THE COMPANIES ACTS 1929 – 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE CIVIL SERVICE MOTORING ASSOCIATION LIMITED

Date of Incorporation: 13 December 1930

Registered Number: 252734

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THE CIVIL SERVICE MOTORING ASSOCIATION LIMITED

adopted by Special Resolution passed on 3 October 2014

and amended by Special Resolutions passed on 2 October 2015, 28 June 2018,

27 June 2019, 25 November 2021, 31 October 2024 and 15 October 2025

PART A: PRELIMINARY

DEFINITIONS AND INTERPRETATION

A1. In these Articles (unless the context expressly requires otherwise):

Address	includes any mobile phone number or email Address used for the purposes of sending or receiving documents or information by Electronic Means
Approved Organisation	means a person, firm, company or other organisation approved from time to time by the Board for the purposes of qualifying its members and/or employees for membership of the Association
Associate Member	means a person who is an associate member of the Association from time to time pursuant to **Article B20**
Association	means the Civil Service Motoring Association Limited
Association Employee	means a person who is employed by the Association or any subsidiary of the Association
Board	means the board of directors of the Association
Chief Executive	means the person who is employed by the Association as its chief executive officer, by whatever title known
Child	means a son or daughter under the age of 18 of a member
Civil Servant	means a person employed by any part of the Civil Service
Civil Service	means all parts of the United Kingdom Home Civil Service and

	the Northern Ireland Civil Service and any other organisation that the Board shall determine shall be deemed to be part of the Civil Service for the purposes of these Articles
Club Council	means the Club Council referred to in **Part F** of these Articles
Code of Conduct	means the Code of Conduct for members of the Association, as approved by the Board from time to time (after consultation with the Club Council)
Director	means a director of the Association
Electronic Facility	includes, without limitation, website Addresses and conference call systems, and any device, system, platform, procedure, method or other facility whatsoever approved by the Board that provides an Electronic Means of attendance at or participation in (or both attendance at and participation in) a meeting
Electronic Form	has the meaning given to it in section 1168 of the Companies Act 2006
Electronic Means	has the meaning given to it in section 1168 of the Companies Act 2006
Finance Director	means the person who is employed by the Association as its chief financial officer, by whatever title known
General Meeting	means a meeting of the members of the Association
Governors	means the persons referred to in **Article E1**
Honorary Member	means any person who is an honorary member of the Association (**Articles B9 to B13**)
Junior Member	means a person who is a junior member of the Association pursuant to **Articles B17 to B19**
Magazine	means the Association's magazine for members
Ordinary Member	means any person who is an ordinary member of the Association from time to time
Secretary	means the Company Secretary of the Association
Staff Member	means an Association Employee who is a member of the Association from time to time (see **Articles B14 to B16**)

Voting Member	means an Ordinary Member or a Life Member
Working Day	means a day when banks are open for business in the City of London (excluding Saturdays or Sundays)

A2. For the purposes of these Articles:

(a) The meaning of the term "**Public Sector**" shall be as determined by the Board from time to time but shall include any organisation that falls within the definition of **"public authority"** in Section 3 of the **Freedom of Information Act 2000**.

(b) The Board shall have the exclusive right and power to determine from time to time what the terms "**Close Relation**" and **"Partner**" mean for the purposes of **Articles B4** and **B17**.

(c) The Board shall have the exclusive right and power to determine from time to time whether a particular body is an established CSMA national or local committee for the purposes of **Article B4**.

A3. In these Articles:

(a) References to any **statute** shall be deemed to include any modification or re-enactment thereof for the time being in force and shall include all statutory instruments or orders from time to time made pursuant thereto.

(b) Unless the context otherwise requires, words or expressions shall bear the same meaning as in the Companies Act 2006.

(c) A company shall be treated as a **subsidiary** of the Association if the Association is deemed to be its parent company for the purposes of the rules in the Companies Act 2006 relating to the production of group accounts.

(d) Companies are **associated** if one is a subsidiary of the other or both are subsidiaries of the same corporate body.

(e) A **"relevant officer"** in **Article D31** means any director or company secretary of the Association or any subsidiary of the Association.

(f) A "**relevant loss**" in **Article D31** means any loss or liability which has been or may be incurred by a relevant officer in connection with their duties or powers in relation to the Association or any subsidiary of the Association or any pension fund of the Association or any subsidiary of the Association.

(g) A reference to a document being **signed** or to **signature** includes references to its being executed

under hand or under seal or by any other method and, in the case of a communication in Electronic Form, such references are to its being authenticated as specified by the Companies Act 2006.

(h) A reference to **writing** or **written** includes references to any method of representing or reproducing words in a legible and non-transitory form whether sent or supplied in Electronic Form or otherwise.

(i) A reference to documents or information being **sent** or **supplied** by or to a company (including the Association) shall be construed in accordance with section 1148(3) of the Companies Act 2006.

(j) A reference to a **meeting** shall mean a meeting convened and held in any manner permitted by these Articles, including a General Meeting at which some (but not all) those entitled to be present attend and participate by means of an Electronic Facility or facilities, and such persons shall be deemed to be present at that meeting for all purposes of the Companies Act 2006 and these Articles, and 'attend', 'participate', 'attending', 'participating', 'attendance' and 'participation' shall be construed accordingly.

(k) References to a person's participation in the business of a General Meeting include without limitation and as relevant the right to speak, vote, be represented by a proxy and have access in hard copy or Electronic Form to all documents which are required by the Companies Act 2006 or these Articles to be made available at the meeting.

PART B: MEMBERSHIP

B1. The membership of the Association consists of those persons who are already members of the Association as at the date of adoption of these Articles and such other persons as shall hereafter become members in accordance with these Articles of Association.

B2. Applicants for membership (including the widow or widower of a deceased member) shall complete such application form as the Board shall from time to time determine.

B3. The Board shall have the power to refuse membership to any individual without assigning any reason.

ORDINARY MEMBERSHIP

B4. The following persons shall be eligible to apply for Ordinary Membership:

(a) A Civil Servant

(b) A former Civil Servant

(c) A person who works for or has worked for an organisation in the Public Sector

(d) The surviving spouse or **Partner** of a deceased Voting Member who was a Voting Member at the date of their death

(e) A person who is a member, employee or director of an Approved Organisation

(f) Any person who is a **Close Relation** of a Voting Member (see **Article A2**)

(g) A person who was previously a Staff Member and is no longer an Association Employee

(h) A person aged 18 or over who was previously a Junior Member

(i) Any person who is not otherwise eligible for membership whom the Board, the Club Council or an established CSMA national or local committee consider would be an asset to the Association

(j) A person who is or has previously been an Honorary Member

(k) A friend of a Member who is proposed for membership by that Member **PROVIDED THAT** the Board may from time to time impose a limit on the number of people whom a Member can propose for membership in any given period

(l) A person aged 18 or over to whom the Association or one of its subsidiaries has supplied goods or services

B5. An Ordinary Member shall be entitled to receive notice of, and to attend and vote and to be counted in the quorum of members present at, any General Meeting.

