

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
- OF -
R.R.E.C. LIMITED

as adopted at the General Meeting held on 10th November 2013

INTERPRETATION

1. In these presents the words in the first column of the Table below shall bear the respective meanings set opposite them in the second column below unless the context otherwise requires:

The Act	the Companies Act 2006.
The Board	the board of Directors for the time being of the Club.
The Club	the above-named company (which also trades and operates under the name “the Rolls-Royce Enthusiasts’ Club”).
President	a non-Director appointed by the Board.
Patron	a non-Director appointed by the Board.
Director	a director of the Club for the time being.
Company Secretary	a non-Director appointed by the Board responsible for ensuring that the Club complies with company legislation and regulations.
Member	a member who has paid an annual subscription in respect of the membership year current for the time being and a joint member (if any) living at the same address who has also paid the annual joint subscription.
Ordinary Member	a member who is not also a Director

Life Member	any person elected by the Board to be a Member for their lifetime and who will not be liable to pay any fees for the privilege.
Honorary Member	any person elected by the Board to enjoy certain privileges and advantages of membership but who is not a voting Member.
The Office	the registered office for the time being of the Club.
Officers	Members so designated by the Board.
These presents	these Articles of Association, and the regulations of the Club from time to time in force.
Register	a sub-section or branch of the Club, approved by the Board, maintaining a register of similar or related vehicles owned by Members.
Section	a regional branch of the Club, approved by the Board, conducting such activities as may be approved by the Board.
Sub-Committees	committees of the Board as referred to in Article 44 of these Articles.
In writing or written	in writing or any way of representing or copying words legibly so that they are permanent or in electronic form including any notices printed in the official Club Bulletins.

Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof for the time being in force shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

Neither Table C of the Companies (Tables A to F) Regulations 1985 nor the model articles of association for companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (S1 2008 No. 3229) shall apply to the Club.

MEMBERSHIP AND OBJECTS

2. No person shall become a Member unless:
 - (a) that person has completed an application for membership in a form approved by the Board; and
 - (b) the Board has approved the application.

3. The Club's objects shall be unrestricted and shall (without limitation) include the following:
- (a) In particular to encourage and promote the ownership, restoration and subsequent good keeping of Rolls-Royce and Bentley cars.
 - (b) To promote the practical and social aspects of motoring within its membership.
 - (c) To further the motoring interests of its Members generally and where necessary or desirable to join with other persons or clubs or associations to this end.
 - (d) To encourage courtesy, good driving, and safety on the roads.
 - (e) To encourage social contacts between Members and other organisations with similar aims.
 - (f) To promote or support Club activities of a social or educational nature.
 - (g) To carry on all or any of the businesses of promotion establishment and organisation of motoring events worldwide.
 - (h) To establish, promote or assist in establishing or promoting, and to subscribe to, or become a member of, any other companies, clubs, or associations whose objects are in whole or in part similar to the objects of the Club, or the establishment or promotion of which may be beneficial to the Club. Provided that no subscription shall be paid to any such company, club or association out of the funds of the Club except bona fide in furtherance of the objects of the Club.
 - (i) To acquire by purchase, lease or in exchange or by hire or otherwise any lands, buildings, or tenements anywhere in Great Britain or elsewhere and such as may be deemed by the Club likely to advance or benefit either directly or indirectly the interests of the Club or otherwise to further the objects of the Club.
 - (j) To carry on any or all of the activities referred to in this Article 3 and to carry on any other trade or business in any part of the world.
 - (k) To support and subscribe to any charitable or public body and any institution, society or club which the Board consider may be for the benefit of the Club or its employees.
 - (l) To invest and deal with the moneys of the Club not immediately required as may from time to time be determined.
 - (m) To borrow or raise and give security for money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Club or by mortgage or charge upon all or any part of the property of the Club, to purchase, subscribe for and otherwise acquire and hold shares, stocks and other interests or obligations of any other company or corporation.

