

**Company Number: 493954**

**The Companies Act 1948 and  
The Companies Acts 1985 to 1989**

**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

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# **MEMORANDUM AND ARTICLES OF ASSOCIATION**

**THE BRISTOL MOTOR CYCLE AND LIGHT CAR CLUB LIMITED**

**Incorporated on 6 April 1951**

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THE COMPANIES ACT 1948

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

THE BRISTOL MOTOR CYCLE AND LIGHT CAR CLUB LIMITED

1. The name of the Company (hereinafter called "the Club") is "THE BRISTOL MOTOR CYCLE AND LIGHT CAR CLUB LIMITED".
2. The Registered Office of the Club will be situate in England.
3. The objects for which the Club is established are: -
  - (A) To acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as Bristol Motor Cycle and Light Car Club.
  - (B) To promote the Sports and Pastimes of Motor Cycling and Motoring in all their branches and to encourage social intercourse between the members of the Club.
  - (C) To carry on maintain and conduct a club for the purposes of the said Sports and Pastimes.
  - (D) To hold, arrange and/or promote motoring events, races, hill climbs, gymkhanas, trials, matches, competitions and the like, and to offer and grant or contribute towards the provision of prizes, awards and distinctions and to promote, give or support dinners, balls, concerts, social events and other entertainments, and to publish magazines and periodicals.
  - (E) To subscribe to, become a member of or co-operate with any other association or club, whether incorporated or not, whose objects are altogether or in part similar to those of this Company.
  - (F) To support and subscribe to any charitable or public body, and any institution, society or club which may be for the benefit of the Club, or its employees, or may be connected with the district in which any of the Club's property is situated; to give pensions, gratuities, Christmas boxes, or charitable aid to any persons who may have served the Club, or to the wife, widow, children or other relatives and dependants of any such person; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Club.
  - (G) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Club may think necessary or convenient for the promotion of its objects, and to lay down roads, construct, maintain and alter any buildings or erections, necessary or convenient for the work of the Club.
  - (H) To purchase, hire, provide and maintain garages and/or workshops for the use of members of the Club and others, together with all tools, implements, machines, utensils and other things which may conveniently be used in connection therewith.

(I) To purchase, sell and deal in all kinds of articles, appliances and apparatus used in connection with Motor Cycling and Motoring and all kinds of consumable stores and provisions, alcoholic and non-alcoholic liquors, tobacco, cigars, cigarettes and other refreshments or things required or used by members of the Club and others and to apply for and obtain all licences and authorities necessary for the purposes aforesaid or any of them.

(J) To hire and employ all classes of persons considered necessary for the purposes of the Club and to pay to them and to other persons in return for services rendered to the Club salaries, wages, fees, gratuities and pensions.

(K) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Club as may be thought expedient with a view to the promotion of its objects.

(L) To borrow or raise money for the purposes of the Club on such terms and on such security as may be thought fit.

(M) To invest the moneys of the Club not immediately required for its purpose in or upon such investments, securities or property as may be thought fit.

(N) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

5. Every member of the Club undertakes to contribute to the assets of the Club, in the event of the same 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 ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of contributories among themselves, such amount as may be required not exceeding thirteen pence (13p).

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF  
THE BRISTOL MOTOR CYCLE AND LIGHT CAR CLUB LIMITED  
(As adopted by special resolution dated 4 May 2004)

#### INTERPRETATION

1. These Articles shall be construed with reference to the provisions of The Companies Act 1985 to 1989 (hereinafter referred to as "the Act") and the terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act.

#### MEMBERSHIP

2. The Company (hereinafter called "the Club") shall consist of members but the Directors collectively shall be referred to as "the Committee".

3. The Club is established for the purposes expressed in the Memorandum of Association and Membership of the Club is open to Ladies and Gentlemen interested in motor sport and motoring in all their disciplines.

4. (i) Membership of the Club shall be by election of the Club which shall have the right to refuse Membership to any person without assigning any reason.

(ii) Application for Membership shall be in writing on the appropriate form signed by the applicant and shall include the agreement of such applicant if elected to become a member of the Club and to be bound by the Memorandum and Articles of Association and Bye-Laws of the Club and shall be in such form as the Committee shall from time to time determine.

(iii) Upon approval by the Club of such application and the payment of his or her annual subscription such applicant shall become a Member of the Club.

5. (i) The annual and life subscriptions payable by Members of the Club shall be such as shall from time to time be prescribed by the Bye-Laws of the Club.

(ii) All annual subscriptions shall become due and payable in advance on the first day of January.

6. The Committee shall have power to permit persons not Members of the Club to enjoy such of the facilities of the Club and upon such conditions as the Committee shall from time to time determine.

7. At an Annual General Meeting of the Club a Member or other person who has rendered valuable service to the Club or to the Sport of Motoring may be elected President of the Club. Any other Member or other person who has rendered valuable service to the Club or to the Sport of Motoring may in like manner be elected Vice-President of the Club. There may be up to three Vice-Presidents appointed. The President and Vice-Presidents shall retire at each Annual General Meeting of the Club but shall be eligible for re-election. Such persons if not already Directors or Members of the Club shall not by such election as President or Vice-President thereby become Directors or Members of the Club or become liable to the payment of any subscription.

