and running of Jowett cars and commercial vehicles and all Jowett machinery (hereinafter

referred to as “Jowett vehicles”)

4.3 To uphold the Jowett marque and the tradition and reputation of Jowett vehicles

4.4 To encourage, promote, arrange and enter both locally and nationally sporting, racing and other competitive events, social meetings, tours and lectures and participate as actively as possible in displays, concours exhibitions and meetings generally

4.5 To maintain registers of:

4.5.1 all Jowett vehicles in categories as to model and age

4.5.2 members who are willing to give practical assistance to other members who may require it away from home

4.6 To acquire, manufacture, store, market and sell to members spare parts for Jowett vehicles

4.7 To sponsor or arrange such other schemes and benefits as it may be possible to arrange for members.

5. In furtherance of the principal objects but not otherwise the Club shall have power:

5.1 to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may appear convenient.

5.2 to construct, maintain and alter any houses, buildings or installations

5.3 to accept any gift of property, whether subject to any special trust or not, for any purpose within the principal objects

5.4 to take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Club

5.5 to print and publish any newspapers, periodicals, books or leaflets

5.6 to sell, lease, mortgage or otherwise deal with all or any part of the property of the Club

5.7 to borrow and raise money and secure its repayment in any manner

5.8 to invest the funds of the Club in or upon such investments, securities or property as may be thought fit

5.9 to undertake and execute any trusts or any agency business which may seem conducive to any of the principal objects

5.10 to subscribe to any local or other charities, and to grant donations for any public purpose

5.11 to establish and support, and to aid in the establishment and support of, any other club formed to promote all or any of the principal objects

5.12 to amalgamate with any companies, institutions, societies or clubs having objects wholly or in part similar to those of the Club

5.13 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body, with which the Club is authorised to amalgamate

5.14 to transfer all or any part of the property, assets, liabilities and engagements of the Club to any body with which the Club is authorised to amalgamate

5.15 to acquire and hold through trustees or nominees subsidiary companies whether operating or inactive which are conducive to the pursuit or to the attainment of any of the principal objects

5.16 to subscribe to or acquire shares in any limited liability company

5.17 to do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the principal objects.

6 The income of the Club, from wherever derived, shall be applied solely in promoting the above objects, and no distribution shall be made to its members in cash or otherwise save on winding up.

7 The liability of the members is limited.

8 Every member of the Club undertakes to contribute such amount as may be required not exceeding £1 to its assets, 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 payment of the debts and liabilities of the Club,

contracted before he ceased to be a member, and of the costs; charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

9 If on the winding up of the Club there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall be distributed among the members of the Club or as the majority of the members shall decide.

WE, the persons whose names and addresses are subscribed wish to be formed into a company in pursuance of this Memorandum of Association. Names, Addresses and Descriptions of Subscribers

Byelaws

as at 1st October 2010

1. Introduction

1.1 Jowett Car Club Limited (known as the “Company”) shall trade and conduct its business using the name “Jowett Car Club” (known as the “Club”)

1.2 All correspondence bills letterheads and publications by the Club shall also show the name registered office address and company registration number of the Company

1.3 Signature of documentation by an individual on behalf of the Club shall after the signature show the individual’s office in the Company and make it clear that the signature is on behalf of the Company otherwise the signatory may bear personal liability

1.4 The Memorandum and Articles of Association and these Byelaws shall so far as practical incorporate the Rules and Constitution of the Jowett Car Club prior to 2006. The Rules and Constitution of the Jowett Car Club are replaced by the Memorandum and Articles of Association and these Byelaws.

2. President and Vice Presidents

2.1 The Club shall have a President who shall be a person of suitable stature who has made a major contribution to the cause of Jowett vehicles. The President shall be formally elected at a General Meeting by a majority of the members present and shall have the privileges of Honorary Life Membership. The President shall have no formal responsibilities, but will be regarded as the Club's figurehead and shall be entitled to attend and vote at Executive Council meetings and (if he is a Director) vote at meetings of the Board.

2.2 The Club shall have such number of Vice Presidents as it shall think fit. They shall be persons who have made important contributions to the cause of Jowett vehicles. Each shall be formally elected at a General Meeting by a majority of the members present, and shall have the privileges of Honorary Life Membership. A Vice President shall have no formal responsibilities but shall be entitled to attend and (if he is a Director) vote at meetings of the Board and at meetings of Executive Council.

