

THE COMPANIES ACTS 1985 and 1989

AEC SOCIETY LIMITED

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

REVISED ARTICLES OF ASSOCIATION

Amended by Special Resolutions passed on 9th February 2013

Preliminary

1. In these Articles, unless there be something in the subject or context inconsistent therewith:
 - “the Society” means the company intended to be regulated by these Articles;
 - “the Act” means the Companies Acts 1985 and 1989 including any statutory modification or re-enactment thereof for the time being in force;
 - “the Articles” means these Articles of Association of the Society;
 - “clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which or on which it is to take effect;
 - “executed” includes any mode of execution;
 - “the Memorandum” means the Memorandum of Association of the Society;
 - “office” means the registered office of the Society;
 - “the seal” means the common seal of the Society if it has one;
 - “secretary” means the Secretary of the Society or any other person appointed to perform the duties of the secretary of the Society, including a joint, assistant or deputy secretary;
 - “the Directors” means the Directors for the time being of the Society including the Officers and “the Board” means the Board of Directors;
 - “the United Kingdom” means Great Britain and Northern Ireland, and words importing the masculine gender only shall include the feminine gender.
2. For the purpose of registration the number of members of the Society is declared not to exceed 1500 but the Directors may from time to time register an increase.

Membership of the Society.

3. There shall be the following classes of membership
 - (a) Ordinary Members, who shall be individuals of at least 18 years of age, and who shall pay an annual subscription of a rate from time to time determined by the Board.
 - (b) Life Members. Life membership may be available at twenty times the current annual subscription rate. Life members shall enjoy all the rights of the Ordinary Members without payment of the annual subscription.
 - (c) Honorary Members, whose outstanding services to the Society shall, in the opinion of the Board, merit their admission to this class of membership. Honorary Members shall enjoy all the rights of the Ordinary Members without payment of the annual subscription.
 - (d) Junior Members, who shall be those aged less than 18 years at the time that their subscriptions are due. Junior Members should be able to speak at meetings but not vote.
 - (e) New Members. The Membership list shall close on the last day of April each year. Members joining in the three months prior to that date will be deemed to have paid their subscription for the following year and will have the rights of Ordinary Members extended for the extra period except for the right to vote at any Annual General Meeting or Extraordinary General Meeting held before their full new year starts (on 1st April).
 - (f) Corporate Members, who shall be such societies, associations, educational institutions or businesses as are interested in actively furthering the purposes of the Society. A Corporate member shall appoint a representative to vote on its behalf at all meetings but before such representative exercises his or her right to vote the Corporate member shall give in writing to the Secretary particulars of such representative.
4. Ordinary membership subscriptions shall become due on the first day of April each year.
5. Where any person desires to be admitted to membership of the Society, he/she must (unless the Board waives such formalities) sign and deliver to the Society an application for admission framed in such terms as the Board may require and such application must be accompanied by the sum appropriate to the class in respect of which he/she desires to be a member. The Board may refuse any application for membership without assigning any reason thereto.
6. The subscribers to the Memorandum and such other persons as are admitted to membership shall be members of the Society.
7. Membership of the Society shall carry with it, subject to the provisions of these Articles, the right to participate in activities of the Society, to receive one copy of each "Newsletter" published by the Society, to attend and vote at general meetings of the Society and to be elected a member of the Board: provided always that no member shall have power to assign or transfer any privilege, benefit or interest arising out of membership of the Society.

8. Unless the Directors or the Society in general meeting shall make other provision under Article 52, the Directors may in their absolute discretion permit any member of the Society to retire provided that after such retirement the number of members is not less than two.
9. A member shall cease to be a member of the Society
- (a) On his resignation in writing or death;
 - (b) On his name being removed from the register by the Board if his subscription or any other money due from him to the Society remains unpaid for 3 months after notice in writing of the Board's intention has been sent to his last known address: provided that the Board may at its discretion extend the time for payment or remit any sum due. No person whose membership has ceased under this paragraph shall again be elected a member until all monies due from him to the Society shall have been paid or remitted.
 - (c) By a resolution of the Board to expel him/her passed at a meeting at which the member concerned shall have been given reasonable opportunity to be present and to speak on his/her own behalf: provided that any member so expelled shall have the right to appeal to the next general meeting of the Society against such resolution and he/she shall receive at the time of his expulsion or as soon as practicable thereafter, written notice of such right and of the date of such general meeting.
10. No member who resigns shall be entitled to any refund of his subscription, but a member expelled under Article 9 (c) shall be entitled to a proportionate refund of his/her subscription, as determined by the Honorary Treasurer or (in case of dispute) by the Board.

