

SPECIAL RESOLUTION TO AMEND THE ARTICLES OF THE COMPANY

Following an extensive review of the Articles of Association undertaken by the Board and reviewed by Harper James UK Solicitors Members are asked to approve the complete revision of the Company's Articles of Association.

Most changes have been required in order to bring the Articles up to date with current legislation, and there have also been some changes to the typographical arrangement.

These changes were reviewed and approved by the Board at its meeting on 23 March 2019, with minor changes subsequently approved by a majority of the directors in writing.

David Wort
Chairman

At the AGM on 10 November 2019 the following Special Resolution to amend the Articles of The Auto-Trail Owners' Club will be submitted to Members:

To adopt the following Articles to be the Articles of Association of the Auto-Trail Owners' Club, Registration No: 4702104.

**ARTICLES OF ASSOCIATION FOR
AUTO-TRAIL OWNERS' CLUB
(a company limited by guarantee)**

INDEX TO THE ARTICLES

**PART 1
INTERPRETATION AND LIMITATION OF LIABILITY**

1. Defined terms
2. Liability of members

**PART 2
DIRECTORS
DIRECTORS' POWERS AND RESPONSIBILITIES**

3. Directors' general authority
4. Members' reserve power
5. Directors may delegate
6. Committees

DECISION-MAKING BY DIRECTORS

7. Directors to take decisions collectively
8. Unanimous decisions
9. Calling a directors' meeting
10. Participation in directors' meetings
11. Quorum for directors' meetings
12. Chairing of directors' meetings
13. Casting vote
14. Conflicts of interest
15. Records of decisions to be kept
16. Directors' discretion to make further rules

APPOINTMENT OF DIRECTORS

17. Methods of appointing directors
18. Termination of director's appointment
19. Directors' remuneration
20. Directors' expenses

**PART 3
MEMBERS
BECOMING AND CEASING TO BE A MEMBER**

21. Applications for membership
22. Termination of membership

ORGANISATION OF GENERAL MEETINGS

- 23. Directors' power to call general meetings
- 24. Members' power to require directors to call general meeting
- 25. Attendance and speaking at general meetings
- 26. Quorum for general meetings
- 27. Chairing general meetings
- 28. Attendance and speaking by directors and non-members
- 29. Adjournment

VOTING AT GENERAL MEETINGS

- 30. Voting: general
- 31. Errors and disputes
- 32. Poll votes
- 33. Content of proxy notices
- 34. Delivery of proxy notices
- 35. Amendments to resolutions

PART 4

ADMINISTRATIVE ARRANGEMENTS

- 36. Means of communication to be used
- 37. Register of members
- 38. No right to inspect accounts and other records
- 39. Appointment of Company Secretary
- 40. Appointment of Independent Examiner
- 41. The Rules of the Club

DIRECTORS' RESPONSIBILITIES, INDEMNITY AND INSURANCE

- 42. Directors' responsibilities
- 43. Indemnity
- 44. Insurance

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise:

“articles” means the company’s articles of association;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“chairman” has the meaning given in article 12;

“chairman of the meeting” has the meaning given in article 27;

“clear days” means, in relation to the period of a notice, that period excluding the day on which the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“communication” has the meaning given in the Electronic Communications Act 2000;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company, which will have an overriding authority if no specific article is detailed, or if an article would be illegal under the Acts;

“company” or “Club” means Auto Trail Owners Club;

“Company Secretary” means the secretary of the company or any other person or persons appointed to perform the duties of the secretary, as required by the Acts, including a Joint, Assistant, Membership, Club, Administrative, Deputy or other secretary;

“consent of members” means the agreement of members by a simple majority in general meeting;

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic communication” has the meaning given in the Electronic Communications Act 2000;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“executed” includes any mode of execution;

“GDPR” means General Data Protection Regulation;

“Handbook” means the Club’s document titled “Handbook” incorporating the Club Rules, Code of Practice, Health and Safety policy and GDPR policy;

“magazine” means the Club’s publication normally published quarterly which is sent to every member;

“member” has the meaning given in section 112 of the Companies Act 2006;

“month” means calendar month;

“motorcaravan” shall have the same meaning as motorhome and vice-versa;

“notice” means the inclusion in the magazine of notice that a general meeting has been called or by such other means as the directors deem appropriate from time to time. Publication of such notice or normally acceptable proof of such other means of service shall be conclusive evidence that notice has been given to all members. The notice period must be at least four weeks from the reasonably expected delivery date of such notice;

“office” means the registered office of the company;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a directors’ meeting, has the meaning given in article 10;

“proxy notice” has the meaning given in article 33;

“Secretary of the Club” means a person other than the Company Secretary, who deals with the Club’s general correspondence, the taking and typing of minutes of directors’ meetings, the giving of notices for directors’ and general meetings and the receiving of motions and nominations for general meetings.