3. Yearly Subscription

3.1 Refer to the provisions of Article 5

3.2 Subscriptions are payable on the 1st. January each year

3.3 A joint subscription for husband and wife or partner of such sum as is decided at the Annual General Meeting entitles each to full membership but restricts normal publications to one shared copy

3.6 New members paying a full subscription after 31st. August shall receive membership from then until the end of the following year

3.7 Jowett Junior Members may be individuals or membership may be combined with fellow siblings.

4 Application for membership

4.1 Refer to Articles 4 and 6

4.2 Application for membership of every candidate must be in writing, signed by the

candidate, and must be in the form that the Club from time to time prescribes.

4.3 Each subscribing member shall receive a membership card and receipt duly signed by the Treasurer and valid for the appropriate period until 31st. December.

5 The Constitution

5.1 The Memorandum and Articles of the Company with these Byelaws shall comprise the Constitution of the Club. Each member on joining shall receive a copy of the Memorandum and Articles of Association of the Company and these Byelaws and agree to be bound by them and any amendments of them

5.2 No part of the Memorandum and Articles of Association may be altered or added to other than by a Special Resolution passed by a 75% majority of those voting at a General Meeting of the Company.

6. Resignation from membership No refund of the guarantee subscription shall be made.

7. Lapsing of membership Members who fail to renew their membership by payment of subscription by 31st. March shall be deemed to have lapsed their membership of the Club. A lapsed member reapplying during the year of lapsing will not be sent copies of the Jowetteer for that year not already received. A lapsed member reapplying in subsequent years will be treated as a new member. A lapsed member rejoining shall not have to pay a further guarantee subscription.

8. Expulsion of a member Refer to Article 10.

9 Organisation

9.1 Board of Directors Meetings will normally take place before, during, or after Executive Council Meetings or at any other time deemed necessary by at least three Directors

9.2 Executive Council

9.2.1 The affairs of the Club shall be managed by the Executive Council

9.2.2 The Executive Council shall have the power to co-opt additional ordinary members at a ratio of one to five members of the Executive Council to a maximum of six at any one meeting

9.2.3 The final approval for decisions taken at an Executive Council Meeting rests with the Board of Directors

9.2.4 The Executive Council may from time to time delegate such of its functions to such officials and subcommittees as it thinks fit to appoint or establish from time to time and the officials shall include the Chairman and Treasurer of Jowett Car Spares, the Editor(s), Competition Secretary, Spares Officer, Publicity Officer, Membership Secretary, Librarian, Film Librarian, Tools Librarian, Awards Co-Ordinator, Jowett Shopkeeper, International Secretary, Registrars, and one nominated representative from each Regional Section, all of whom shall be members of the Club

9.3 Composition of the Club The Club shall have Regional Sections each with its own elected Regional Committee. Each Regional Committee shall be a Sub Committee of the Executive Council responsible for local events and affairs in accordance with the Constitution, with the Executive Council responsible for the overall management of the Club

9.4 Regional Committees

9.4.1 Each Regional section shall have a Regional Committee which shall consist of Chairman, Secretary, Treasurer and at least three members, who shall be elected annually at the Regional Annual General Meeting. The names and addresses of the Regional Section Committee Members so elected shall be forwarded within 19 days thereafter to the Club's Secretary

9.4.2 Each Regional Section may raise and hold funds

9.4.3 A statement of the accounts shall be presented and accepted at the Regional Section Annual General Meeting after audit and due authorisation by any two Club members other than the Chairman or Secretary of the Regional Section

9.4.4 The Regional Section Treasurer shall each year send a statement of the balance of monies held in the Regional account on 31st July of the current year, duly signed, to the Club Treasurer by the 14th day of August following

9.4.5 Each Regional Section shall be self-financing and may organise and finance local events and activities which are compatible with the objectives of the Club. A Regional Section experiencing financial difficulties may apply to the Executive Council for a loan or grant in exceptional circumstances