General Meetings.

11. An Annual General Meeting shall be held not more than eighteen months after the incorporation of the Society and subsequently once in every year, at such time (within a period of not more than fifteen months after holding the preceding Annual General Meeting) and place as may be determined by the Board.
12. All general meetings other than Annual General Meetings shall be Extraordinary General Meetings.
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 with and the text of any resolution that is intended to be proposed.

Notice of General Meetings

14. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution appointing a person as a Director shall be called by at least twenty-one days' clear notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if so agreed; notice to be given in the 'Gazette' Newsletter or by post to the last known address; provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- (a) In the case of an Annual General Meeting, by all the members entitled to vote; and

- (b) In the case of any other meeting, by a majority in number of members having the right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

15. The notice shall specify the time and place of the meeting, the general nature of any special business and such particulars of any other business as may be available, and shall be given to all members and to the Directors and the auditors in the manner prescribed in these Articles; but the accidental omission to give such notice to, or the non-receipt of such notice by, any member shall not invalidate the proceedings at any general meeting. In the case of an Annual General Meeting, the notice shall specify the meeting as such.

Proceedings at General Meetings

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting except for the consideration of the accounts, the auditors' report, the ordinary report of the Board, the election of members of the Board and the appointment and remuneration of the auditors.

17. No business shall be transacted at any general meeting unless a quorum of not less than six members entitled to vote or two thirds of the Membership, whichever is the lesser, is present in person at the commencement of such business.

18. If within half an hour from the time appointed for the meeting or if during a meeting a quorum ceases to be present it shall, if convened by requisition, be dissolved. In all other cases the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.

19. The Chairperson shall be entitled to preside as Chairperson at every general meeting. In his/her absence or if he/she is unable or unwilling so to act, some other Director nominated by the Directors shall preside as Chairperson at that meeting. If there is only one Director present and willing to act, he/she shall be the Chairperson for that meeting.

20. If no Director is willing to act as Chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to act as chairperson.

21. A Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

22. The Chairperson may with the consent of the 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 an adjourned meeting other than that left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

23. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

(a) By the Chairperson,

(b) By at least two members having the right to vote at the meeting.

24. If a poll is demanded as aforesaid, it shall be taken forthwith and the result shall be deemed to be the resolution of the Society in general meeting. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chairperson. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for a poll was made.

25. A poll shall be taken as the Chairperson directs and he/she may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

26. In case of equality of votes, the Chairperson of the meeting shall have a second or casting vote, whether on a show of hands or a poll.

27. A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairperson directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded.

If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

28. No notice need to be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of Members

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.

30. No "new member" as defined in Article 3 (d) or other member from whom a subscription or other money is due to the Society and unpaid, shall be entitled to vote at a general meeting.

31. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairperson whose decision shall be final and conclusive.

President and Vice-Presidents.

32. The Board may appoint a President to be titular head of the Society and the appointment shall automatically confer on the holder Honorary Membership of the Society irrespective of the class of membership (if any) he/she enjoyed prior thereto. A person may hold the office of President for a period not exceeding five years.

33. The Board may appoint any number of Vice-Presidents of the Society and the appointment shall automatically confer on the holder, honorary membership of the Society irrespective of the class of membership (if any) he/she enjoyed prior thereto.

The Directors

34.

(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:

Chairperson
Two Vice Chairpersons
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 3rd February 2012, with such further Directors as are appointed at the Annual General Meeting on 9th February 2013.

Powers 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.

37. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under these Articles, the Board shall have the following powers, namely;

- (a) to expend the fund of the Society in such manner as it shall consider most beneficial for the achievement of the objects and to invest in the name of the Society such part of the funds as it may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Society.
- (b) to enter into contracts on behalf of the Society.

Appointment and Retirement of Directors

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 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.