- (n) To promote the interests of the Club through education and information using all or any of the Club's archives and artefacts and to form a charity to protect such archives and artefacts to meet this obligation.
 - (o) To safeguard the name Rolls-Royce, the Rolls-Royce badge and the linked RR device which are trademarks of Rolls-Royce Plc and are used by the Club under licence, and any other trademarks used under any licence that may be granted from time to time.
 - (p) To do all such lawful things as shall in the opinion of the Board further the attainment of the objects of the Club or any of them.
4. The income and property of the Club, from wherever derived, shall be applied solely towards the promotion of the objects of the Club as set out in these presents and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the Members. Provided that nothing herein shall prevent the payment, in good faith, of remuneration to any Officer (without limitation of the provisions of Article 27(b)) or employee of the Club, to any Member or other person in return for any services rendered to the Club, nor prevent the payment of interest at a rate not exceeding 8 per cent per annum above Bank of England Bank Rate or money lent or reasonable and proper rent for premises demised or let by any Member or any Officer of the Club paid by fees, nor prevent the payment of out-of-pocket expenses.
 5. Membership of the Club is available only to individuals and there shall be no limit on the number of Members.
 6. Except as the Board may, in its discretion, determine otherwise, membership of the Club is for a period not exceeding twelve calendar months and, in respect of each Member, such period shall commence on such date as the Board shall from time to time determine.
 7. Every Member shall be subject to and be eligible for re-election annually. The Board may in its absolute discretion refuse to re-elect a Member, but every person whose membership of the Club is due to expire and who has not given any notice of resignation shall be deemed to have been re-elected for a further year subject to the provisions of Article 10(d) (without the necessity of any specific resolution of the Board to that effect) unless at a meeting of the Board a motion for his or her re-election shall have been put to the Board and lost, or the Board shall have resolved that he or she be not re-elected.
 8. Every Member, whether or not he or she shall have actually received copies of the Articles of Association and current Rules made thereunder shall be deemed to have notice of them and to be bound thereby.
 9. A Member may at any time resign his membership by notice in writing to the Club and may by such notice specify that his resignation shall take effect as from the termination of his current year of membership or from an earlier date. In default of any date being specified herein the notice shall take effect as from the termination of the current year of membership.
 10. Membership of the Club shall cease in all or any of the following circumstances:

- (a) If the Board shall resolve under Article 11 that the Member be expelled, as from the date of such resolution.
 - (b) If a Member be not re-elected or deemed not to be re-elected under Article 7, as from the expiration of his current year of membership.
 - (c) If a Member by notice in writing to the Club resigns his membership, as from the date specified in the notice or the expiration of his current year of membership whichever is the earlier.
 - (d) If the annual subscription of a Member shall be more than twelve months in arrears, as from the expiration of such period his membership shall expire.
11. If any Member shall wilfully or persistently refuse or neglect to comply with any of the provisions of the Articles of Association of the Club, or of the Rules and Guidelines made by the Board pursuant to Article 49, or if his or her conduct is considered by the Board to be objectionable to other Members or to be contrary to the interests of the Club, he or she shall be liable to expulsion by a resolution of the Board provided that not less than fourteen days' notice in writing shall be given by the Company Secretary to any such Member of the intended resolution and of the nature of the allegations made against him or her and the Member shall be entitled at his or her option to give an explanation in writing and to attend the meeting of the Board at which such resolution is to be considered and to give such explanation or make such defence in person, as he or she may think fit. The Board shall have absolute and unfettered discretion to accept or reject any such explanation or defence, and its decision to expel or not to expel any Member shall be final and conclusive.
12. Honorary and Life Members:
- (a) The Board shall have power to elect persons as Honorary Members who shall not be liable to pay any entrance fee or annual subscription. Honorary Members shall not be Members of the Club. They shall be entitled to such privileges and advantages of membership as the Board may prescribe by the Rules but shall not be entitled to vote at general meetings.
 - (b) Any Member who in the opinion of the Board renders to the Club exceptional services may be elected by the Board as a Life Member who shall not be liable to pay any entrance fee or annual subscription. Such Life Member shall enjoy to the full and in all respects the rights and privileges of ordinary subscribing Members and his or her name shall be entered in the Register of Members kept pursuant to the Act.
 - (c) Any Member with fifty or more years of continuous membership of the Club shall be deemed a Life Member.