B6. If there is any dispute or uncertainty as to whether a person is eligible to be a Member in accordance with these Articles the Board shall have the power to determine the issue and their decision shall be final and binding.

LIFE MEMBERSHIP

B7. The Board may confer Life Membership of the Association on any person.

B8. A Life Member shall be entitled to receive notice of, and to attend and vote and to be counted in the quorum of members present at, any General Meeting.

HONORARY MEMBERSHIP

B9. An Honorary Member shall be entitled to receive notice of, and to attend, General Meetings of the Association, but they shall not be counted in the quorum of members present and they shall not be entitled to vote at General Meetings.

B10. An Honorary Member may not be appointed to any office, directorship or other post within the Association.

B11. No new Honorary Members may be admitted to the Association.

B12. An Honorary Member who became an Honorary Member by reason of being the wife or husband of a member shall automatically cease to be an Honorary Member if (a) their spouse ceases to be a member of the Association or (b) their marriage to the relevant member is terminated by divorce or annulment.

B13. An Honorary Member who became an Honorary Member by reason of being the Child of a member shall automatically cease to be an Honorary Member on their eighteenth birthday. An Honorary Member who became an Honorary Member by reason of being the Child of a member shall automatically cease to be an Honorary Member if their parent ceases to be a member.

STAFF MEMBERSHIP

B14. Staff Membership may be conferred at the discretion of the Board on any Association Employee.

B15. A Staff Member shall not be entitled to receive notice of, or to attend or vote at General Meetings of the Association.

B16. A Staff Member shall automatically cease to be a member when they cease to be an Association Employee but on or after leaving the service of the Association they may apply to become an Ordinary Member of the Association, subject to such rules and conditions as the Board shall from time to time think fit.

JUNIOR MEMBERSHIP

B17. A Close Relation of a Voting Member who is at least 10 years old but less than 18 years old shall be eligible to apply for Junior Membership of the Association. An applicant for Junior Membership shall produce such evidence of their date of birth as the Board shall from time to time determine.

B18. A Junior Member shall not be entitled to receive notice of, or to attend or vote at General Meetings of the Association.

B19. A Junior Member's membership of the Association shall automatically cease when they reach the age of 18. However, a person who has at any time been a Junior Member of the Association shall be eligible to apply to be an Ordinary Member at any time after their 18th birthday and such an application may be submitted to the Association in advance of their 18th birthday to take effect on their 18th birthday.

ASSOCIATE MEMBERSHIP

B20. Associate Membership may be conferred at the discretion of the Board on a person who is a member and/or employee of an Approved Organisation. Associate Members shall not be members of the Association for company law purposes but they shall be entitled to access such of the benefits enjoyed by Ordinary Members as the Board shall from time to time determine and on such terms and conditions as the Board shall from time to time determine.

B21. An Associate Member shall not be entitled to receive notice of, or to attend or vote at General Meetings of the Association.

SUBSCRIPTIONS

B22. Ordinary Members, Associate Members and Junior Members shall pay such subscriptions (if any) at such times as the Board shall from time to time determine. In the case of Associate Members, the subscriptions (if any) payable by them or on their behalf may vary depending upon their Approved Organisation, as the Board shall from time to time determine.

B23. Subject to **Article B25**, the Board shall have the power to make such arrangements in relation to subscriptions as they think appropriate from time to time, which (without limitation) may include provision for some Ordinary Members to have a different subscription arrangement from other Ordinary Members in certain circumstances.

B24. The Board may terminate the membership of an Ordinary Member, an Associate Member or a Junior Member who does not pay their subscription by such time as may be specified by the Board.

B25. Life, Staff and Honorary Members shall not pay subscriptions.

RESIGNATION OF MEMBERS

B26. A member wishing to resign shall give notice in writing to the Secretary and their resignation shall take effect on the Working Day following the day on which the notice of resignation is received by the Secretary.

EXPULSION OF MEMBERS AND REMOVAL FROM OFFICE

B27. If any complaint comes to the attention of the Board concerning the conduct of any member of the Association or if the Board believes that any member of the Association may have been guilty of conduct that breaches the Code of Conduct or may damage the character, good name or interests of the Association the Board may arrange for the matter to be independently investigated. For these purposes an investigation shall be deemed to be independent if it is led by a person who has not previously been involved in matters relating to the complaint and such person may be a member or employee of the Association. In order to facilitate any such investigation, the Board shall have the power to suspend the relevant member from any or all offices, trusteeships or other positions of authority that they may hold in relation to the Association or any subsidiary for such period as the Board shall deem necessary in order to investigate the matter complained of. At the conclusion of the investigation the Board shall have the power to expel the relevant person as a member of the Association and/or to remove them from any or all such offices, trusteeships or other positions of authority that they may hold in relation to the Association or any subsidiary. The Board shall give notice in writing to the relevant member of any such decision. Except in the case of a successful appeal under **Article B28**, any expulsion from membership of the Association shall be permanent.

B28. Any person expelled as a member of the Association or removed from any office, trusteeship or other

position of authority within the Association by the Board in exercise of its powers under **Article B27** shall have the right (exercisable by giving notice in writing to the Secretary setting out the reasons for their appeal within one calendar month after their receipt of written notice of the Board's decision) to appeal against the decision to:

(a) the Governors; or

(b) the Voting Members at the next Annual General Meeting (unless the notice convening the said meeting has already been sent to the Voting Members or is due to be sent to them within the next **6 weeks** in which event the appeal shall be heard at the following Annual General Meeting).

In the case of an appeal to the Voting Members, the notice of appeal (which may comprise several documents in like form) must be signed by not less than one hundred Voting Members and must be accompanied by a payment to the Association of a fee of £250. The decision of the Governors or the Voting Members (as the case may be) in respect of the appeal shall be final and binding.

B29. Except where the relevant member already has a right of appeal under **Article B28**, any member of the Association found by the Board to have committed a serious breach of the Code of Conduct shall have the right to appeal to the Governors against the Board's finding(s). This right shall be exercisable by giving notice in writing to the Secretary setting out the reasons for their appeal within one calendar month after their receipt of written notice of the Board's finding(s). The decision of the Governors in respect of the appeal shall be final and binding.

B30. The Board shall have power if it considers it desirable in the interests of the Association, to exclude any member of the Association from access to the whole or any part of Association premises at any time, for any period and for any purpose.

CONSEQUENCES OF CEASING TO BE A MEMBER

B31. When a person ceases to be a member they shall cease to have any claim whatever on the property of the Association or to enjoy any of the privileges of membership but the member's liability shall continue for the payment of debts due from them to the Association and their liability as provided by the Memorandum of Association (i.e. their liability to contribute up to 25 pence if the Association is wound-up within 12 months after they cease to be a member) shall also continue.

EFFECT OF MEMORANDUM AND ARTICLES OF ASSOCIATION

B32. The Memorandum and Articles of the Association bind the Association and its members to the same extent as if they had been signed by each member. No member shall be absolved from the effects of the Memorandum and Articles of Association and the other rules and regulations of the Association by reason of not having received notice of them.

