

Company No. 5061592

**THE COMPANIES ACTS 1985 TO 1989**

**Company Limited by Guarantee and Not Having a Share Capital**

**SPECIAL RESOLUITIONS**

**of**

**AEC SOCIETY LIMITED**

**Passed on the 9<sup>th</sup> day of February 2013**

At the Annual General Meeting of the Company duly convened and held on 9<sup>th</sup> February 2013, the following Resolutions were duly passed as Special Resolutions:

**SPECIAL RESOLUITIONS:**

1. **That the Articles be amended:**

- a) By deleting the definition of "the trustees" in Article 1 and inserting the following definition "the Directors" means the Directors for the time being of the Society, including the Officers, and "the Board" means the Board of Directors; and
- b) By deleting in all provisions of the Articles references to "the trustees" and to "the Committee" or "Committee members" and substituting in each case references to "the Directors" or, as the case may be, to "the Board"

2. **That Article 13 be deleted and replaced as follows:**

"13. The Directors may, whenever they think fit, and shall, upon a written requisition signed by at least 5 per cent of the members having the right to vote, forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition.

The requisition must state the general nature of the business to be dealt and the text of any resolution that is intended to be proposed.”

3. **That Article 29 be deleted and replaced as follows:**

“29. Without prejudice to Article 26, every honorary, life and ordinary member shall have one vote. Votes may be given personally or by proxy. Any proxy vote must be delivered to the Secretary of the Society at the address given in the Notice of Meeting not less than 48 hours before the date of the Meeting.”

4. **That Articles 34, 35 and 36 be deleted and replaced as follows:**

“34. The Directors.

(a) The management of the affairs of the Society shall be in the hands of the Directors. The number of Directors shall not be less than 3 and shall not exceed 14.

(b) The Directors holding the following appointments shall be the Officers of the Society:

Chairman  
Two Vice Chairmen  
Honorary Treasurer  
Honorary Secretary  
Membership Secretary  
Rally Co-ordinator  
Gazette Editor

The remaining Directors will not be Officers but may be designated by the members of the Society at the Annual General Meeting or by the Directors to hold specific appointments or to carry out specific functions, such as that of Sales Director, Gazette Distribution, Vehicle Registrar, Publicity Manager or Webmaster Facebook Co-ordinator. Dual posts can be held in certain cases except in the case of officer appointments.

35. The Directors at the date of the adoption of these Articles, as hereby amended, shall be those elected at the Annual General Meeting on 3<sup>rd</sup> February 2012, with such further Directors as are appointed at the Annual General Meeting on 24<sup>th</sup> November 2012.

**Power of the Directors**

36. Subject to the provisions of the Act and these Articles, the business of the Society shall be managed by the Directors who may exercise all the powers of the Society provided that:

(a) the day-to-day management of the affairs of the Society shall be delegated by the Board to the Officers; and

(b) the arrangements for the Gazette shall be delegated to an Editorial Board nominated by the Directors to whom the Gazette Editor shall report.”

5. **That Articles 38, 39 and 40 relating to retirements of Directors be deleted and replaced by a single Article 38 as follows:**

“38. One third of the Directors including the Officers shall retire at each Annual General Meeting. The Directors to retire shall be those who have been longest in office and as between Directors who have served an equal period the Director or Directors to retire shall be decided by lot, if not agreed between them, provided that for elections after 2012, in the case of a person elected for the first time

as an officer, the members voting, in person or by proxy, at the Annual General Meeting may designate for the first period of service a period of one, two or three years.

6. **That sub paragraph (d) of Article 41 shall be deleted and replaced as follows:**

“(d) if he or she is removed from office by written resolution signed by not less than 75 per cent of the Directors currently holding office, the person concerned being considered by the Directors signing the resolution to have acted so as to bring the Society into disrepute or contrary to rulings or directions of the Board.”

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