8. Every Member shall be entitled (subject to any Bye-Laws for the time being in force made by the Club as hereinafter provided) to all the rights and be subject to all the duties of a Member

of the Club including the right to be elected as an officer or Director of the Club, or to attend or vote at any General meeting of the Club, or to claim any share of the assets of the Club upon its dissolution.

9. Any Member whose annual subscription is unpaid on the 31st day of March in any year shall cease ipso facto to be a Member of the Club, and shall forfeit all right in and claim upon the Club and its property.

10. If any Member shall wilfully refuse or neglect to comply with the provisions of the Memorandum and Articles or Bye-Laws of the Club, or shall be guilty of any unworthy conduct, such Member shall be liable to expulsion by a resolution of the Club provided that at least one week before the meeting at which such resolution is passed he or she shall have had notice thereof and of intended resolution for his or her expulsion and that he or she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he or she may think fit. A Member expelled under this Article shall forfeit all rights in and claim upon the Club and its property.

11. Any Member in arrears of subscription shall be ineligible for Club Competitions.

12. The Club colours shall be Royal Blue and Gold.

#### GENERAL MEETINGS

13. An Extraordinary General Meeting shall be held in every calendar year on the first Tuesday in December at which the business of electing the President, Vice Presidents, Committee and other Officers together with the subscriptions for the ensuing year will be voted on by the Members.

14. An Annual General Meeting shall be held in every calendar year on the first Tuesday in May at which the Accounts prepared for the previous year ended 31st December will be presented by the Committee and voted on by the Members.

15. Club meetings will be held on the first Tuesday in every month. The Committee will meet at such times as may be considered necessary, with power to transact urgent business. No non-Committee Member shall be allowed to be present at Committee meetings, or non-Club Member at General Meetings except by permission of the Chairman of the Meeting.

16. (i) The Committee may whenever it thinks fit and shall within twenty-one days of a requisition made in writing by any six or more Members convene a "Special Meeting".

(ii) Any such requisition must state the objects of the meeting proposed to be called and must be signed by the requisitionists and deposited at the Registered Office of the Club.

17. Twenty-one days notice at the least of every Extraordinary or Annual General Meeting and of every meeting convened to pass a Special Resolution, and 14 days notice at the least of every other General meeting (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which the notice is given) specifying the place, day and hour of meeting, and in the case of special business, the general nature of that business, shall be given to such persons as are under these presents entitled to receive such notices from the Club; but with the consent of all the Members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the 1985 to 1989 Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice and in such manner as those Members may think fit. The accidental omission to give notice of a meeting to or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had, at any meeting.

18. (i) All business shall be deemed special that is transacted at a Special Meeting, and all that transacted at the Extraordinary and Annual General Meetings shall also be deemed special with the exception of the consideration of the Accounts and the election of President, Vice-Presidents, Directors and Officers.

(ii) If any Member wishes to raise any special business at an Annual General Meeting he shall give to the Secretary at least 10 days notice in writing thereof.

19. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 15 Members personally present shall be a quorum.

20. If within half an hour from the time appointed for the holding of a General 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 month, at the same time and place, or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting any five Members present shall be a quorum.

21. The Chairman shall preside as Chairman at every General meeting of the Club. But if the Chairman shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Vice Chairman will take the meeting. In the absence of the Chairman or Vice Chairman the President or a Vice President will take the meeting.

21. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the Members shall not be entitled to any notice of adjournment, or of the business to be transacted at any adjourned meeting.

23. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the Members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman or by at least three Members present in person and entitled to vote, proxies must be declared and taken into account, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or lost, shall be conclusive, and an entry to that effect in the minute book of the Club shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

24. (i) If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

(ii) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a casting vote.

(iii) The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

25. Subject as hereinafter provided, every Member shall have one vote unless he or she is representing another Member by proxy when he or she will have that Members vote also.

26. No Member not personally present shall be entitled to vote on a show of hands. On a poll votes may be given either personally or by proxy.

27. The instrument appointing a proxy shall be in writing and signed by the Member giving it.

28. No person shall be appointed a proxy unless he is a Member of the Club and qualified to vote.

29. The instrument appointing a proxy shall be deposited at the Registered office of the Club not less than twenty-four hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default the proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office one hour at least before the time fixed for holding the meeting.

31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

I,

of

being a Member of THE BRISTOL MOTOR CYCLE AND LIGHT CAR CLUB LIMITED, hereby appoint the Chairman of the meeting or

of

another Member of the Club, to vote for me and on my behalf at the (Annual, Extraordinary, or Special, as the case may be) General Meeting of the Club to be held on the day of at and at every adjournment thereof.

Signed

Dated

COMMITTEE

32. The Directors shall consist of the following Officers, namely the Chairman, Vice Chairman, Secretary, Treasurer, Competitions Secretary and Social Secretary, and not more than ten or less than four other members who shall constitute the Committee.