9.4.6 The funds of a Regional Section shall belong to the Club. No Regional section shall incur liabilities in excess of its current assets without the sanction of the Executive Council. All monies shall be held in a bank account which bears the name of the Club preceding the name of the Regional section. All cheques shall be signed by at least the Regional Committee Treasurer and one other Regional Committee Member

9.4.7 The Club Treasurer will include the aggregate of monies held by the Regional Sections as a total and not attributed to Individual Sections in the statement of the Annual Accounts to the Annual General Meeting of the Club

9.5 Jowett Car Spares

9.5.1 Jowett Car Spares shall have a Chairman and a Treasurer, both of whom shall be elected as Directors of the Club

9.5.2 The Club will operate Jowett Car Spares for the benefit of members only, but unwanted items may be sold to other parties

9.5.3 The annual financial accounts of Jowett Car Spares shall be audited by a member of the Club who is not part of the Jowett Car Spares team

9.5.4 The annual financial accounts of Jowett Car Spares shall be included on the annual accounts document of the Club which is reported at the Annual General Meeting of the Club.

9.5.5 The stock held by Jowett Car Spares shall be audited on a three year cycle for quantities held and not for its financial value by a member or members of the Club who is not part of the Jowett Car Spares team

9.5.6 The trading and other activities of Jowett Car Spares shall be reported at the Annual General Meeting of the Club

9.5.7 Jowett Car Spares shall investigate, pursue reports and generally search out, collect and collate information of any sort as to the whereabouts and availability of spares for Jowett vehicles and acquire or manufacture such spares as it considers appropriate

9.5.8 Jowett Car Spares Officers and employees may give opinions concerning the running and maintenance of Jowett vehicles but it shall not be taken as technical advice and it shall be the responsibility of each member whether or not to accept such opinion.

10 Election and Retirement of Executive Council Members See Articles 21, 24, 29 and 30.

11 Election and Retirement of Regional Committee Members The President, Vice-Presidents, Ordinary or Honorary Life Members shall be eligible for election as Regional Committee Members. Candidates must be nominated by two ordinary members of the Club and must express their willingness to serve as a Regional Member. Any member so nominated shall be elected at the Regional Section Annual General Meeting by a simple majority. All members so elected to the Regional Committee shall retire therefrom at the next Regional Section Annual General Meeting and shall be eligible for re-election if prepared to stand again and are duly nominated and the Chairman's term of office may extend beyond three consecutive years.

12 Quorum The quorum for a Regional Committee shall be 40% of the membership of that committee. The quorum for a Regional Section Annual General Meeting shall be seven members. If a quorum is not obtained within 30 minutes of the advertised time of the commencement of the meeting in any case, then the meeting must be abandoned. If a Regional Section Annual General Meeting, is so abandoned the Secretary will convene a

further meeting within 30 days. Any member may challenge the competency of any meeting if the number of members present is insufficient to make a quorum.

13 Casual Vacancies Any casual vacancy arising in a Regional Committees, whether by reason of a member lapsing membership, resignation, death or otherwise, may be filled by a majority vote of the committee concerned. The appointee shall hold office until the following Regional Section Annual General Meeting and is eligible to be re-elected at that meeting.

14 Removal of a Committee Member Any Regional Committee member may be removed from his office at any time during the term of his office by a proposal, duly seconded in writing, circulated to all other Regional Section Committee Members entitled to attend and vote at least 21 days before the meeting at which the resolution for removal is to be proposed. The Regional Committee Member whose removal is proposed shall be entitled to make written representations. The resolution requires a three-quarters majority of those members present and entitled to vote to be carried. Voting shall be by a show of hands, or a written ballot at the discretion of the Chairman. A Regional Section Committee member so removed from office shall remain a member of the Club unless on due notice and proper resolution he has been expelled from the Club as hereinbefore provided.