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“spouse” includes any joint member whether he is married, in a civil partnership, or co-habiting;

“term” means any period between two consecutive Annual General Meetings (AGM), regardless of the elapsed time between those meetings;

“The Rules” or “the Club Rules” means the Rules of the Club as set out in the Handbook;

“United Kingdom” means Great Britain and Northern Ireland;

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;

and

“year” means calendar year.

And words importing the singular only shall include the plural and vice-versa.

And words importing the masculine gender shall include the feminine gender.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

Liability of members

2. — The liability of each member is limited to £5, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while they are a member or within one year after they cease to be a member, for—
- (a) payment of the company’s debts and liabilities contracted before they cease to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves.

PART 2 DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

3.—Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

Members' reserve power

- 4.**—(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

- 5.**—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—
(a) to such person or committee;
(b) by such means (including by power of attorney);
(c) to such an extent;
(d) in relation to such matters or territories; and
(e) on such terms and conditions, e.g. taking GDPR into account;
as they think fit.
(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

- 6.**—(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

- 7.—**(1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.
- (2) If—
- (a) the company only has one director, and
 - (b) no provision of the articles requires it to have more than one director, the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

Unanimous decisions

- 8.—**(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

- 9.—** The directors shall meet as often as they deem necessary to deal with the business of the Club subject to the following---
- (1) Any director may call a directors' meeting
- (a) by giving notice of the meeting to the directors; or
 - (b) by authorising the Club Secretary (if any) to give such notice, providing such notice is given in accordance with the Club Rules.
- (2) Notice of any directors' meeting must indicate—
- (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) Notice of a directors' meeting must be given to each director, but need not be in writing.
- (4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

- 10.**—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
- (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

- 11.**—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) Except where specified in a Club Rule, the quorum for directors' meetings is 50% plus one of the directors in post at the relevant time. The quorum must never be less than two.
- (3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—
- (a) to appoint further directors, or
 - (b) to call a general meeting so as to enable the members to appoint further directors.

Chairing of directors' meetings

- 12.**— The Chairperson of the Club shall chair directors' meetings.
- (1) Where the Chairperson of the Club is unable to attend a directors' meeting, the directors may appoint a director to chair their meetings, or
 - (2) If the Chairman of the Club is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

- 13.**—(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

- 14.**—(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when—
- (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the director's conflict of interest arises from a permitted cause.
- (4) For the purposes of this article, the following are permitted causes—
- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.
- (5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- (6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- (7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

- 15.** — The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

- 16.**—Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

- 17.**—(1) The maximum number and minimum number of directors shall be determined from time to time by the members in general meeting and shall be set out in The Rules. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be two.
- (2) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—
- (a) by ordinary resolution in general meeting, subject to paragraph (5) and articles 41 and 42, or
 - (b) by a decision of the directors to fill a casual vacancy, subject to article 18(g).
- (3) In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.
- (4) For the purposes of paragraph (3), where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.
- (5) No person shall be appointed as a director at any general meeting unless either:
- (a) they are recommended by the directors; or
 - (b) not less than 10 nor more than 35 clear days before the date appointed for the general meeting, notice executed by any two members from different memberships qualified to vote at the general meeting who are unconnected to the nominee has been given to the Club Secretary of their intention to propose that person for appointment, together with a written notice executed by the person proposed for election of his willingness to be appointed; and
 - (c) they agree to enter into and observe the terms of a contract with the Auto-Trail Owners' Club, and
 - (d) where standing for an officer's position, they have a UK postal address that is monitored daily, where reasonably practicable, to ensure the smooth administration of the Club's business.
- (6) No person shall be appointed as a director where:
- (a) they have received a written warning within the last 24 months; or
 - (b) they are the subject of an on-going mediation investigation.

In addition to the above:

- (a) The members in general meeting shall elect four members to be officers of the Club who shall be the Chairman (of the Club and the board of directors), the Club Secretary, Membership Secretary and the Club Treasurer all of whom will be directors, subject to paragraph (b)
- (b) None of the following may be related or have the same Membership number or be members by virtue of their use of the same motorcaravan: the Chairman, Club Secretary, Club Treasurer, Membership Secretary and Company Secretary who is registered as such at Companies House.
- (c) No member may remain a director for more than two terms without standing for re-election if eligible.