ENTRANCE FEES AND SUBSCRIPTIONS

13. The amount of the entrance fee payable on election to membership of the Club, and the amount of annual subscription or subscriptions payable by Members of the Club, shall be such as the Board shall from time to time prescribe. Subject as otherwise provided with regard to the first annual subscription and subject to Article 6 hereof, every annual subscription shall become due in advance on the first day of January in each calendar year or on such other date or dates as the Board shall from time to time determine.

GENERAL MEETINGS

14. The Club shall in each year hold a general meeting in the United Kingdom as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. The annual general meeting shall be held at such time and place as the Board shall appoint but shall be held during the month of April each year.
15. All general meetings other than annual general meetings shall be called general meetings and for the purposes of these presents (unless the context requires otherwise) references to general meetings shall include annual general meetings.
16. The Board may, whenever it thinks fit, convene a general meeting, and general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 303 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or 5% or more of the total Members for the time being may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

17. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a general meeting of the Club other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Club in general meeting, to such persons as are, under these presents, entitled to receive such notices from the Club.
18. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

19. All business transacted at a general meeting or an annual general meeting shall be deemed special, with the exception of the consideration at an annual general meeting of

the accounts, balance sheets, the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

20. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, ten Members present in person shall be a quorum.
21. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be deemed to be a quorum for that meeting.
22. The Chairman of the Board, or failing him the Deputy Chairman, shall preside as Chairman at every general meeting, but if at any meeting neither the Chairman of the Board nor the Deputy Chairman of the Board is present within thirty minutes after the time appointed for holding the same, or if neither of them is willing to act as Chairman, the Members present shall choose some Director, or if no such Director be present, or if all the Directors present decline to take the Chair, they shall choose some Member of the Club who shall be present to preside as Chairman of that general meeting.
23. The Chairman of a general meeting may, with the consent of any general meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a general meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.
24. Voting:
 - (a) At any general meeting of the Club a resolution duly contained in the notice of the meeting and put to the vote of the members shall only be decided on by votes cast by postal vote and votes cast by proxy. A declaration by the Chairman of the relevant general meeting, and an entry to that effect in the book containing the minutes of proceedings of the Club in accordance with this Article, been carried or carried unanimously, or by a particular majority, or lost, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. For the avoidance of doubt, a poll vote on show of hands shall not be permitted at any general meeting.
 - (b) Every member will be invited to vote upon all resolutions put to general meetings by post and may appoint the Chairman of the meeting as his proxy. Upon each postal

vote being taken, the Chairman of the meeting will also take account of the proxy votes held by him.

- (c) An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow, or in any other form which is usual or which the Board may approve):

R.R.E.C. LIMITED

I, _____, of _____,

being a member of the above-named Club, hereby appoint the Chairman of the meeting as my proxy, to vote in my name and on my behalf at the general meeting of the Club, to be held on _____ 20____, and at any adjournment thereof. This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 * for * against * abstain

Resolution No. 2 * for * against * abstain

please indicate whichever is your choice for each resolution

Unless otherwise instructed, the proxy may vote as he thinks fit, or abstain from voting.

Signed this _____ day of _____ 20____

- (d) Any postal vote and/or instrument appointing a proxy and any authority under which the instrument appointing a proxy is executed, or a copy of such authority certified notarially, or in some other way approved by the Directors, must be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting, or in any instrument of proxy sent out by the Club in relation to the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting and a postal vote or an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

VOTES OF MEMBERS

25. Every Member not being an Honorary Member shall have one vote.
26. Unless the Board shall otherwise determine, no person other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Club in respect of his membership, shall be entitled to vote on any resolution at any general meeting.

THE BOARD AND OFFICERS

27. Composition of the Board.

- (a) The Board shall comprise not less than five and not more than ten Directors provided that, until the annual general meeting of the Club in 2014, such maximum number shall be twelve Directors and that from the date of the annual general meeting of the Club in 2014 there will be a maximum number of ten Directors. Each Director shall be a Member.
- (b) No person who is a paid employee of the Club, or of any subsidiary of the Club, shall be a Director.
- (c) Every candidate for election as a Director at the annual general meeting in each year must be nominated in writing, or deemed to be so nominated, in accordance with Article 28.
- (d) At the annual general meeting of the Club in each year those Directors (other than the Chairman and Deputy Chairman) who have been Directors for three or more years since election shall retire but shall, subject to Article 27(a), be eligible for re-election.
- (e) The Board may at any time appoint a Member as a Director to fill a vacancy, and any Member so appointed shall remain in office until the next annual general meeting, but shall, subject to Article 27(a), be eligible for election by nomination pursuant to Article 28(a) at that Meeting.
- (f) The Board, at a meeting to be held within one hundred and eighty days prior to each relevant annual general meeting, shall elect from the Directors a Chairman to hold office from the end of said annual general meeting until the end of the second succeeding annual general meeting. Such Director shall only be immediately re-elected as Chairman for a further one year in exceptional circumstances.
- (g) The Board may, at any time during his or her term of office, remove the Chairman and fill the vacancy with any other Director as the Board shall see fit. Such Director shall act as Chairman until the end of the annual general meeting at which the Director he or she replaced as Chairman would have ceased to hold office pursuant to Article 27(f). Such replacement Chairman may also be removed in accordance with the provisions of this Article 27(g).
- (h) The Board, at a meeting to be held after any annual general meeting at the end of which a new Chairman commences his or her term of office, shall elect from the Directors a Deputy Chairman to hold office with immediate effect until the end of the next annual general meeting at which a new Chairman commences his or her term of office.
- (i) The Board may, at any time during his or her term of office, remove the Deputy Chairman and fill the vacancy with any other Director as the Board shall see fit. Such Director shall act as Deputy Chairman until the end of the annual general meeting at which the Director he or she replaced as Deputy Chairman would have ceased to hold office pursuant to Article 27(h). Such replacement Deputy

Chairman may also be removed in accordance with the provisions of this Article 27(i).

28. Elections of Directors in the place of those retiring at the annual general meeting in any year shall be by a postal vote conducted in accordance with the following provisions:
- (a) Subject as provided by Article 28(b), every candidate for election as a Director must be nominated and seconded by two Ordinary Members and such nomination must be in writing signed by the Members making the same and must be accompanied by a written consent signed by the person nominated of his or her willingness to accept the office for which he or she is nominated. Every such nomination must reach the Company Secretary by not later than such date as may be specified by the Board each year.
 - (b) A Director who is due to retire at an annual general meeting shall, if willing to act, be deemed to have been nominated as a candidate for re-election subject to the restrictions in Article 28 (i)
 - (c) A candidate for election as a Director must have a minimum of five years of continuous Club membership as at the date of the annual general meeting at which he or she wishes to be elected as a Director. Each candidate for election as a Director must be nominated and seconded by two Members with no less than three years continuous Club membership as at the date of the annual general meeting at which their candidate wishes to be elected.
 - (d) The voting paper (if any) shall contain the names (in alphabetical order) of candidates who have been duly nominated or are deemed to be nominated.
 - (e) The Company Secretary shall prepare voting papers and such voting papers shall be sent to every Member entitled to vote and the successful candidates will be determined by the following procedures:
 - (i) each Member shall be entitled to vote for or against or abstain for as many candidates as desired
 - (ii) Members may vote for or against or abstain all or any candidate;
 - (iii) the candidates receiving the most effective votes shall be elected to the Board until all of the vacancies on the Board have been filled and the effective votes achieved by each candidate shall be the number of votes cast in favour of that candidate less the number of votes cast against. Where a candidate achieves more votes against than for appointment, that candidate shall be deemed not elected.
 - (iv) in the event of an equality of votes under Article 28(e)(iii), the Chairman shall have a second or casting vote;

- (v) each completed voting paper must (to be counted in the vote) be deposited at the Office or such other place within the United Kingdom as is specified in the voting paper, not later than forty-eight hours before the time for holding the relevant meeting (or any adjournment thereof); and
- (vi) the decision of the Chairman shall be final and binding in relation to any dispute or procedural issue that may arise in relation to the voting procedures.
- (f) No voting paper shall be valid unless at least one vote has been cast.
- (g) Any Director appointed (including if re-appointed) as a Director at or after the Annual General Meeting of the Company in 2014 may only serve for a maximum continuous period of nine (9) years from the date of such appointment or re-appointment being three terms of three years subject to re-election under the normal rules. However, should any Director at the end of the nine year period be serving in office as either Chairman or Deputy Chairman and thus be protected under Article 27(d) they may serve out their terms in office but must resign at the next Annual General Meeting after ceasing to hold office.
- (h) A Chairman or Deputy Chairman wishing to retire and stand for re-election despite being protected under Article 27(d) may do so. If re-elected, Article 28 (g) will continue to apply.
- (i) Any Director resigning or retiring (or being removed) after having served nine (9) years, (or fewer for some reason), is not eligible for re-election as a Director for a period of three (3) years with the exception of Chairman and Deputy Chairman in the circumstances covered under Article 28(h).

PRESIDENTS AND PATRONS

29. The Board shall, at its absolute discretion, have the power to appoint or nominate a President or a Patron who shall not be Directors and who shall undertake such roles as the Board may determine. They shall hold office for such period as the Board, in its absolute discretion, shall determine.

REMUNERATION OF DIRECTORS

30. No Director or Officer (which shall not, for these purposes, include the Company Secretary) of the Club shall receive any remuneration for his services in the capacity of Director or Officer. Directors and Officers may be paid all travelling, hotel and other expenses properly incurred by them, including attending and returning from any meetings and events, in connection with the Club's business subject to the Board's approval.

BORROWING POWERS

31. The Board may exercise all the powers of the Club to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Club.

POWERS AND DUTIES OF DIRECTORS

32. The business of the Club shall be managed by the Directors, who may exercise all such powers of the Club as are not, by the Act or by these presents, required to be exercised by the Club in general meeting, subject nevertheless to the provisions of the Act or these presents and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Club in general meeting. No regulation made by the Club in general meeting shall, however, invalidate any prior act of the Directors which would have been valid if that regulation had not subsequently been made.
33. The Directors may from time to time and at any time by power of attorney appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Club for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
34. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Club, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
35. The Directors shall cause minutes to be made in books or other means capable of being reduced to written or printed matter provided for the purpose:
 - (a) of all appointments of Officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committees of the Directors; and
 - (c) of all resolutions and proceedings at all meetings of the Club, of the Directors, and of committees of Directors.

DISQUALIFICATION OF OFFICERS AND DIRECTORS

36. Any Officer or Director shall be deemed to have vacated his office or membership of the Board:
 - (a) If a bankruptcy order is made against him or her or he or she makes any arrangement or composition with his or her creditors;

- (b) If a registered medical practitioner who is treating that person gives a written opinion to the Club stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
 - (c) If he or she ceases to be a Member;
 - (d) If by notice in writing to the Chairman or Company Secretary he or she resigns his or her office;
 - (e) If he or she ceases to be a Director by virtue of any provision of the Act or is prohibited from being a director by law;
 - (f) If he or she is removed from office by a resolution duly passed pursuant to Section 168 of the Act; or
 - (g) If he or she is absent from three consecutive meetings of the Board and the Board resolves that his or her office is thereby vacated.
37. In addition and without prejudice to the provisions of Section 168 of the Act the Members by Special Resolution may remove any Director before the expiration of his or her period of office and may by an Ordinary Resolution appoint another qualified Member in his or her place. Any person so appointed shall be subject to retirement at the next annual general meeting and shall be eligible to be reappointed if elected.