15 Duties of Officers and Officials The duties of the Officers and other officials of the Club shall include the following:

15.1 The Secretary Shall:

15.1.1 keep a record of the minutes of the General Meetings and Executive Council Meetings of the Club

15.1.2 cause to be kept a current list of names and addresses of all members of the Club on file

15.1.3 issue notices of and convene General Meetings and Executive Council Meetings;

15.1.4 keep a register of the assets of the Club

15.1.5 keep any other records which the General Meeting of members or Executive Council may direct

15.1.6 superintend and organise the administration of the affairs of the Club and the promotion of its objects according to the Constitution and the instructions given from time to time by the members in General Meeting or Executive Council

15.1.7 ensure compliance with statutory requirements

15.2 The Treasurer Shall:

15.2.1 cause to be kept a complete and accurate record of all the subscriptions received together with all donations and other receipts and assets of the Club and issue receipts therefor

15.2.2 receive, hold, deposit, invest, spend and disburse funds of the Club as instructed by members in General Meeting and Executive Council and keep an accurate record thereof

15.2.3 prepare Annual Accounts and submit same together with all records, accounts, receipts and vouchers to the Auditors for checking

15.2.4 submit the Annual Accounts and Auditor's Report to the Annual General Meeting, copies being made available to all members attending the Annual General Meeting, or available on request

15.2.5 receive annually the financial balance of each Regional Section, make any proper enquiries in regard thereto and report to the members in General Meeting and the Executive Council as necessary

15.2.6 receive, consider and grant or, if so directed by the Executive Council, refuse applications for membership

15.2.7 issue to all new members a copy of the Memorandum and Articles of Association and current Byelaws of the Club

15.3 The Chairman Shall preside at each General Meeting and Executive Council Meeting

and shall have a casting vote in any business of the meeting. The Chairman shall address the Club in Annual General Meeting

15.4 The Vice Chairman Shall deputise for the Chairman in any meeting which the Chairman is absent, assist in any way possible the Chairman and other Club Officers in organisation, administration and the general business of the meetings

15.5 The Competition Secretary Shall encourage, promote and arrange, both locally and nationally, sporting, racing and other events; liaise with other car dubs, organisations and periodicals in connection therewith

15.6 The Editor(s) Shall receive material, compile, edit and publish a regular newsletter for the membership

15.7 The Spares Officer Shall investigate Jowett spares offered for sale or disposal and take appropriate action

15.8 The Publicity Officer Shall endeavour to obtain favourable press publicity at all times, and where appropriate counter any misleading or inaccurate publicity

15.9 The Membership Secretary Shall maintain a duplicate record of the name and address and club particulars of all members, and provide mailing labels when required

15.10 The Librarian Shall oversee and add to the Club's collection of historic documents relating to Jowett vehicles to include a copy of every Jowetteer published

15.11 The Film Librarian Shall oversee and add to a collection of films and videos prepared for the Club and other films and videos relating to Jowett vehicles and supply these to Sections or individual members when requested.

16 Nominations for Officials Nominations for election of Officials to fulfil the roles referred to in Byelaws 15.5-15.11 shall be made at the Annual General Meeting by two ordinary members of the Club subject as provided herein.

17 Minutes The minutes of all meetings once they have been accepted by the members present shall be signed as correct by the Chairman.

18 General Matters

18.1 Banking All monies received by the Treasurer on behalf of the Club must be banked in a bank account or Building Society account in the Club's name. Cheques and other documents drawn on the Club's funds must be signed by the Treasurer and either the Chairman Vice Chairman or Secretary.

18.2 Annual General Meeting:

18.2.1 See Article 12

18.2.2 the annual general meeting shall be held in the month of October at a time and place specified by the Executive Council

18.2.3 The business normally, but not exclusively, shall be:

18.2.3.1 Minutes of the previous Annual General Meeting

18.2.3.2 Receiving the Annual Report and Financial Statement

18.2.3.3 Electing Officers Auditors and Officials

18.2.3.4 Reports of the Officers

18.2.3.5 Formal proposals; these are defined as those concerning the organisation, administration or future of the Club and must be received in writing by the Secretary, duly seconded, by the 1st. September preceding the October meeting in which they are to be proposed

18.2.3.6 Any other business.

19 Appointment of Auditors

19.1 Auditors for the Club Accounts Subject to Article 35 and legal requirements for the appointment of professionally qualified auditors, the Auditors, who shall not be Club Officers, shall be two members from a panel of three appointed by the members in General Meeting. They shall examine all books and accounts of the Club and shall satisfy themselves

of their correctness and shall prepare and sign a report thereon which shall be circulated to all members with the accounts. At least one Auditor shall retire annually and may not offer himself for re-election for a period of one year

19.2 The auditor of Jowett Car Spares accounts shall be a Member of the Club who is not involved with the operation of the finances of Jowett Car Spares

19.3 The auditors of Jowett Car Spares Stock shall be a qualified auditor who is not a member of the Club. This audit is to be undertaken on a three-yearly cycle

19.4 The auditors of Regional Sections Accounts shall be any Member of the Club other than the Chairman or Secretary of that Regional Section and shall be appointed by that Regional Section Committee.