PART C: MEETINGS OF THE MEMBERS

GENERAL MEETINGS

C1. All members of the Association other than Staff Members, Honorary Members, Junior Members and Associate Members shall be entitled to receive notice of and to attend and vote at General Meetings of the Association.

C2. The Board may submit a motion at any General Meeting of the Association by notifying the Secretary of such motion not less than **7 days** before the despatch or publication of the notice convening the meeting.

C3. An Extraordinary General Meeting may be convened by the Board at any time or on the receipt by the Secretary of a requisition signed by not less than 500 Voting Members (all of whose membership numbers must be stated in the requisition). In the case of a requisition by Voting Members:

(a) the requisition must state the objects of the meeting and may consist of several documents in like form, each signed by one or more Voting Member(s);

(b) any such meeting shall be held within **8 weeks** after the Secretary's receipt of the requisition unless a General Meeting is already scheduled to take place within the next **12 weeks**, in which event the Extraordinary General Meeting requisitioned by the Members in question shall take place on the same day as the meeting that has already been scheduled, and either immediately before or after that meeting; and

(c) not less than **21 days'** notice shall be given of such meeting.

C4. The Governors shall have the power (by written resolution signed by not less than three quarters of them or five of them, whichever is the larger number) to require the Secretary to convene an Extraordinary General Meeting of the Association. The Governors shall promptly give notice in writing to the Secretary of the passing of such a resolution (accompanied by a certified copy of the said resolution, which shall state the objects of the meeting). The Secretary shall as soon as reasonably practicable convene an Extraordinary General Meeting of the Association, unless a General Meeting is already scheduled to take place within the next **12 weeks**, in which event the Extraordinary General Meeting requisitioned by the Governors shall take place on the same day as the meeting that has already been scheduled, and either immediately before or after that meeting.

C5. A Director and/or any person invited by the Chair of the Association to do so, may attend and speak at any General Meeting whether or not they are a member of the Association.

C6. The Board may make whatever arrangements it considers fit to allow those entitled to do so to attend and participate in any General Meeting.

C7. Unless otherwise specified in the notice of meeting or determined by the chair of the meeting, a General

Meeting is deemed to take place at the place where the chair of the meeting is at the time of the meeting.

ELECTRONIC FACILITIES

C8. The Board may resolve to enable persons entitled to attend and participate in a General Meeting to do so by means of Electronic Facilities, and may determine the means, or all different means, of attendance and participation used in relation to the General Meeting. The members present (in person or by proxy) by means of Electronic Facilities authorised by the Board shall be counted in the quorum for, and be entitled to participate in, the General Meeting in question. The meeting shall be duly constituted and its proceedings valid if the chair is satisfied that suitable arrangements have been made to ensure that members attending the meeting by means of Electronic Facilities can:

(a) participate in the business for which the meeting has been convened;

(b) hear persons who speak at the meeting; and

(c) be heard by other persons attending and participating in the meeting.

C9. If the Board determines that a General Meeting shall be held wholly or partly by means of Electronic Facilities, the notice convening the meeting shall:

(a) include a statement to that effect;

(b) specify the means, or all different means, of attendance and participation thereat, and any access, identification and security arrangements; and

(c) state how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting.

C10. If, at any General Meeting which members are entitled to attend by use of Electronic Facilities, any document is required to be on display or to be available for inspection at the meeting (whether prior to or for the duration of the meeting or both), the Association shall ensure that it is available in Electronic Form to persons entitled to inspect it for at least the required period of time, and this will be deemed to satisfy any such requirement.

C11. Members seeking to attend and participate in a General Meeting by use of Electronic Facilities shall be responsible for maintaining their own computer and electronic equipment to enable them to do so. Any inability of a person or persons to attend or participate in a General Meeting by use of Electronic Facilities shall not invalidate the proceedings of that meeting.

C12. If a General Meeting is held wholly or partly by use of Electronic Facilities, the Board may make any arrangement and impose any requirement or restriction they deem necessary to ensure the identification of those taking part by use of the Electronic Facilities and the security of the relevant electronic communications. In this respect, the Board may authorise any voting application, system or facility for attendance and participation as it sees fit.

IDENTITY AND SECURITY ARRANGEMENTS AND ORDERLY CONDUCT

C13. The Board may direct that any person wishing to attend any General Meeting should provide such evidence of identity and submit to such searches or other security arrangements or restrictions as the Board shall consider appropriate in the circumstances and shall be entitled in its absolute discretion to refuse physical or electronic entry to any meeting to any person who fails to provide such evidence of identity or to submit to such searches or otherwise to comply with such security arrangements or restrictions.

AUTHORITY OF PERSON CHAIRING A GENERAL MEETING

C14. The person chairing a General Meeting of the members shall take such action or give directions as they think fit to promote the orderly conduct of the business of the meeting as laid down in the notice of the meeting. They shall be entitled to arrange for any person who disrupts the meeting to be ejected (physically or electronically). Their decision on matters of procedure or arising incidentally from the business of the General Meeting shall be final, as shall be their determination as to whether any matter is of such a nature.

AMENDMENT OF RESOLUTIONS

C15. No amendments may be made to proposed resolutions published on the agenda of a General Meeting of the members other than an amendment to correct a patent error (e.g. a typographical error) that is approved by the person chairing the meeting.

ANNUAL GENERAL MEETINGS

C16. An Annual General Meeting of the Association shall be held once a year, at such time, at such place and by such means (which may include wholly or partly by use of Electronic Facilities), as may be determined by the Board.

C17. The Board shall announce the date of the Annual General Meeting at least **22 weeks** in advance by publishing an announcement in the Magazine and/or on the Association's website and/or by email. Then, not less than **21 days** before the Annual General Meeting Voting Members shall be given formal notice of the meeting, including the agenda for the meeting.

C18. A Voting Member who wishes to submit a resolution for consideration at an Annual General Meeting in any calendar year shall give notice of such resolution in writing to the Secretary together with a supporting statement at least **18 weeks** before the Annual General Meeting. The Association shall give notice of the resolution and the supporting statement to the membership provided the following conditions are met:

(a) A resolution having the effect of amending the Memorandum or Articles of Association of the Association must be supported in writing by at least **500 Voting Members** (whose membership numbers must be stated). Any other resolution must be supported by at least **50** Voting Members (whose membership numbers must be stated).

(b) The supporting signatures (together with the relevant membership numbers) must be submitted to the Secretary at least **18 weeks** before the Annual General Meeting.

(c) The resolution must not exceed 100 words and the supporting statement must not exceed 1,000 words.

(d) The resolution would be effective for company law purposes if passed.

(e) The resolution and the supporting statement do not contain material that is defamatory, frivolous or vexatious.

C19. The business of the Annual General Meeting shall include:

(a) the consideration of the accounts (and any documents annexed to them) and the reports of the Board, the Governors and the Auditors;

(b) the announcement of the results of the postal ballot for the Chair and Vice-Chair of the Association, members of the Club Council and other Club posts (where applicable); and

(c) the appointment of Auditors.