PROCEEDINGS OF DIRECTORS

38. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit but so as to meet not less than four times in any one calendar year. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall not have a second or casting vote other than under Article 28(e) (iv). A Director may, and the Company Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors by giving not less than seven days notice of such meeting. Notice must be given to each Director but need not be in writing.
39. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors at the first meeting of the Board after the annual general meeting in each year and unless so fixed shall be five.
40. Any of the Directors or members of a Board committee can take part in a Board meeting or Board committee meeting by way of:
- (a) a video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting; or
 - (b) a series of video conferences or telephone calls from the Chairman of the meeting.

Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Chairman will be treated as taking place where the Chairman is located. Otherwise meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the Board decides.

41. A written resolution can be signed by all of the Directors who:
- (a) would be entitled to vote on the resolution at a Board meeting; and
 - (b) together meet the quorum requirement for Board meetings.

This kind of resolution is equally valid and effective as a resolution passed by those Directors at a meeting which is properly called and held. The resolution can be passed using several copies of a document if each copy is signed by one or more Directors. These copies can be fax or electronic copies.

42. The continuing Directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Club as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Club, but for no other purpose.
43. If at any meeting of the Board the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose the Deputy Chairman, or failing him, one of their number to be Chairman of the meeting.

SUB-COMMITTEES

44. The Board may delegate any of its powers to Sub-Committees as provided in these presents. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
45. Appointment, constitution and procedures:
- (a) The Board may appoint Sub-Committees as and when it deems it necessary or expedient, to advise and to carry out certain duties as they may be required to do.
 - (b) The constitution of Sub-Committees shall be a Chairman and one or more committee members and are all to be appointed at the absolute discretion of the Board in consultation with the Sub-Committee Chairman. Sub-Committee members need not necessarily be Directors.
 - (c) The duration of any Sub-Committee so formed, and the term of office of any officer or member of a Sub-Committee, will be determined by the Board at its absolute discretion. The Sub-Committee may be continuous or formed to attend to any specific task or brief.

- (d) The Board may at any time appoint or otherwise change the membership of a Sub-Committee.
- (e) At the first Board meeting after the annual general meeting in each year, the constitution of and appointments to each Sub-Committee will be reviewed and the mandate for that Sub-Committee will be renewed for the current year, or not, as the case may be.
- (f) A Sub-Committee may co-opt an additional member or members to undertake a specific duty or task, subject to the prior approval of the Board.
- (g) The duties and authority of Sub-Committees will be specifically defined by the Board. They will carry out their duties without hindrance or interference. In areas of responsibility not clearly defined in the brief, the Board will be the final arbiter.
- (h) Every Sub-Committee shall meet as necessary to discharge the functions allocated to it by the Board and shall cause minutes of these meetings to be sent to The Hunt House and any other person specified by the Board, or to any director who requests them, within twenty-eight days of the date of the said meeting.
- (i) Sub-Committee Chairmen or their deputies will report to the Board as required.
- (j) The Hunt House shall maintain a complete record of all minutes of Sub-Committee meetings, which shall be held at the Office.
- (k) Notices of each Sub-Committee meeting together with a copy of the agenda, will be circulated to the Chairman and Deputy Chairman of the Board, and to The Hunt House, not less than seven days prior to the date of each such meeting.
- (l) Any of the Directors shall be entitled to attend any Sub-Committee meeting as observers.
- (m) In all matters appertaining to Sub-Committees, the decision of the Board will be final.
- (n) No members of a Sub-Committee shall be entitled to be remunerated other than as provided by Article 30. The members of a Sub-committee may be paid all travelling, hotel and other expenses properly incurred by them, incurred in attending and returning from any meeting in connection with the Club's business.