Termination of director's appointment

18. —A person ceases to be a director as soon as—

- (a)) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) *[paragraph omitted pursuant to The Mental Health (Discrimination) Act 2013]*
- (f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.
- (g) the next general meeting, if they were appointed to fill a casual vacancy.

In addition to the above:

- (a) Each term year, at least 50% of the directors shall be required to retire by rotation as set out in The Rules. In the event of equal seniority and in the absence of agreement the director(s) to retire shall be decided by lot at a directors' meeting held not later than two months before the AGM at which the election of directors is to take place.
- (b) No more than two officers shall retire at the same AGM. Those to retire in alternate terms are detailed in the Club Rules.
- (c) Any director who wishes may stand for re-election, providing they are eligible within the Club Rules

Directors' remuneration

19. — The directors shall provide their services on a voluntary basis without any remuneration for services provided as a director.

Directors' expenses

20. — As agreed by the directors at a directors' meeting, the company may pay any reasonable expenses, except travel expenses, which the directors properly incur in connection with their attendance at—

- (a) meetings of directors or committees of directors, except where these are held at a Club Rally, providing these do not exceed the amounts specified in the Club Rules.
- (b) general meetings, except where held at a Club Rally, or
- (c) otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for membership

21. — The number of members of the Club shall be unlimited. No person shall become a member of the company unless—

- (a) they meet the qualifications and requirements to be a member as set out in The Rules, including payment of fees, without prejudice to any of the provisions of these articles, but an incorporated body may not be a member;
- (b) they deliver to the Membership Secretary (appointed as prescribed in The Rules) an application for membership, executed by them, in such form as the Membership Secretary determines with the agreement of the directors, that sets out the obligations and undertakings required and determined from time to time by the directors as required by these articles and The Rules;
- (c) they are approved by the directors, but such approval shall not be unreasonably withheld.

and

- (d) A membership includes both the member and any co-habiting spouse of that member.
- (e) A member may nominate any immediate family member as a driver of their motorhome who will be able to attend rallies but will not be entitled to vote at general meetings.

Termination of membership

22.—(1) A member may withdraw from membership of the company by giving seven clear days' notice to the company in writing.

(2) A person's membership terminates when:

- (i) that person dies without leaving a spouse; or
- (ii) that person no longer owns a qualifying motorhome, or meets a condition of membership as defined in The Rules;
- (iii) it has lapsed. A membership will lapse where it has not been renewed by 31 January of the year to which it relates. A member whose membership has lapsed and who wishes to rejoin will do so as a new member, paying the new members' fee. Should they wish to retain their original membership number an additional administrative fee will be charged.

ORGANISATION OF GENERAL MEETINGS

Power to call general meetings

23. — Directors' power to call general meetings

The directors of a company may call a general meeting of the company.

24. — Members' power to require directors to call general meeting

- (1) The members of a company may require the directors to call a general meeting of the company.
- (2) The directors are required to call a general meeting once the company has received requests to do so from members who represent at least the required percentage of total voting rights of all the members having a right to vote at general meetings.
- (3) The required percentage is 10% unless more than 12 months has elapsed since the end of the last general meeting:
 - (a) called in pursuance of a requirement under section 303 Companies Act 2006, or
 - (b) in relation to which any members of the company had (by virtue of an enactment, the company's articles or otherwise) rights with respect to the circulation of a resolution no less extensive than they would have had if the meeting had been so called at their request, in which case the required percentage is 5%.
- (4) A request
 - (a) must state the general nature of the business to be dealt with at the meeting, and
 - (b) may include the text of a resolution that may properly be moved and is intended to be moved at the meeting.
- (5) A resolution may properly be moved at a meeting unless:
 - (a) It would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the company's constitution or otherwise),
 - (b) It is defamatory of any person, or
 - (c) It is frivolous or vexatious.

Attendance and speaking at general meetings

- 25.** — (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it, where reasonably practicable.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

- 26.** — No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- (a) A quorum shall be two members who are entitled to vote upon the business to be transacted unless each is a qualifying person only because they are appointed as proxy of a member in relation to the meeting, and they are proxies of the same member.
 - (b) For the purposes of this section a “qualifying person” means:
 - i) an individual who is a member of the company,
 - ii) a person appointed as a proxy of a member in relation to the meeting.