QUORUM FOR GENERAL MEETINGS

C20. No business shall be transacted at any General Meeting unless a quorum is present physically or electronically at the commencement of such meeting. Such quorum shall consist of **25 Voting Members** present (physically or electronically) in person or by proxy.

C21. If within half an hour from the time appointed for a General Meeting a quorum is not present (physically or electronically), the meeting (if convened upon a requisition of the Voting Members) shall be dissolved and in any other case it shall stand adjourned to such later date and time as the Board shall determine, and if a quorum is not then present the business may then be transacted irrespective of the number of Voting Members present.

CHAIRING OF GENERAL MEETINGS

C22. The Chair of the Association shall take the chair at every General Meeting of the Association; or if the Chair is not present within five minutes after the time appointed for the meeting or is present but unwilling to take the chair, the chair shall be taken by the Vice-Chair of the Association. If the Chair and the Vice-Chair of the Association are all absent or unwilling to take the chair, the Voting Members who are present shall elect one of their number to -chair the meeting.

ADJOURNMENTS

C23. At any General Meeting the person chairing the meeting may, with the consent of a majority of the Voting Members present, adjourn such meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business unfinished at the General Meeting.

PROXIES

C24. The instrument appointing a proxy for a Voting Member shall be in writing and (unless an on-line facility is provided in accordance with **Article C28**) must be signed by the appointor.

C25. No person shall be appointed a proxy or act as a proxy at any General Meeting unless they are a Voting Member.

C26. The instrument appointing a proxy shall be deposited at the Association's registered office not less than 48 hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the instrument proposes to vote, and if not so deposited shall not be treated as valid.

C27. An instrument of proxy shall be in the following form, or in any other form which the Board shall approve (which may include provision enabling the member to direct their proxy how to vote on particular agenda items):

THE CIVIL SERVICE MOTORING ASSOCIATION LIMITED

I (Member No. [ ] of the Civil Service Motoring Association Limited) appoint [name] of [Address] (a Voting Member of the Association) as my proxy to vote and act for me and on my behalf at the General Meeting of the Association to be held on [date] and at any adjournment thereof.

Signature:

Name (block capitals):

Date:

C28. The Board may from time to time offer Voting Members the option to appoint a proxy by using an on-line security-protected facility made available to the Voting Members by the Association. The proceedings at a General Meeting shall not be invalidated where any such on-line system has failed due to technical problems provided proxy forms have been otherwise available to the Voting Members (e.g. by post or on the Association's website).

C29. A vote given in accordance with the terms of an instrument of proxy shall be valid, despite the previous

death or insanity of the principal or revocation of the proxy provided that no intimation in writing of such death, insanity or revocation shall have been received by the Association at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

VOTING AT GENERAL MEETINGS

C30. Subject to **Article C31** below, each Voting Member (i.e. an Ordinary Member or Life Member) shall have one vote.

C31. An Ordinary Member whose subscription is due and unpaid at the date of any General Meeting shall not be entitled to vote at the Meeting.

C32. Subject to **Article C33:**

(a) Voting at General Meetings of the Association shall be by a show of hands or by a poll.

(b) Votes may be given either personally or by proxy, but on a show of hands a Voting Member present only by proxy shall have no vote.

(c) A poll may be demanded before or on the declaration of the result of a show of hands by the person chairing the meeting or at least five Voting Members present in person or by proxy.

(d) The Board shall have the power to determine in advance of a General Meeting that voting on a particular resolution or item of business on the agenda should be conducted by way of a poll.

(e) Any poll shall be taken at such time and place and by such means as the person chairing the meeting shall direct (which may include by use of an Electronic Facility).

(f) The result of a poll shall be the resolution of the Association in General Meeting.

(g) When the voting is by poll the number of votes in favour of and against such resolution shall be declared at the meeting or at such other time and place and in such manner as the person chairing the meeting shall direct.

C33. In the case of a General Meeting which is being held wholly or partly by use of Electronic Facilities, voting shall be conducted by a poll (rather than on a show of hands) and the Board shall make suitable arrangements for an Electronic Facility to made available for the poll voting.

C34. In the case of an equality of votes at any General Meeting (whether on a show of hands or a poll), the person chairing the meeting shall have a casting vote.

C35. At any General Meeting, a declaration by the person chairing the meeting that a resolution has been carried and an entry to that effect made in the minute book of the Association shall be sufficient evidence of the fact without proof of the number or proportion of votes in favour of or against such a resolution.

PART D: DIRECTORS

GENERAL

D1. Subject to the provisions of the Companies Act 2006 and these Articles, the business of the Association shall be managed by the Directors who may exercise all the powers of the Association and may make such rules and regulations in relation to the Association as they shall from time to time think fit. In particular (but without limitation), the Directors shall be responsible for the management of all commercial activities of the Association. The Board may establish such subsidiaries as it shall see fit from time to time.

D2. No alteration of the Memorandum or Articles shall retrospectively invalidate any prior act of the Directors which would have been valid if that alteration had not been made.

D3. A quorate meeting of the Directors may exercise all powers exercisable by the Directors.

D4. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Association for such purposes and on such conditions as they determine.

D5. The Directors may delegate any of their powers to any committee consisting of one or more of the Directors and (if thought appropriate) other persons who need not be members of the Association. They may also delegate to any Director holding any executive office such of their powers as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee whose members include two or more members of the Board shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.

BOARD MEETINGS

D6. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.

D7. A meeting of the Board may be convened by the Secretary on the direction of (i) the Chair of the Association; (ii) the Vice-Chair of the Association; (iii) the Chief Executive; or (iv) any three Directors.

D8. Reasonable notice of unscheduled meetings (preferably **7 days** before the meeting) shall be given in writing by email to each member of the Board. Subject thereto, a notice calling a meeting of the Board need not be in writing.

D9. A Director may participate in a meeting of the Board (or any committee thereof) by means of a video or audio conference call or any other Electronic Facility which allows all persons participating in the meeting to hear one another. Such a participant shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. The meeting shall be deemed to take place where the largest group of those participating is assembled or (if there is no such group) where the person chairing the meeting then is.

CHAIRING OF BOARD MEETINGS

D10. The Chair of the Association, if present, shall take the chair at every Board meeting and if they are not present within five minutes after the time appointed for the meeting or is present but unable or unwilling to take the chair, the chair shall be taken by the Vice-Chair of the Association. If the Chair and Vice-Chair of the Association are both absent or unwilling to take the chair, the Directors who are present shall elect one of their number to chair the meeting.

DECISION-MAKING

D11. Questions arising at a meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes, the person chairing the meeting shall have a casting vote.

QUORUM

D12. The quorum for Board meetings shall be one half of their current number, rounded up to the next whole number. In addition, at least three of the following must be present: The Chair of the Association, the Vice-Chair of the Association, the Club Leader and the Club Treasurer.

D13. The continuing Directors or a sole continuing Director may act despite any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a General Meeting.