39. The Society at the meeting at which a member of the Board retires under any provision of these present shall fill the vacated office by electing a person thereto, and in default the retiring member of the Board shall be deemed to have been re-elected unless:-

- (a) at such a meeting it was expressly resolved not to fill such vacated office or a resolution for his/her re-election is put to the meeting and lost; or
- (b) he/she has given to the Society notice in writing of his/her unwillingness to be re-elected; or
- (c) he/she has attained any retiring age which is applicable to him/her as a member of the Board
- (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.

A member of the Board retiring shall retain office until the close or adjournment of the meeting.

40. A motion for the appointment of two or more persons as members of the Board by a single resolution shall not be made at any General Meeting unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it, and any resolution moved in contravention of this provision shall be void.

41. No person other than a Director retiring by rotation shall be appointed or re-appointed at a general meeting unless;

- (a) he is recommended by the Board; or
- (b) not less than fourteen nor more than thirty-five days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Society indicating the intention to propose that person for appointment or re-appointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Society's register of Directors. There must also be notice executed by that person of his/her willingness to be appointed or re-appointed.

42. Any casual vacancies arising among Board Members may be filled by the Board. Any person so appointed shall retire at the following Annual General Meeting but shall be eligible as a candidate for election as a Director at such Annual General Meeting. If not re-appointed at such Annual General Meeting, he shall vacate office at the conclusion thereof.

43. Subject as aforesaid the Society may by ordinary resolution appoint a person who is willing to act to be a Director to fill a vacancy.

44. No person may be appointed as a Director

- (a) if they are under the age of eighteen years;
- (b) if they are not a member of the Society;
- (c) in circumstances such that, had he/she been a Director he/she would have been disqualified from acting under the provisions of Article 45.

Disqualification and Removal of Directors

45. A Director shall vacate his/her office if he/she

- (a) ceases to be a member of the Society;
- (b) ceases to be a Director by virtue of any provision in the Act or is disqualified from acting as a Director by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs;
- (d) resigns his office by notice in writing to the Honorary Secretary of the Society (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
- (e) has a receiving order made against him/her or he/she makes any arrangement or composition with his/her creditors;
- (f) fails to attend three consecutive Board Meetings. The Board has the right to waive this removal under certain circumstances.

Directors' Expenses

46. Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at general meetings or otherwise in connection with the discharge of their duties but otherwise shall be paid no remuneration.

47. Except to the extent permitted under clause 5 of the Memorandum, no Director shall take or hold any interest in property belonging to the Society or receive remuneration or be interested otherwise in accordance with the provisions of the Act.

Proceedings and Powers of the Board

48. The Chairperson shall be entitled to preside as chairperson at every meeting of the Board or in his/her absence or if he/she is unable or unwilling so to act, the Board shall elect one of their number to act as Chairperson for that meeting. In case of equality of votes, the Chairperson shall have a second or casting vote. Not less than forty eight hours' notice of a meeting shall be given to all Board Members. It shall not be necessary to give notice of a meeting to a Board Member who is absent from the United

Kingdom. Meetings shall be summoned by the Honorary Secretary at the request of any Director. Four shall form a quorum at meetings of the Board.

49. All acts done by a meeting of the Board shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

50. The Board may act notwithstanding any vacancies in their number but if the number of Directors is less than that fixed as a quorum, the continuing Directors may act only for the purpose of filling vacancies or calling a general meeting.

51. The Board may exercise all the powers of the Society to borrow money and to mortgage or charge its undertaking and property and 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 Society or any third party.

52. The Board shall have power to make alter and repeal bye-laws regulating the admission of members and of visitors to any premises of or occupied by the Society for the conduct and safety of such persons thereon and for the operation of vehicles and equipment thereat.

It shall be the duty of members to acquaint themselves with such bye-laws and to ensure as far as possible such compliance on the part of any visitor as aforesaid: provided always that no bye-law shall affect or repeal anything contained in the Memorandum of Association or these Articles, and that any bye-law may be set aside by a special resolution of the Society.

53. The Board may from time to time appoint and discharge such members of the Society as they think fit to assist them in the discharge of their duties, and allot designations of office to such members, but no such appointment or designation shall thereby constitute such person a Member of the Board for any purpose whatsoever nor shall such person be entitled to attend any Board meeting except by invitation nor in any case to vote at a Board meeting. All acts and proceedings of any such individuals shall be fully and promptly reported to the Board.