ACTS OF DIRECTORS

- 46. All acts performed by any meeting of the Directors or of a Sub-Committee or by any person acting as a Director or Sub-Committee member, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as

if every such person had been duly appointed and was qualified to be a Director or Sub-Committee member, if the Board shall subsequently so determine.

47. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

SECTIONS AND REGISTERS

48. The Board shall have absolute power to form and dissolve Sections and Registers, and to make, alter and enforce rules for the management and control of any such Sections and Registers and to differentiate such rules between UK and Overseas Sections and Registers.

RULES AND GUIDELINES

49. The Board may make Rules and Guidelines for regulating the affairs of the Club and its Sections and Registers, which shall be binding on all Members and Honorary Members, and may from time to time revoke, alter, or replace any such Rules and Guidelines. In particular, and without prejudice to the generality of the foregoing, the Board may make such Rules and Guidelines in regard to all or any of the following matters:
- (a) As to the rights and privileges (so far as not provided for by these presents) which shall be accorded to Members, and as to the particulars to be supplied by candidates for membership.
 - (b) As to conduct of Members in relation to one another and to the Club's employees.
 - (c) As to copyrights, trademarks, badges and insignia to be issued to and used by and/or on behalf of Members.
 - (d) As to the election of persons as Honorary or Life Members and as to the privileges and advantages to be accorded to any persons so elected.
 - (e) As to the amount of the entrance fee and annual subscription.
 - (f) As to the formation, dissolution, management and control of Sections or Registers.
 - (g) As to arrangements for reciprocal concessions or other matters with other clubs or associations.
 - (h) As to any other matter as to the operation of the Club not already provided for by the Articles of Association thereof for the time being in force, provided always:
 - (i) that no Rules or Guidelines shall be inconsistent with or shall affect or repeal anything contained in these presents;

- (ii) that any Rule may be cancelled, modified or amended by resolution of the Board; and
- (iii) that all internal matters of a Section shall comply with the relevant regulations contained in the public and civil laws of their country.

ACCOUNTS

50. The Directors shall cause proper books of accounts to be kept and financial statements prepared in accordance with the provisions of the Act.

NOTICES

51. A notice in writing may be given by the Club to any Member personally or by sending it to him to his last known registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter or package containing the notice to have been effected at the expiration of fourteen days after the letter or package containing the same is posted irrespective of the Member's registered address.
52. Notice of every general meeting shall be given in any manner herein authorised to:
- (a) every Member in writing, either personally or by sending it to him at his last known address and such notice shall be deemed to have been delivered to him not later than the expiration of fourteen days after the same is posted irrespective of the Member's registered address; and
 - (b) every person being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the meeting.

No other person shall be entitled to receive notices of general meetings.

INDEMNITY AND INSURANCE

53. (a) Every Director or other Officer of the Club shall be indemnified out of the assets of the Club against all losses or liabilities which he or she incurs in the execution of the duties of his or her office or otherwise in relation to his or her office. This indemnity includes any liability incurred in defending any proceedings, whether civil or criminal, or in connection with any application under Sections 660 and 661 or Section 1157 of the Act in which relief is granted by the Court.
- (b) No Director or other Officer who has acted in good faith and not exceeded his or her authority shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Club in the execution of the duties of his or her office or in relation to the execution of those duties.
- (c) This Article shall have effect subject to Sections 532 and 533 of the Act.

- (d) This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.
- (e) The Directors may decide, at the expense of the Club, to purchase and maintain for any Director, former Director or Officer of the Club insurance against loss or liability which has been or may be incurred by a Director or former Director or Officer in respect of their duties or powers in relation to the Club.

LIABILITY AND DISSOLUTION

- 54. The liability of Members is limited and every Member undertakes to contribute to the assets of the Club, in the event of the same being wound up during the time that he or she is a Member, or within one year afterwards, for the payment of debts and liabilities of the Club contracted before the time at which he or she ceases to be a Member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required not exceeding one pound.
- 55. If upon winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to another institution or institutions having objects similar to the objects of the Club, to be determined by the Members, at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.