20 Power to instruct Solicitors/Professional Persons The Executive Council shall have the power on grounds which it deems sufficiently serious within its discretion to instruct a solicitor or any other professional person or body for advice. There must be a formal resolution duly proposed referring to the matter upon which advice is sought and that resolution must be passed by a two thirds majority of those present and able to vote at any Executive Council Meeting. The power is limited to the seeking of advice only and the Executive Council shall not instruct a Solicitor or professional person to issue any proceedings in court without the approval of the Club in General Meeting.

21 Capacity with regard to documents Any contract, deed, undertaking, authority or any other legal document to which the Club is party shall be held to be validly entered into, given or executed on behalf of the Club if it is subscribed to by the Chairman, Secretary or Treasurer for the time being.

22 Service of documents Any notice or other documents shall be deemed to have been duly served on the Club if addressed to the Secretary and delivered to him by hand, or received by post at his residence.

23 Events All motor competitions promoted by the Club shall be held under the general competition rules of the Motor Sports Association or any successor body and will meet with any other requirements of that Organisation.

24 Opinion

24.1 All opinions whether given verbally or written or printed or via other media jointly or severally between Club Directors or Officers or members or others concerning the restoration, running, and maintenance of Jowett vehicles shall not be taken as technical advice and it shall be the responsibility of each member or individual whether or not to accept such opinion

24.2 The onus falls upon the recipient of any opinion as in Byelaw 24.1 to decide whether to seek further opinions from qualified sources. These further opinions will replace and cancel any opinion given as in Byelaw 24.1.

25 Property The Secretary shall cause to be kept an up-to-date inventory of all property by lists sub-divided as to the nature of the property, e.g. Trophies, awards, books, photographs, films, tools, other documents or articles and where feasible annually publish same for benefit of the membership. Certain property may be borrowed on request in writing by ordinary members on condition that an appropriate deposit and/or fee be paid in advance, the amount of which from time to time shall be decided by the Executive Council. Items which are so available for loan will be so indicated on the published lists. Such loans are entirely within the discretion of the Executive Council and items borrowed cannot be retained by the borrower for longer than one month inclusive of the time for return if by post. On safe return in original undamaged condition the deposit will be returned less postage and any fee. The Club reserves the right to make further deductions or forfeit the deposit if the item loaned is returned damaged or incomplete. In the event of non-return a surcharge to be decided by the

Executive Council shall be charged.
26 Dissolution of the Club See Article 37.

ARTICLES OF ASSOCIATION OF THE JOWETT CLUB LIMITED

1 Interpretation In these articles:

1.1 'the Act' means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force

1.2 'the Club' means Jowett Car Club Limited

1.3 '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

1.4 'the Board' means all of the Directors

1.5 'the Executive Council' means the Directors, Secretary, Officers and eligible Regional Section representatives of the Club

1.6 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

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

2 Objects The Club is established for the purposes expressed in the memorandum of Association.

3 Membership

3.1 The following may be members of the Club in the following classes:

3.1.1 Ordinary - persons owning any Jowett vehicle in the United Kingdom or abroad

3.1.2 Associate - persons genuinely interested in the promotion of the objectives of the Club but who do not currently own a Jowett vehicle

3.1.3 Honorary Life - Honorary Life Membership may be conferred in rare appropriate cases of outstanding achievements or services to the Club

3.1.4 Jowett Junior - a person below 18 years of age

3.2 The number of members with which the Club proposes to be registered is unlimited

3.3 Membership is conditional upon the member signing an application for membership and paying a guarantee subscription and each year paying such subscription as the Club may from time to time prescribe save that Honorary Life Members shall not be required to pay a subscription each year

3.4 Couples of the same household may be allowed joint membership at the discretion of the Club

3.5 The first members of the Club are the signatories to the memorandum of Association of the Club and these Articles.

4 Application for Membership

4.1 The application for membership of every candidate must be as specified in the Byelaws, and can be in writing or by any other media, signed by or approved by the candidate, and must be in the form that the Club from time to time prescribes.

4.2 The application for Jowett Junior membership must be endorsed by the signature of an adult member.

5 Subscriptions

5.1 The guarantee subscription shall not be less than £1 and the yearly subscriptions payable by members of the Club (other than Honorary Members) shall be such as the Club from time to time prescribes

5.2 Every application for membership must be accompanied by a remittance to cover the guarantee subscription and the appropriate yearly subscription (if any) from the date of application to the following 31st December and in the event of non-election the remittance must be returned to the candidate.

6 Election of members

6.1 Honorary Life Members shall be elected by a majority of the members present at a General Meeting

6.2 Every other candidate for election shall be elected by a simple majority of the votes of the Directors of the Club

6.3 A person wishing to join the Club must complete the prescribed membership application form and submit it together with the first yearly subscription and the £1 guarantee subscription to the Treasurer

6.4 The Executive Council holds the right to refuse any application for membership whereupon the subscriptions will be returned in full.

7 Rights of members

7.1 Subject to the express provisions of these articles and to the Memorandum of Association of the Club and to any byelaws made by the Directors of the Club as provided below for the time being in force all members of the Club are entitled at all times to use all the facilities premises and property of the Club in common

7.2 Subject to the provisions of these articles every member is entitled to all the rights and is subject to all the duties of a member of the Club provided that Honorary Life Members do not have the right to nominate or be elected as Officers or Directors of the Club unless they have paid a guarantee subscription

7.3 Junior Members do not have the right to nominate or be elected as Directors or Officers of the Club.

8 Notice of resignation Any member wishing to resign his membership of the Club must give notice in writing of his intention to do so, addressed to the Secretary and deposited at the registered office of the Club before 25th March in any year, failing which the member must pay the subscription for the year.

9 Non-payment of subscriptions Any member whose annual subscription is unpaid on 25th March ceases to be a member of the Club and forfeits all right in and 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 If any member is convicted on an indictment of any criminal offence or is adjudged a bankrupt or makes any composition or arrangement with his creditors or being engaged in any profession is prohibited by the disciplinary body of that profession from continuing to practice or if the conduct of any member is in the opinion of the Executive Council injurious to the character of the Club or objectionable in any respect, that member may be required by the Executive Council to resign, and, if he does not resign within one week, the member may (after he has been given the opportunity to justify or explain his conduct) be expelled by resolution of the Executive Council and then ceases to be a member of the Club

10.2 A member expelled under this article may appeal by giving written notice of appeal to

the Secretary within 10 days from the posting of the notice of expulsion

10.3 After receipt of a notice of appeal the next General Meeting of the Club will decide the outcome and, if that meeting passes a resolution rescinding the expulsion, then the member must be reinstated as from the date of the resolution

10.4 Any member expelled in accordance with these articles, 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 subscriptions paid and remains liable for any outstanding fees or charges due from him at the date of expulsion or cessation.

11 Rights of members personal The rights of a member as such are personal and are not transferable and cease upon the member's death.

12 Annual general meeting

12.1 The Club must hold a general meeting in each year as its annual general meeting in addition to any other meetings in that year, and must specify the meeting as the annual general meeting in the notices calling it

12.2 Not more than 14 months may elapse between the date of one annual general meeting of the Club and that of the next

12.3 The annual general meeting must be held at such time and place as the Directors appoint and at least 21 days prior written notice shall be posted to each member at their registered address.

13 Extraordinary general meetings

13.1 All general meetings other than annual general meetings must be called extraordinary general meetings

13.2 The Directors may, whenever they think fit, and must, on a requisition made in writing by at least 20 members or members representing not less than one-tenth of the total voting rights of all the members having at the date of deposit of the requisition a right to vote at general meetings, whichever is the lesser, convene an extraordinary general meeting provided that at least 21 days prior notice has been given to every member of the Club

13.3 Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitioner and deposited at the registered office of the Club

13.4 On receipt of the requisition the Directors must immediately proceed to convene an extraordinary general meeting

13.5 If the Directors do not proceed to call a meeting within 28 days from the date of deposit of the requisition, the requisitioner, or any of them representing more than one-half of the total voting rights of all of them may convene such a meeting.

14 Notice of meetings 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 Quorum

15.1 No business may be transacted at any general meeting of the Club unless a quorum is present

15.2 Save as otherwise provided in these articles 20 members or such number as is at least 10% of the membership of the Club (whichever is less) personally present is a quorum

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

15.3.1 if the meeting was convened on the requisition of members, it must be dissolved

15.3.2 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.

16 Chairman

16.1 A Chairman and a Vice Chairman shall be elected at the Annual General Meeting to serve until election of another Chairman and Vice Chairman at another Annual General Meeting

16.2 The Chairman if present and failing him the Vice Chairman if present shall be the Chairman of General Meetings

16.3 The members present at a meeting may elect one or more of their number who is a Director to be chairman of the meeting if neither the Chairman nor the Vice Chairman is present

16.4 If there is no Director present, then the members may elect any one of their number to be chairman of the meeting

16.5 A person shall not be elected as Chairman for more than 3 consecutive years.

17 Adjournment

17.1 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

17.2 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.

18 Passing of resolutions

18.1 At any general meeting:

18.1.1 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

18.1.2 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 or by at least two 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

18.2 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 is deemed to be the resolution of the meeting at which the poll was demanded

18.3 Where one or more Directors present at a General meeting believe and state that a duly proposed and seconded resolution may be illegal the chairman is permitted, or may be required by one or more Directors present, to defer said resolution to the next meeting. If the proposer or others present wish to continue with the said resolution the chairman or the Secretary shall seek a professional legal opinion which shall be presented at the next meeting when the resolution may be proposed again. The Chairman must act only in accordance with the legal opinion received

18.4 Notice of a Special Resolution which seeks to change these Articles of Association must be given in writing to the Secretary at least 21 days prior to a General Meeting and the notice copied to Members entitled to receive notice of the General Meeting at least 7 days prior to it provided that the Chairman of the General Meeting may in his absolute discretion allow amendment of a proposed resolution of which notice has been duly given. A Special

Resolution must receive a 75% majority to be carried.

19 Voting rights

19.1 Every member of the Club may attend and vote at general meetings of the Club but:

19.1.1 Honorary Life members may not vote unless they have paid a Guarantee Subscription

19.1.2 No member may vote at any meeting unless all the money then due from him to the Club has been paid

19.1.3 Jowett Juniors are not entitled to vote at General Meetings

19.2 Every member of the Club entitled to vote has one vote and no more, except that, in case of equality of votes, the chairman may have a second or casting vote.

20 Directors

20.1 The Directors of the Club shall be not less than 3 nor more than 11 members of the Club elected as provided in these articles

20.2 3 Directors are a quorum at a Board of Directors meeting

21 Election of Directors Subject as provided above the election of Directors must take place in the following manner:

21.1 Any two members of the Club may nominate any other member to serve as a Director of the Club, having previously received his assent

21.2 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 7 days before the annual general meeting or other general meeting the notice convening which advises that the election of Directors is on the agenda

21.3 Details of the candidates' names in alphabetical order, with the proposers and seconds names, must be made available to each member of the Club on request at least 3 days immediately preceding the relevant general meeting

21.4 If insufficient candidates are so nominated candidates to fill the vacancies may be nominated for election at the relevant meeting

21.5 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

21.6 The elected Directors may appoint a member or members to fill any remaining vacancy or vacancies

21.7 If any candidate declines to serve after being elected; the candidate who has the next largest number of votes must be deemed to be elected

21.8 If two or more candidates obtain an equal number of votes the Directors must select by lot from such candidates the candidate or candidates who is or are to be elected

21.9 Notwithstanding the foregoing the Chairman and Treasurer of Jowett Car Spares shall be proposed at the Annual General Meeting by the Chairman of the Club after a resolution of adoption carried at the previous Executive Council Meeting. If the meeting fails to approve the appointment of the either the Chairman and/or the Treasurer of Jowett Car Spares by simple majority their appointment will be held open for resolution by the Executive Council.

22 Remuneration No Director or Officer of the Club, other than the Secretary, 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 the Secretary for clerical or other assistance.

23 Age limits There is no any age limit for Directors 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 all Directors of the Club must retire from office

24.2 The retiring Directors are eligible for re-election at the same or any other general meeting of the Club.

25 Powers of Directors

25.1 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

25.2 The Directors may act notwithstanding vacancies

25.3 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.

26 Removal of Directors The office of a Director is vacated if:

26.1 his membership of the Club is terminated, or

26.2 he absents himself from meetings of the Directors for a continuous period of six calendar months without special leave of absence from the other Directors; or

26.3 he gives the Directors one calendar month's notice in writing that he resigns his office or

26.4 he is removed by extraordinary resolution passed at a general meeting of the Club.

27 Officers The Officers of the Club are the Chairman, Vice Chairman, Honorary Treasurer and the Secretary and such others as the Club shall decide from time to time.

28 Election of Officers

28.1 At every annual general meeting of the Club all Officers of the Club must retire from office and may offer themselves for re-election

28.2 Any two members of the Club may nominate any other member to serve as an Officer of the Club, having previously received the nominee's assent

28.3 Candidates to fill the vacancies may be nominated for election at the relevant general meeting

28.4 Each member present at the relevant general meeting and qualified to vote may vote for any number of candidates not exceeding the number of vacancies

28.5 The elected Directors may elect a member or members to fill any remaining vacancy or vacancies

28.6 If any candidate declines to serve after being elected the candidate who has the next largest number of votes must be deemed to be elected

28.7 If two or more candidates obtain an equal number of votes the Directors must select by lot from such candidates the candidate or candidates who is or are to be elected.

29 Casual vacancies

29.1 All casual vacancies arising amongst the Directors or Officers of the Club must be filled by the Directors

29.2 Any Director or any Officer (other than the Secretary) appointed to fill a casual vacancy must retire at the following annual general meeting.

30 Appointment of Secretary

30.1 The Secretary of the Club must be appointed by the Directors for such term, at such remuneration and upon such conditions as they think fit

30.2 The Directors may terminate the Secretary's appointment and fill a vacancy in the office.

31 Accounts

31.1 The Directors of the Club must ensure that proper books of account are kept in respect of:

31.1.1 all sums of money received and expended by the Club and the matters in respect of which the receipts and expenditure take place and

31.1.2 the assets and liabilities of the Club

31.2 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

31.3 Any member has the right to inspect any account or book or document of the Club upon giving at least 36 hours' notice to the Secretary and paying the reasonable expenses thereby incurred.

32 Presentation of accounts

32.1 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

32.2 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 six months before such meeting

32.3 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 14 days prior to the meeting

32.4 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.

33 Byelaws

33.1 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

33.2 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

33.3 All byelaws, so long as they are in force, are binding on all members of the Club

33.4 No byelaws may be inconsistent with, or affect or repeal anything contained in, the memorandum or articles of association of the Club, or be in breach of any statutory provision

33.5 Any byelaw may be set aside by a special resolution of a general meeting of the Club.

34 Delegation

34.1 The Directors shall so far as lawful delegate power to operate and administer Club activities and to respond to demands upon, opportunities for, and initiatives of the Club (including annual rallies) to the Executive Council

34.2 The Directors of the Club may delegate any of their powers to a committee or committees appointed by the Directors

34.3 With the exception of a sub-committee with less than four members or one concerned with the purchase for the Club, or supply by the Club, of intoxicating liquor, a sub-committee may have up to one-third of its membership from members of the Club other than Directors and Officers

34.4 In the exercise of the powers delegated to it, a committee must conform to any regulations prescribed by the Directors

34.5 Any delegation of powers or appointment of a committee may be recalled or revoked by the Directors at any time.

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

36 Seal

36.1 The Club shall not be obliged to have a seal

36.2 The Club may execute deed by the signature of two Directors or of a Director and the Secretary.

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

37.1 divide among the members in specie or in kind, the whole or any part of the assets of the Club or

37.2 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.

38 Notices

38.1 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 posting it in a conspicuous place in the Club room of the Club

38.2 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.

39 Headings

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

WE, the persons whose names and addresses are subscribed confirm that the foregoing are the Articles of Association of JOWETT CAR CLUB LIMITED.