Chairing general meetings

- 27.** — (1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
- (a) the directors present, or
 - (b) (if no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- (3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

Attendance and speaking by directors and non-members

- 28.** — The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

Adjournment

- 29.** — (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- (a) the meeting consents to an adjournment, or
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairman of the meeting must—
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days’ notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
- (a) to the same persons to whom notice of the company’s general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

- 30.** — (1) A resolution put to the vote of a general meeting shall be decided on a show of hands unless before, or immediately after the declaration of the result of the show of hands, a poll is duly demanded.
- (2) On a vote on a resolution at a meeting on a show of hands, a declaration by the chairman that the resolution:
- (a) has or has not been passed, or
 - (b) passed with a particular majority,
- is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of, against the resolution or abstained.

Errors and disputes

- 31.** — (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final.

Poll votes

- 32.** — (1) A poll on a resolution may be demanded—
- (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by—
- (a) the chairman of the meeting;
 - (b) the directors;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if—
- (a) the poll has not yet been taken, and
 - (b) the chairman of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.
- (5) A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (6) In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

Content of proxy notices

- 33. —** (1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

- 34. —** (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf.

RESOLUTIONS

Amendments to resolutions

- 35. —** (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
 - (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

- 36.**—(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- (3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Register of members

- 37.** — In accordance with section 113 of the Companies Act 2006, the Membership Secretary shall maintain a register of members and the Company Secretary, or person acting in that capacity, shall be notified of the place at which that register is kept or maintained and the Membership Secretary shall obtain and keep a signed undertaking as set out in Articles 21 (b) before each applicant is entered into the prescribed register of members.

No right to inspect accounts and other records

- 38.** — No person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member, except as provided by law or authorised by the directors or an ordinary resolution of the company and providing no breach of GDPR is likely to occur.

Appointment of Company Secretary

- 39.**—(1) By virtue of the Acts, there is no requirement to appoint a Company Secretary.
- (2) The directors may appoint any director with the appropriate qualifications and/or experience to act in that capacity but he will not be named as secretary of the company on the file at Companies House.
- (3) Where there is no such director, the directors shall appoint a Company Secretary who may, but need not, be a member as set out in The Rules. Such Company Secretary may also be removed by the directors.
- (4) Any such appointee who is not a member shall be deemed to be one for the purposes of the Club's Certificate of Exemption granted by the relevant Government Agency and shall attend directors' meetings.

Appointment of Independent Examiner

- 40.** — Except as provided by law, no auditor need be appointed. However, the Board shall appoint a qualified accountant, who is not a member of the Club, to be the Independent Examiner of the Club's accounts.

The Rules of the Club

- 41.**—The members in general meeting may from time to time make, alter, or repeal, the Rules of the Club as they may deem necessary, expedient or convenient for the proper conduct and management of the Club and to regulate:
- (1) the admission and classification of members, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- (2) the conduct of members in relation to one another, the Club's directors and the activities of the Club;
- (3) the setting aside of the whole or any part or parts of the Club's assets or premises at any particular time or times or for any particular purpose or purposes;
- (4) the procedure at general meetings and directors' meetings and meetings of the Club in so far as such procedure is not regulated by those present; and
- (5) and, generally, all such matters as are commonly the subject matter of Club Rules.

All amendments to The Rules will be with immediate effect where reasonably practicable.

The Rules are to be included in the Club's documentation issued to members on joining and from time to time when amended, and its Website, if appropriate.

DIRECTORS' INDEMNITY AND INSURANCE

Directors' responsibilities

42.— Any member wishing to be nominated for election to the board of directors, and in particular the positions of:

- (1) Treasurer;
- (2) Secretary of the Club; or
- (3) Membership Secretary and GDPR officer,

must

- i. demonstrate that he has the ability to meet the responsibilities of that position as detailed in the Job Description shown on the Club's website; and
- ii. provide a curriculum vitae for disclosure at the AGM at which he is seeking appointment.

Indemnity

43.—(1) Subject to paragraph (2), a relevant director of the company may be indemnified out of the company's assets against—

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company,
- (b) any other liability incurred by that director as an officer of the company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this article—

- (a) a "relevant director" means any director or former director of the company,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company.

Insurance


44.—(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article— a "relevant director" means any director or former director of the company.

Dated 10 November 2019

Approved by members at the AGM held at Cheltenham Racecourse on 10 November 2019

Signed

A handwritten signature in black ink, appearing to be 'J. B. Clark' or similar, written in a cursive style.

Director