33. At the Extraordinary General Meeting of the Club held in December all Officers and Directors shall retire from office but shall be eligible for re-election.

34. The election of Officers and Directors shall take place in the following manner: -

(i) Any two Members of the Club may nominate any other Member to serve as an Officer or Directors of the Club.

(ii) Election shall if necessary be by ballot and each Member present at the Extraordinary General meeting shall be entitled to vote for any number of Candidates not exceeding the number of vacancies.

(iii) If two or more Candidates obtain an equal number of votes another ballot shall if necessary be taken in respect of such Candidates. If two or more Candidates again obtain an equal number of votes the Directors shall decide which Candidate is to be elected.

(iv) In case there shall not be a sufficient number of Candidates nominated the Committee may fill the remaining vacancy or vacancies.

35. All casual vacancies arising among the Officers or Directors of the Club shall be filled by the Committee and every Officer or Director so appointed shall retain his office so long as the vacating Director would have retained the same if no vacancy had occurred.

36. A retiring Director shall retain his office until the end of the meeting being held.

37. The business of the Club shall be managed by the Committee who may exercise all such powers and do all such acts and things as may be exercised or done by the Club save as are by these Articles or by any statute for the time being in force directed or required to be exercised or done by the Club in General Meeting.

38. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Until otherwise determined six Directors shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

39. The continuing Members of the Committee may act notwithstanding any vacancy in their body. Provided always that in case the members of the Committee shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Committee for the purpose of filling up vacancies in their body or of summoning a General Meeting but not for any other purpose.

40. The Committee and Club may from time to time delegate any of their powers to such sub committee or committees as they may think fit consisting of such members of the Club as the Committee and Club shall elect, and they may recall or revoke any such delegation or appointment. Any such sub committee shall in the exercise of the powers so delegated conform to any Bye-Laws or regulations that may from time to time be prescribed by the Committee and Club.

41. The Bye-Laws of the Club shall until otherwise decided by a General meeting of the Club be the rules relating to subscriptions, meeting places and for the proper conduct and management of the Club; Provided always that such Bye-Laws shall not contravene or be inconsistent with the provisions of the Memorandum and Articles of the Club.

42. The Committee shall adopt such means as they deem sufficient to bring to the notice of the Members of the Club all such Bye-Laws alterations and repeals and all such Bye-Laws so long as they shall be in force shall be binding upon all Members of the Club.

43. The office of a Director such be vacated: -

(i) If he becomes a bankrupt or enters into a composition with his creditors.

(ii) If he becomes of unsound mind.

(iii) If he is convicted of any felony.

(iv) If by notice in writing addressed to the Secretary of the Club at the Registered Office he resigns his office.

(v) If he is requested by notice in writing signed by all his co-Directors and confirmed by Resolution of the Club in General Meeting to resign.

(vi) If he ceases to be a Member of the Club.

(vii) If he fails to attend four consecutive meetings of the Committee without excuse deemed reasonable in the opinion of the Committee.

44. The Committee shall cause proper Minutes to be made of all appointments of Officers made by the Committee and of the proceedings of all meetings of the Club and of the Committee and of all business transacted at such meetings and any such Minutes of the such meeting if purporting to be signed by the Chairman of such meetings or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the acts therein stated.

45. A Resolution in writing signed by all the Members for the time being of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and constituted.

#### ACCOUNTS AND AUDIT

46. The Committee shall cause true accounts to be kept of the sums of money received and expended by the Club and the matters in respect of which such receipt and expenditure takes place. The accountancy records shall be kept at the address of the Treasurer of the Club or at such other place as the Directors think fit and shall at all times be open to inspection by the Directors. The Committee shall from time to time determine whether and to what extent and at which times and places and under what conditions and regulations the accountancy records of the Club shall be open to the inspection of Members of the Club not being Directors and no Member not being a Director shall have any right of inspecting any accountancy records or books (other than the Register of Members) or documents of the Club except as conferred by Statute or authorised by the Committee or by a resolution of the Club in General Meeting.

47. At the annual General Meeting the Committee shall lay before the Meeting statutory Accounts made up to the preceding 31st December.

48. The Accounts and accounting records to 31st December in each year will be examined by an independent accountant as to their correctness without the requirement to carry out an audit.

#### NOTICES

49. A notice may be given to a Member either personally, by post, by fax or other electronic means to his registered address or electronic address. A notice will be deemed to be effected when normal delivery would be expected.

#### INDEMNITY

50. Save and except so far as the provisions of this Article shall be avoided by any provisions of the Statutes for the time being in force the President, Vice-Presidents, Directors, and other Officers for the time being of the Company and their respective estates shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their estates shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices, except such (if any) as they shall incur or sustain through the own wilful neglect or default respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of any other of them or for joining in any receipt of the sake of conformity, or for any bankers or other persons with whom any money or effects of the Company shall be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security on which any moneys of the Company shall be placed out or vested, or for any loss, misfortune or damage which may happen in the execution of their respective offices or in relation thereto.