D14. All acts done by a meeting of Directors, or of a committee of Directors shall (despite the fact that it is discovered afterwards 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.

WRITTEN RESOLUTIONS OF THE BOARD

D15. A resolution in writing signed or confirmed electronically by not less than three quarters of the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors (subject to a minimum of three Directors) shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form, each signed or confirmed electronically by one or more of the Directors.

BOARD MINUTES

D16. The Directors shall cause minutes to be made in books kept for the purpose:

(a) of all appointments of officers made by the Directors; and

(b) of all proceedings at meetings of the Association and of the Directors and of committees of Directors, (including the names of the Directors present at each such meeting).

DISCLOSURE OF INTERESTS

D17. Subject to the provisions of the Companies Act 2006, and provided that they have disclosed to the Board the nature and extent of any material interest they have, a Director:

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested;

(b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any corporate body promoted by the Association or in which the Association is otherwise interested;

(c) shall not, by reason of their office, be accountable to the Association for any benefit which they derives from any such office or employment or from any such transaction or arrangement or from any interest in any such corporate body; and

any such transaction or arrangement shall be valid and binding on the Association despite such interest or benefit.

D18. If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Association in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes unless:

(a) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(b) the Director's conflict of interest arises from arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Association or any of its subsidiaries which do not provide special benefits for directors or former Directors.

D19. If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the person chairing the meeting whose ruling in relation to any Director other than themself is to be final and conclusive. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the person chairing the meeting, the question is to be decided by a decision of the Directors at that meeting, for which purpose the person chairing the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

COMPOSITION OF THE BOARD OF DIRECTORS

D20. The Association shall have a maximum of 8 directors, as follows:

(a) the Chair of the Association,

(b) the Vice-Chair of the Association,

(c) the Club Leader (who shall be appointed pursuant to **Article F5**),

(d) the Club Treasurer (who shall be appointed pursuant to **Article F5**),

(e) the Chief Executive (if appointed by the Board, see **Article D21** below),

(f) the Finance Director (if appointed by the Board, see **Article D21** below); and

(g) up to two directors appointed by the Board (on appointment by the Board, see **Article D22** below).

D21. The Board shall have the power from time to time by resolution to appoint the Association's Chief Executive as a Director and to appoint the Association's Finance Director as a Director. The Board may remove from office as a Director any person appointed by the Board pursuant to this Article and appoint a replacement.

D22. The Board shall have the power from time to time by resolution to appoint up to two persons as Directors and may remove from office as a Director any person appointed by the Board pursuant to this Article and appoint a replacement.

CHAIR AND VICE-CHAIR OF THE ASSOCIATION

D23. The Chair and Vice-Chair of the Association shall be appointed as follows (subject to **Article D24** *(only one candidate standing),* **Article D25** *(casual vacancies) and* **Article D28** *(phasing))*:

(a) The Chair and Vice-Chair of the Association shall each be elected by postal ballot of the Voting Members, which shall be conducted in accordance with this Article.

(b) The Chair and Vice-Chair of the Association shall each hold office from the close of the Annual General Meeting at which they are elected until the close of the third following Annual General Meeting.

(c) No person may stand for election as the Chair or Vice-Chair of the Association at any Annual General Meeting unless they have been a member of the Association throughout the five year period ending on the date of the meeting.

(d) No person may stand for election who is ineligible by reason of **Article D26** *(limits on tenure)*.

(e) A candidate standing for election as Chair or Vice-Chair of the Association must be nominated by at least 50 Voting Members or the Board.

(f) In the case of a nomination by Voting Members, written notice of the nomination signed by at least 50 Voting Members and the relevant candidate must be sent to the Secretary at least **18 weeks** before the Annual General Meeting.

(g) In the case of a nomination by Voting Members, the written nomination must state that the nominating members believe their candidate has the requisite skills, attributes and experience in order to obtain any regulatory approvals required to hold office as Chair or Vice-Chair.

(h) A nomination by the Board shall be effected by the passing of a resolution by the Board and shall not require counter-signature by other Voting Members. The Board may not nominate more than one candidate at a time for each position.

(i) Ballot forms in such form as may be approved by the Board from time to time will be sent by the Association to the Voting Members not less than **21 days** before the Annual General Meeting.

(j) A Voting Member wishing to participate in the ballot must return their duly completed ballot form to the Secretary at the Association's registered office not less than **5 days** before the Annual General Meeting.

(k) The ballot form of an Ordinary Member who has not paid all subscriptions due to the Association at least **5 days** before the Annual General Meeting shall be disregarded and their votes shall not be counted.

(l) In the case of an equality of votes between two or more candidates for either position, the candidate to be appointed shall be selected by the drawing of lots by the Secretary.

(m) Any person appointed as a result of the ballot shall be deemed to have been appointed with effect from and including the close of the Annual General Meeting.

(n) The results of the ballot shall be announced on the Association's website within **14 days** after the Annual General Meeting.

(o) If on any occasion the Association is conducting a ballot for both the Association Chair and Vice-Chair posts, an individual may only stand as a candidate in one of the two ballots (not both).

ONLY ONE CANDIDATE STANDING AS CHAIR OR VICE-CHAIR

D24. If on any occasion there is only one candidate standing for election as the Chair or Vice-Chair of the Association, no postal ballot shall take place for the post in question. In these circumstances, the one candidate standing for election to the relevant post shall automatically be appointed and shall be deemed to have been elected by postal ballot.

CASUAL VACANCIES – CHAIR OR VICE-CHAIR

D25. If the office of Chair or Vice Chair of the Association becomes vacant before the normal expiry of the incumbent's term of office (e.g. due to a mid-term resignation) the Board may by resolution appoint a successor to fill the vacancy but the successor so appointed shall be subject to retirement at the same time as if they had been appointed as Chair or Vice-Chair (as the case may be) on the date on which their predecessor was appointed to that office.

LIMITS ON TENURE – CHAIR AND VICE-CHAIR

D26. The following limits on tenure apply, subject to **the proviso** below:

(a) No person may serve more than two consecutive terms as the Chair of the Association. When a person has served two consecutive terms as the Chair of the Association, they shall then automatically retire from office and may not be appointed as Chair of the Association during the following 3 years.

(b) No person may serve more than two consecutive terms as the Vice-Chair of the Association. When a person has served two consecutive terms as the Vice-Chair of the Association, they shall then automatically retire from office as the Vice-Chair and may not be appointed as Vice-Chair of the Association during the following 3 years.

The **proviso** mentioned above is this: If a person is appointed by the Board as Chair or Vice-Chair of the Association to fill a casual vacancy, the period from the date they are appointed to fill the vacancy up to and including the date on which their predecessor's term of office would have been due to expire shall not be treated as a term of office for the purposes of the rule above against serving more than two consecutive terms unless that period has exceeded eighteen months.

D27. In the case of a person who has served as both Vice-Chair and Chair of the Association, when they have served nine consecutive years in aggregate in those two posts, they shall then automatically retire from the post that they then hold (i.e. Chair or Vice-Chair). A person who has served nine consecutive years in aggregate as Vice-Chair and Chair of the Association may not be reappointed as Chair or Vice-Chair of the Association within the following 3 years.

PHASING OF APPOINTMENTS - CHAIR AND VICE-CHAIR

D28. If the posts of Association Chair and Vice-Chair have both come up for election at the same Annual General Meeting, there shall be a special arrangement to try to stagger future elections: The person appointed as Chair shall hold office until the third following Annual General Meeting and the person appointed as Vice-Chair shall hold office until the close of the second following Annual General Meeting.

SECRETARY

D29. Subject to the provisions of the Companies Act 2006, the Secretary shall be appointed by the Board for such term and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

REGULATORY APPROVALS

D30. If the appointment of any individual as Chair, Vice-Chair or a Director of the Association requires approval by the Financial Conduct Authority or any other regulator before the appointment can take effect ("regulatory approval"), the appointment shall not take effect until regulatory approval has been obtained. Pending regulatory approval, the individual shall be entitled to receive notice of, attend and speak at meetings of the Board but they shall not be entitled to vote at such meetings. If regulatory approval is not obtained within six months after the date on which the appointment would otherwise have taken effect then at the end of that six month period the appointment shall be deemed null and void and the said individual shall cease to be entitled to receive notice of, attend and speak at meetings of the Board. In those circumstances:

(a) the relevant individual may not stand for election or appointment to a post within the Association requiring regulatory approval for eighteen months after the expiry of that six month period; and.

(b) the Board shall then have the power (subject to regulatory approval) to appoint another person to the post in question and (subject to regulatory approval) that person shall hold office until the next Annual General Meeting of the Association, unless the notice of the Annual General Meeting has been circulated to the members before the date of their appointment, in which event they shall hold office until the second following Annual General Meeting. A person appointed pursuant to this power as Chair or Vice-Chair of the Association must have been a member of the Association throughout the five year period prior to their appointment.

OFFICERS' INDEMNITY AND INSURANCE

D31. Without prejudice to any indemnity to which a relevant officer is otherwise entitled:

(a) each relevant officer shall be indemnified out of the Association's assets against all relevant loss and in relation to the Association's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), including any liability incurred by them in defending any civil or criminal proceedings, in which judgment is given in their favour or in which they are acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part or in connection with any application in which the court grants them, in their capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Association's (or any associated company's) affairs; and

(b) the Association may provide any relevant officer with funds to meet expenditure incurred or to be incurred by them in connection with any proceedings or application referred to in paragraph (a) above and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

D32. These Articles do not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act 2006 or by any other provision of law.

D33. The Directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant officer in respect of any relevant loss.

PART E: GOVERNORS AND FELLOWS

THE GOVERNORS

E1. The Association shall have a board of governors ("the Governors"). The maximum number of Governors shall be 8.

E2. The Governors' role is to be the guardians of the Association's ethos, to monitor the activities and management of the Association and the Club Council and to assess whether the Association operates in a manner that is consistent with its Memorandum and Articles of Association and in the collective interests of its members. The Governors shall also monitor strategy, policy, nominations and appointments.

E3. At each Annual General Meeting of the Association the Governors will present a report to the members present on the Association's activities in the period since the previous Annual General Meeting and on any other issues falling within **Article E2**.

E4. The Governors may delegate any of their powers under these Articles to any committee consisting of one or more of the Governors. Any such delegation may be made subject to any conditions the Governors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee whose members include two or more Governors shall be governed by the Articles regulating the proceedings of Governors so far as they are capable of applying.

E5. The Chair of the Association shall have the power, on the recommendation of the Club Council and with the approval of the Board: (a) to appoint a member of the Association as a Governor; (b) to decide the term of office of any Governor; and (c) to remove any Governor from office. A Governor usually serves for two 5-year terms.

E6. No person may be appointed as a Governor unless they have been a member of the Association for at least 10 years.

E7. A Governor may not hold any other office within the Association. When a Fellow of the Association or the Club is appointed as a Governor, their position as Fellow shall be suspended for so long as they are a Governor and shall revive again when they cease to be a Governor.

E8. A Governor may resign their office by giving notice in writing to the Secretary at any time.

MEETINGS OF THE GOVERNORS

E9. Subject to these Articles, the Governors shall regulate their meetings as they see fit.

E10. The Governors shall meet not less than twice a calendar year. A quorum for meetings of the Governors shall be one half of their current number plus one (rounded up to the nearest whole number).

E11. A Governor may participate in a meeting of the Governors (or any committee thereof) by means of a video or audio conference call or other Electronic Facility which allows all persons participating in the meeting to hear one another. Such a participant shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. The meeting shall be deemed to take place where the largest group of those participating is assembled or (if there is no such group) where the person chairing the meeting then is.

E12. The Secretary shall convene a meeting of the Governors on the request of any two Governors. A notice convening a meeting of the Governors need not be in writing.

E13. It shall not be necessary to give notice of a meeting of the Governors to a Governor who is absent from the United Kingdom.

E14. The Governors present at any meeting of the Governors shall elect one of their number to chair the meeting.

E15. Questions arising at a meeting of the Governors shall be decided by a majority of votes. In the case of an equality of votes, the person chairing the meeting shall have a casting vote.

E16. A resolution in writing signed or electronically confirmed by not less than three quarters of the Governors entitled to receive notice of a meeting of the Governors or of a committee of the Governors shall be as valid and effectual as if it had been passed at a meeting of the Governors or (as the case may be) a committee of the Governors duly convened and held and may consist of several documents in the like form each signed or electronically confirmed by one or more of the Governors.

FELLOWS

E17. The Board may confer upon members of the Association the title "Fellow of the Association" or "Fellow of the Club" and shall have the power to remove any title so conferred. Fellows shall automatically be Life Members. Subject thereto, the privileges attaching to Fellows shall be as determined by the Board from time to time.

PART F: THE CLUB COUNCIL ETC

THE CLUB COUNCIL

F1. The Association shall have a Club Council which shall oversee the club activities of the Association (for example motor sport, motorcycling, camping and caravanning events and the local groups). The Club Council shall have the power to determine (and from time to time amend) its own terms of reference subject to these Articles and the prior approval of the Board (such approval not to be unreasonably withheld).

F2. The Club Council shall consist of:

(a) the Club Leader (who shall be appointed pursuant to **Article F5**)

(b) the Club Treasurer (who shall be appointed pursuant to **Article F5**)

(c) the Chair of the Club Council (who shall be appointed by the Club Council from amongst its number)

(d) Members appointed by the Interest Groups (who shall be appointed pursuant to Article **F26**)

(e) Members appointed by the Local Groups (who shall be appointed pursuant to **Article F29**)

(f) Two independent council members (who shall be elected by postal ballot of the Voting Members pursuant to **Article F9**)

(g) Any additional persons appointed pursuant to Article **F11** below

THE CLUB LEADER AND THE CLUB TREASURER

F3. The Club Leader and the Club Treasurer shall be responsible (amongst other things) for liaison between the Club Council and the Board and for liaison between the Club Council and the Governors.

F4. The Club Leader and the Club Treasurer shall be members of the Board.

F5. The appointment of the Club Leader and the Club Treasurer shall take place in accordance with the following provisions:

(a) No person may stand for election as Club Leader or Club Treasurer unless: (i) they have volunteered in the Association's club activities to a material extent within the previous five years; and (ii) their candidacy has been approved by the Association Chair, the existing Club Leader and/or the existing Club Treasurer (the key qualities required for the two roles including good character and intelligence, sound judgment, strong communication skills, reliability and commitment to the Association).

(b) A person may not stand for election to both roles at the same time.

(c) If there is more than one candidate standing for election to either role, a ballot will be conducted to determine which candidate should be appointed. The persons and bodies entitled to vote in the ballot will be: (i) The Interest Groups; (ii) the Local Groups and (iii) each member of Club Council. The Club Council shall determine the detail of the voting arrangements (which may include preferential and weighted voting arrangements enabling voters to indicate their first choice candidate, their second choice etc and their votes to be weighted accordingly). The candidate with the highest number of votes will be appointed to the role. In the case of an equality of votes between two or more candidates, the candidate(s) to be appointed shall be selected by the drawing of lots by the Association Chair.

(d) The candidate appointed will hold office for a term of office that will be determined by the Club Council in advance (normally 3 years).

F6. Neither the Club Leader nor the Club Treasurer may hold any of the other offices listed in **Article F2** whilst they are the Club Leader or the Club Treasurer. An individual appointed as the Club Leader or the Club Treasurer shall be deemed to have resigned any such other office held by them immediately prior to their appointment.

THE CHAIR OF THE CLUB COUNCIL

F7. The Club Council shall have the power from time to time by resolution to appoint one person from amongst their number to serve as the Chair of the Club Council and may at any time remove any person appointed by them pursuant to this Article and appoint a replacement **PROVIDED THAT**:

(a) no person may be appointed unless they have has consented so to act; and

(b) a person appointed as the Chair of the Club Council who immediately prior to their appointment holds any of the other offices listed in **Article F2** shall automatically retire from that other office(s) on appointment as Chair of the Club Council.

F8. The Club Council shall decide the term of office of the Chair of the Club Council (ordinarily a period of three years).

INDEPENDENT COUNCIL MEMBERS

F9. The Club Council shall include two Independent Council Members (ICMs) who shall be elected by postal ballot of the Voting Members.

F10. Subject to **Article F34** *(casual vacancies)*, an ICM shall hold office for a period of two years from the close of the Annual General Meeting at which the results of the postal ballot for their election are announced or until they resign (if earlier). At the end of their term of office an ICM may stand for re-election.

ADDITIONAL MEMBERS OF CLUB COUNCIL

F11. With the agreement of the Board, the Club Council may appoint additional persons as members of the Club Council. The arrangements relating to the appointment of such persons (including their term of office and any specific responsibilities) shall be as determined by the Club Council from time to time and shall be reviewed by the Club Council annually. The Club Council may remove any person appointed by them pursuant to this **Article F11**.

DELEGATION TO COMMITTEES

F12. The Club Council may delegate any of its powers to any committee consisting of one or more of the members of the Club Council. It may also delegate to any member of the Club Council such of its powers as it considers desirable to be exercised by them. Any such delegation may be made subject to any conditions as the Club Council may impose, and either collaterally with or to the exclusion of its own powers and may be revoked or altered.

MEETINGS OF THE CLUB COUNCIL

F13. Subject to these Articles, the Club Council may regulate its proceedings as it thinks fit.

F14. Any three members of the Club Council may convene a meeting of the Club Council. A notice calling a meeting of the Club Council need not be in writing.

F15. It shall not be necessary to give notice of a meeting of the Club Council to a member of the Club Council who is absent from the United Kingdom.

F16. Questions arising at a meeting of the Club Council shall be decided by a majority of votes. In the case of an equality of votes, the person chairing the meeting shall have a casting vote.

F17. The quorum for meetings of the Club Council may be fixed by the Club Council and (unless so fixed at any other number) shall be eight.

F18. The Chair of the Club Council, if present, shall take the chair at every meeting of the Club Council or if they are not present within five minutes after the time appointed for the meeting or is present but unable or unwilling to chair the meeting, the chair shall be taken by the Club Leader. If the Club Leader and the Chair of the Club Council are both absent or unwilling to take the chair, the members of the Club Council who are present shall elect one of their number to chair the meeting.

F19. The continuing member(s) of the Club Council may act despite any vacancies in their number, but, if the number of members of the Club Council is less than the number fixed as the quorum, the continuing members of the Club Council may act only for the purpose of filling vacancies.

F20. A member of the Club Council may participate in a meeting of the Club Council by means of a video or audio conference call or any other Electronic Facility which allows all persons participating in the meeting to hear each other. Such a participant shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. The meeting shall be deemed to take place where the largest group of those participating is assembled or (if there is no such group) where the person chairing the meeting then is.

F21. A resolution in writing signed or electronically confirmed by three-quarters of the members of the Club Council shall be as valid and effectual as if it had been passed at a meeting of the Club Council duly convened and held and may consist of several documents in the like form each signed or electronically confirmed by one or more of the members of the Club Council.

F22. The Club Council shall cause minutes to be made in books kept for the purpose: (a) of all appointments of officers made by the Club Council; and (b) of all proceedings at meetings of the Club Council (including the names of the members present at each such meeting).

INTEREST GROUPS

F23. The Club Council shall have the power to establish such interest groups as it shall from time to time think fit ("Interest Groups") and shall have the power to disband any Interest Groups that the Club Council shall decide are no longer required.

F24. Subject to these Articles:

(a) the rules relating to the appointment of the Leader of an Interest Group shall be as determined from time to time by the Club Council with the approval of the Board; and

(b) subject to paragraph (a) above, the terms of reference of each Interest Group and the rules relating to its membership, constitution, election processes, accountability and governance shall be as determined from time to time by the Club Council.

F25. Each Interest Group shall have a committee made up of Members. No person may sit on the committee of an Interest Group unless they have registered as a member of that Interest Group or have participated in an event organised by the Interest Group within the previous 3 years.

F26. The Club Council shall include members of Interest Groups who are appointed to the Club Council by the Interest Groups. The number of persons who may be appointed to Club Council by the Interest Groups, their term of office and the arrangements relating to their appointment (including any election processes) shall be as determined from time to time by the Club Council with the approval of the Board.

LOCAL GROUPS

F27. The Association has local groups ("Local Groups"), each of which is run by a local group committee.

F28. Subject to these Articles, the terms of reference of the Local Groups and the rules relating to their membership, constitution, election processes, accountability and governance shall be as determined from time to time by the Club Council.

F29. The Club Council shall include members of Local Groups who are appointed to the Club Council by the Local Groups. The number of persons who may be appointed to Club Council by the Local Groups, their term of office and the arrangements relating to their appointment (including any election processes) shall be as determined from time to time by the Club Council with the approval of the Board.

OTHER PANELS AND COMMITTEES

F30. The Club Council may establish such panels, groups and committees as it shall see fit from time to time and shall have the power to disband any such panel, group or committee that the Club Council shall decide is no longer required.

F31. The Club Council shall determine the terms of reference of any such new panel, group or committee and shall have the power to amend those terms of reference as it shall see fit from time to time. Subject to these Articles, the rules relating to the membership, constitution, election processes, accountability and governance of any such panel, group or committee shall be as determined by the Club Council from time to time.

POSTAL BALLOT FOR ICMs

F32. Subject to **Article F33** (*only one candidate standing*), the postal ballot for the ICMs shall be conducted as follows:

(a) A Voting Member desiring to nominate a member of the Association for election as an ICM at an Annual General Meeting to be held in any calendar year shall give written notice of such nomination to the Secretary at the Association's registered office at least **18 weeks** before the Annual General Meeting (accompanied by the written consent of the relevant candidate). A Voting Member may not nominate themself.

(b) Ballot forms in such form as may be approved by the Board from time to time will be sent by the Association to the Voting Members not less than **21 days** before each Annual General Meeting.

(c) A Voting Member wishing to participate in the ballot must return their duly completed ballot form to the Secretary at the Association's registered office not less than **5 days** before the time appointed for the holding of the meeting.

(d) The ballot form of an Ordinary Member who has not paid all subscriptions due to the Association at least **5 days** before the day of the Annual General Meeting shall be disregarded and their votes shall not be counted.

(e) The results of the ballot shall be announced at the Annual General Meeting. Any person appointed as a result of the ballot shall be deemed to have been appointed immediately after the close of that Annual General Meeting.

(f) In the case of any equality of votes between two or more candidates, the candidate(s) to be appointed shall be selected by the drawing of lots by the person chairing the Annual General Meeting.

F33. If on any occasion there is only one candidate standing for election as an ICM, no postal ballot shall take place for the post in question. In these circumstances, the one candidate standing for election shall automatically be appointed to the post in question and shall be deemed to have been elected by postal ballot.

CASUAL VACANCIES IN CLUB POSTS

F34. If for any reason there shall be a vacancy in the positions listed below, the Club Council may by resolution appoint a successor to fill the vacancy but the successor so appointed shall be subject to retirement at the same time as if they had been appointed to the relevant office on the day on which the person in whose place they were elected or appointed, as the case may be, to that office. The offices to which this Article applies are:

(a) Club Leader;

(b) Club Treasurer;

(c) Chair of the Club Council;

(d) Members of Club Council appointed by Interest Groups or Local Groups; and

(e) ICM.

PART G: GENERAL

ACCOUNTS

G1. The Board shall cause true accounts to be kept of the Association's business and transactions, and of all sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and all assets and liabilities of the Association.

G2. Once a year the Board shall lay before the Association in General Meeting a statement of the income and expenditure for the past year, made up to 31 December then last past or such other date as the Board may decide.

AUDIT

G3. Auditors of the Association shall be appointed and their duties regulated in accordance with the Companies Act 2006.

G4. The Auditors shall at all reasonable times have free access to all the books and accounts of the Association and all members of the Association shall personally give any information they can which the Auditors may require from them.

G5. Every account of the Association when audited and approved by a General Meeting shall be conclusive.

NOTICES

G6. The Association can send, deliver or serve any notice or other document to or on a member of the Association:

(a) personally;

(b) by sending it through the postal system Address to the member at their registered Address or by leaving it at that Address to the member;

(c) where appropriate, by sending or supplying it in Electronic Form to an Address notified by the member to the Association for that purpose;

(d) where appropriate, by making it available on a website and notifying the member of its availability in accordance with these Articles; or

(e) by any other means authorised in writing by the member.

G7. Where a member has a registered Address outside the United Kingdom but has notified the Association of an Address within the United Kingdom at which notices, documents or other information may be given to them or has given to the Association an Address for the purposes of communications by Electronic Means at which notices, documents or other information may be served, sent or supplied to them, they shall be entitled to have notices served, sent or supplied to them at such Address or, where applicable, the Association may make them available on a website and notify the holder of that Address. Otherwise no such member shall be entitled to receive any notice, document or other information from the Association.

G8. If on two occasions within any consecutive 12 month period any notice, document or other information has been sent to any member of the Association at their registered Address or their Address for the service of notices (by Electronic Means or otherwise) but has been returned undelivered, such member shall not be entitled to receive notices, documents or other information from the Association until they shall have communicated with the Association and supplied in writing a new registered Address or Address within the United Kingdom for the service of notices or has informed the Association of an Address for the service of notices and the sending or supply of documents and other information in Electronic Form. For these purposes, any notice, document or other information served, sent or supplied by post shall be treated as returned undelivered if the notice, document or other information is served, sent or supplied back to the Association (or its agents) and a notice, document or other information served, sent or supplied in Electronic Form shall be treated as returned undelivered if the Association (or its agents) receives notification that the notice, document or other information was not delivered to the Address to which it was served, sent or supplied.

G9. The Association may at any time and in its sole discretion choose to serve, send or supply notices, documents or other information in hard copy form alone to some or all of the members.

G10. Notice may also be given by publication in or by being dispatched with the Magazine and any notice so published or dispatched shall be deemed to have been served on every member of the Association.

G11. Any notice, document or other information, addressed to a member at the member's registered address shall, if served, sent or supplied by post, be deemed to have been served or delivered on the second day after the day when it was put in the post. Proof that an envelope containing the notice, document or other information was properly addressed and put into the post as a prepaid letter shall be conclusive evidence that the notice was given. Any notice, document or other information, if served, sent or supplied by Electronic Means shall be deemed to have been received on the day on which the electronic communication was sent by or on behalf of the Association notwithstanding that the Association subsequently sends a hard copy of such notice, document or other information by post. Any notice, document or other information made available on a website shall be deemed to have been received on the day on which the notice, document or other information was first made available on the website or, if later, when a notice of availability is received or deemed to have been received pursuant to this Article. Proof that the notice, document or other information was properly Address shall be conclusive evidence that the notice by Electronic Means was given.

G12. A member present, either in person or by proxy, at any General Meeting shall be deemed to have received notice of the meeting and the purposes for which it was convened.

G13. Where any matter is being put to a postal ballot in accordance with these Articles, the Board may give Voting Members the option to vote on-line by using an on-line security-protected facility made available by the Association. The proceedings at a General Meeting shall not be invalidated where any such on-line system has failed due to technical problems provided the ballot forms have been otherwise available to the Voting Members (e.g. by post or on the Association's website).

NO DIVIDENDS

G14. The income of the Association shall not be available for dividend or other distribution to the members but shall be used in the advancement of the objects for which the Association is established.

WINDING-UP

G15. If the Association is wound-up (whether the liquidation is voluntary or compulsory) the surplus assets of the Association shall be divided equally amongst the Ordinary Members of the Association at the date of liquidation.