54. The Board may delegate any of their powers to sub-committees consisting of such Members of the Board or other members of the Society as they shall think fit, and any sub-committees so formed shall, in exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board as far as applicable and so far as the same shall not be superseded by any regulations made by the Board. All acts and proceedings of any such sub-committee shall be fully and promptly reported to the Board.

55. The Board may exercise all such powers and do all such acts and things as the Society is by its Memorandum of Association or otherwise authorised to exercise and do and are not hereby or by statute directed or required to be exercised or done by the Society in general meeting, but subject nevertheless to the provision of the Statutes and of these Articles and to any regulations not being inconsistent with these Articles from time to time made by the Society in general meeting.

56. Any bank account in which any part of the assets of the Society is deposited shall be operated by the Directors and shall indicate the name of the Society. All cheques and orders for the payment of money from such account shall be signed by at least two Directors.

57. The exhibits of the Society shall be set out in a specially compiled stock list or inventory which shall be kept up to date as far as is practicable. No item listed in such stock list or inventory shall be disposed of without the permission of the Board

The Company Secretary

58. Subject to the provisions of the Act, the company secretary shall be appointed by the Board for such term, at such remuneration (if not a Director) and upon such conditions as they think fit; and any company secretary so appointed may be removed by them. This post should not be confused with the elected office of Board Secretary although one person may hold both positions.

Minutes

59. The Board shall keep minutes in books kept for the purpose;

(a) of all appointments of offices made; and

(b) of all proceedings at meetings of the Society and of the Board and of the sub-committees including the names of persons present at each such meeting.

The Seal

60. The Board shall provide for the safe custody of the Common Seal, which shall only be used by the authority of the Board, and every instrument to which it is affixed shall be signed by a Director and counter-signed by the Honorary Secretary or by a second Director.

Accounts and Audit

61. The Board shall cause proper accounting records to be prepared and kept in accordance with the provisions of part VII of the Act. Such records to be kept at the registered office of the Society or other place or places as the Board shall think fit and they shall always be open to inspection by the officers of the Society.

Annual Report

62. The Board shall comply with their obligations under the Companies Acts 1985 and 1989 (or any statutory re-enactment or modification of those Acts) with regard to the preparation of an Annual Report and its transmission to the appropriate authorities.

Annual Return

63. The Board shall comply with their obligation under the Companies Acts 1985 and 1989 (or any statutory re-enactment or modification of those acts) with regard to the preparation of an Annual Return and its transmission to the appropriate authorities.

64. A copy of every document required to be comprised in the accounts of the Society and to be laid before the Society in general meeting shall be sent to every member of, and every holder of debentures in, the Society and such documents shall be laid before that meeting: These documents may be in an abbreviated format as supported by the Society's auditors. Providing that this Article shall not require copies of such documents to be sent to any person of whose address the Society is unaware.

65. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Acts.

Notices and Winding Up

66. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling for a meeting of the Board need not be in writing.

67. The Society may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his/her registered place of abode. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him/her, shall be entitled to have notices given to him/her at that address, but otherwise no such member shall be entitled to receive any notices from the Society.

68. A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and, where necessary, of the purpose for which it was called.

69. Any notice served by post shall be deemed to have been served at the time that it would have been delivered in the ordinary course of post, and in proving service it shall be sufficient to prove that such notice was properly addressed and posted and that the postage was prepaid.

70. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

Indemnity

71. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled every Director or Officer of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

Rules

72. (1) The Board may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes of, and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye-laws regulate;

- (a) the admission and classification of members of the Society (including the admission of organisations to membership) 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.
- (b) the conduct of members of the Society in relation to one another, and to the Society's servants.
- (c) the procedure at general meetings and meetings of the Board in so far as such procedure is not regulated by these Articles.

(d) Generally all such matters as are commonly the subject matter of company rules.

72. (2) The Society in general meeting shall have power to alter, add or repeal the rules or bye-laws and the Board shall adopt such means as they think sufficient to bring to the notice of members of the Society all such rules or bye-laws which shall be binding on all members of the Society; provided that no rule or bye-law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles.