

STROUD & DISTRICT MOTOR CLUB LIMITED

RULES AND REGULATIONS

(MEMORANDUM AND ARTICLES OF ASSOCIATION)

Effective from 10th March 2024 until superseded.



Memorandum of Association of Stroud & District Motor Club Limited

The Companies Acts 1948 to 2006

Company limited by guarantee and not having a share capital.

1. The name of the Company (hereinafter called "the Club") is "STROUD & DISTRICT MOTOR CLUB".
2. The registered Office of the Club will be situated in England.
3. The objects for which the Club is established are:
 - (A) To acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as "STROUD & DISTRICT MOTOR CLUB".
 - (B) To promote the Sports and Pastimes of Motoring in all its branches and to further interests in motoring and motor sports and to encourage social intercourse between the members of the Club.
 - (C) To carry on, maintain and conduct a Club for the purpose of the said Sports and Pastimes and to watch the local administration of the laws and regulations affecting motoring and motor vehicles, and to report any proposed local action or scheme to Motorsport UK.
 - (D) To hold, arrange and / or promote, all forms of motor sports, in accordance with the requirements of Motorsport UK and to offer and grant or contribute towards the provision of prizes, awards and distinctions and to promote, arrange, give or support dinners, balls, concerts, lectures, discussions, tours, social events and other entertainments, and to publish magazines and periodicals and to provide the members with information, advice and assistance on matters connected with motoring.
 - (E) To subscribe to, become a member of or co-operate with any other association or club, whether incorporated or not, whose objects are altogether or in part similar to those of this Club.
 - (F) To support and subscribe to any charitable or public body, and any institution, society or club which may be for the benefit of the Club, or its employees, or maybe connected with the district in which any of the Club's property is situated; to give pension, gratuities, Christmas boxes, or charitable aid to any persons who may have served the Club, or to the wife, widow, children, or other relatives and dependants of any such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Club.

(G) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Club may think necessary or convenient for the promotion of its objects, and to lay down roads, construct, maintain and alter any buildings or erections necessary or convenient for the work of the Club.

(H) To purchase, sell and deal in all kinds of articles, appliances and apparatus used in connection with motoring and all kinds of consumable stores and provisions, alcoholic and non-alcoholic liquors, tobacco, cigars, cigarettes and other refreshments or things required or used by members of the Club and others and to apply for and obtain all licences and authorities necessary for the purposes aforesaid or any of them. To hire and employ all classes or persons considered necessary for the purposes of the Club and to pay to them and to other persons in return for services rendered to the club salaries, wages, fees, gratuities and pensions.

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

(K) To borrow or raise money for the purposes of the Club on such terms and on such security as may be thought fit. To invest the moneys of the Club not immediately required for its purposes in or upon such investments, securities, or property as may be thought fit.

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

4. The income and property of the Club, whencesoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Club.

5. The liability of the members is limited.

6. Every member of the Club undertakes to contribute to the assets of the Club, in the event of the same being wound up while they are a member, or within one year after they cease to be a member, for payment of the debts and liabilities of the Club contracted before they cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves such amount as shall be required not exceeding £1.

7. If upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be distributed and disposed of in the absolute discretion of the Committee of the Club.

Articles of Association of Stroud & District Motor Club Limited

The Companies Acts 1948 to 2006
Company limited by guarantee and not having a share capital

General

1. In these presents the word standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

Words	Meaning
The Act	The Companies Act, 1948 as amended by the Companies Act, 2006
These presents	These Articles of Association and the regulations of the Club from time to time in force
The Club	The above-named Company
The Committee	The Committee of Management for the time being of the Club
The Office	The registered office of the Club
The Seal	The common seal of the Club
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender, and Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Club shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The maximum number of registered Members shall be governed by the Committee.
3. The provisions of Section 112 of the Act shall be observed by the Club, and every Member of the Club shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.
4. The Club is established for the purposes expressed in the Memorandum of Association.
5. The registered name and address of the Club shall not be given by a Member for their address for any trade, advertising, or business purposes, or in connection with any legal proceedings.
6. Any badges issued to a Member by or for the Club shall remain the property of the Club. On the termination of their membership, a Member shall deliver up such badges to the Secretary. This Article may be modified by the Committee in respect of special awards given in respect of special individual events or rallies.

Candidates for Election

7. The first Members of the Club shall be the Subscribers to the Memorandum of Association of the Club and all existing Members in their various classes of the unincorporated body known as the

Stroud & District Motor Club. Other Members shall be such persons as the Committee shall admit to membership as hereinafter mentioned.

8. Persons of not less than 14 years of age shall be eligible for membership.

9. The membership shall consist of (a) Ordinary Members and (b) Honorary Members. The Committee may elect a President, one Vice-President and as Honorary Members any persons distinguished for their political, scientific, literary, industrial and administrative capacities or who have been distinguished in promoting the cause of motoring in general or of the Club in particular. Honorary Members shall not be liable to pay any subscriptions and shall have no vote. Honorary life membership may be awarded at the discretion of the Committee. All other Members shall be Ordinary Members.

10.

(a) An entrance fee of such sum as the Club shall in General Meeting determine shall be charged for membership of the Club, but the entrance fee may be remitted at the discretion of the Committee in special cases.

(b) No candidate whose application to the Club has been refused shall again be submitted for election within six months of the rejection, nor shall they take part in any Club activities.

11. The annual subscription shall become due on the first day of February in each year and shall be such sum as shall from time to time be fixed by the Members at the Annual General Meeting. Any Member elected after the first day of September in any year, and duly paying their entrance fee shall pay a reduced subscription which shall be one half of the full year's subscription. Members of the before mentioned unincorporated body shall not be liable to pay any subscription until the first day of February.

Any Member who has been notified of their election and who fails to pay their subscription within one month of such notification shall be notified of the fact by the Secretary in writing, and if they fail to make payment within one month thereafter, their election shall be null and void. No newly-elected Member shall be entitled to any of the privileges of membership until after payment of the first annual subscription and entrance fee.

Any Member whose subscription has not been paid within two clear months of the commencement of the Club Year shall be notified of the fact by the Secretary in writing, and one month thereafter any Member who has still failed to pay their subscription, unless sufficient reason be shown to the satisfaction of the Committee, shall cease to be a Member of the Club. No Member to whom the Secretary may have written as referred to herein shall participate in any of the activities of the Club or be entitled to receive any benefit from their membership or be entitled to any award.

12. Any Member ceasing voluntarily or otherwise to be a Member of the Club, shall thereafter cease to have any claim upon the property of the Club, or to enjoy any of the privileges of membership but they shall remain liable for the payment of any debts due to the Club from him and shall surrender all Club property in their possession.

13. The Committee shall, if they are at any time of the opinion that the interests of the Club so require, by letter invite any Member to resign from the Club within a time specified in such letter, and in default of such resignation to submit the question of their expulsion to a meeting of the Committee convened for that purpose to be held within six weeks after the date of such letter. Members of the Committee shall be given at least fourteen days' notice in writing that a question of

resignation or expulsion is to be discussed at a meeting of the Committee. The Member whose resignation or expulsion is under consideration shall be given at least fourteen days' notice in writing of such meeting and shall be allowed to offer an explanation of their conduct verbally or in writing, and if two-thirds of the Members present shall then vote for their expulsion they shall thereupon cease to be a Member of the Club.

General Meetings

14. The Club shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Committee, and shall specify the Meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Club holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

15. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

16. The Committee may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Part 13 of the Act.

17. Twenty one days' notice in writing at the least of every Annual General Meeting and of every Meeting convened to pass a Special Resolution, and twenty-one days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of Meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Club, but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of Meetings other than Annual General Meetings, a Meeting may be convened by such notice as those Members may think fit.

No business which is not included in the Agenda shall be discussed at any General Meeting unless three quarters of the Members present and entitled to vote shall be in favour thereof. Notice of the text of any business so to be discussed signed by at least two Members shall be sent to the Secretary at least fourteen days before the date of such Meeting.

18. The accidental omission to give notice of a Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any Meeting.

Proceedings at General Meetings

19. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Committee and of the Auditors, the election of Members of the Committee in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

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

21. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Committee may determine, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting the Members present shall be a quorum.

22. The Chairperson of the Committee, or in their absence or if they be unwilling to preside, the Vice-Chairperson shall preside as Chairperson at every General Meeting, but if there be no such Chairperson or Vice-Chairperson, or if at any Meeting neither shall be present within fifteen minutes after the time appointed for holding the same, or if both such officers shall be unwilling to preside, the Members present shall choose some Member of the Committee, or if no such Member be present, or if all the Members of the Committee, present decline to take the chair, some Member of the Club who shall be present to preside.

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

24. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands demanded by the Chairperson or by at least three Members present in person, and unless a poll be so demanded a declaration by the Chairperson of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

25. Subject to the provisions of Article 26, if a Poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairperson of the meeting shall direct, and the result of the poll shall be deemed to be the resolution to the meeting at which the poll was demanded.

26. No poll shall be demanded on the election of a Chairperson of a meeting, or on any question or adjournment.

27. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the Meeting shall be entitled to a casting vote.

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

Votes of Members

29. Subject as hereinafter provided, every Member shall have one vote.

30. No Honorary Member may vote at a General Meeting but with the permission of the Chairperson they may address the Meeting.

31. The Chairperson shall not vote except in the exercise of a casting vote.

32. Save as herein expressly provided, no Member other than a Member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Club in respect of their membership, shall be entitled to vote on any question at any General Meeting.

33. Votes must be given on a poll personally. A corporation may vote by its duly authorised representative appointed as provided by Part 13 of the Act.

34. Until otherwise determined by a General Meeting, the number of Members of the Committee shall not be less than seven nor more than twenty-five. The Chairperson, Vice-Chairperson (if applicable), Secretary, Assistant Secretary (if applicable) and Treasurer shall be elected at the Annual General Meeting and shall retire annually, but shall be eligible for re-election. The Chairperson, Vice-Chairperson, Secretary, Assistant Secretary and Treasurer are ex-officio Members of the Committee.

35. The Committee may from time to time and at any time appoint any Member of the Club as a Member of the Committee, either to fill a casual vacancy or by way of addition to the Committee, provided that the prescribed maximum be not thereby exceeded. Any Member so appointed shall retain their office only until the next Annual General Meeting, but they shall then be eligible for re-election.

36.

(a) No person who is not a Member of the Club and no person who is a minor shall in any circumstances be eligible to hold office as a Member of the Committee.

(b) Sections 302 to 305, inclusive, of the Companies Act, 1948, shall not apply to the Club

Powers of the Committee

37.

(a) The business of the Club shall be managed by the Committee, who may pay relevant expenses for the formation, operation and promotion of the club as they agree fit. They may also exercise all powers of the Club, for and on behalf of the Club, in accordance with these Presents and the applicable regulations of Motorsport UK. Changes to regulations made during a General Meeting shall not invalidate any prior act of the Committee, which were valid to the regulations of their time.

(b) The Committee of Management of the Club shall have power from time to time to make, alter and repeal all such by-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Club, and in particular, but not exclusively, they may by such by-laws regulate:

(i) The admission of temporary and restricted members of the Club, and the rights and privileges of such members.

(ii) The terms and conditions upon which honorary guests, children of members of the Club, visitors, and the members of the previously unincorporated club who shall

refuse or neglect to become members of the Club, shall be permitted to use the premises and property of the Club.

(iii) The times of opening and closing the grounds, club house and premises of the Club, or any part thereof.

(iv) The rules to be observed and prizes or stakes to be played for by members of the Club.

(v) The imposition of fines for the breach of any by-law or any Article of Association of the Club.

(vi) The procedure at general meetings and meetings of the Committee.

(vii) And, generally, all such matters as are commonly the subject matter of Club rules.

(c) The Committee of Management shall adopt such means as they deem sufficient to bring to the notice of members of the Club all such by-laws, alterations and repeals, and all such by-laws so long nevertheless, that shall be no by-law in force, shall be inconsistent binding upon with, that shall affect members of the Club, regarding anything provided contained in the Memorandum or Articles of Association of the Club, and that any by-law may be set aside by a Special Resolution of a general meeting of the Club.

38. The Members for the time being of the Committee may act notwithstanding any vacancy in their body; provided always that in case the Members of the Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Presents, it shall be lawful for them to act as the Committee for the purpose of admitting persons to membership of the Club, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

Secretary

39. The provisions of Part 12 of the Act shall apply and be observed. The Committee may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

Disqualification of Members of the Committee

40. The office of a Member of the Committee shall be vacated:

- (a) If a receiving order is made against them or they make any arrangement or composition with their creditors.
- (b) If they become of unsound mind
- (c) If they cease to be a Member of the Club
- (d) If by notice in writing to the Club they resign their office
- (e) If they cease to hold office by Resolution to remove them under Section 168 of the Act.
- (f) The Member has a right to protest their removal under Section 169 of the Act.
- (g) If they absent themselves without sufficient reason from three consecutive meetings of the Committee.

Rotation of Members of the Committee

41. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, the Members of the Committee for the time being shall retire from office.
42. The Club may, at the meeting at which a Member of the Committee (including the ex-officio Members) retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring Members shall, if offering them-selves for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such Member shall, have been put to the meeting and lost.
43. A person not already a Member of the Committee shall be eligible for election at an Annual General Meeting or Committee Meeting through proposal by an existing Member and seconding by another existing Member.
44. The Club may from time to time in General Meeting increase or reduce the number of Members of the Committee and may make the appointments necessary for effecting any such increase.
45. In addition and without prejudice to the provisions of Section 168 of the Act, the Club may by Extraordinary Resolution remove any Member of the Committee before the expiration of their period of office, and may by an Ordinary Resolution appoint another qualified Member in their stead; but any person so appointed shall retain their office so long only as the Member in whose place they are appointed would have held the same if they had not been removed.

Proceedings of the Committee

46. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, a quorum shall be at least one half of the Members of the Committee, Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairperson shall have a casting vote.
47. The Secretary shall have of their own accord or by direction of the Chairperson or on a requisition signed by one half of the Committee, at any time, summon a meeting of the Committee by notice served upon the several Members of the Committee.
48. The Club at the Annual General Meeting in every year shall elect a Chairperson who shall be entitled to preside at all meetings of the Committee at which they shall be present. The Club may also then elect a Vice-Chairperson who shall be entitled to preside at all meetings of the Committee at which the Chairperson is unable or unwilling to attend. If there be neither the Chairperson nor Vice-Chairperson present within five minutes after the time appointed for holding the meeting and willing to preside, the Members of the Committee present shall choose one of their Members to be Chairperson of the meeting, The Chairperson and Vice-Chairperson for each year shall retire from such offices respectively immediately upon the election of the persons to those offices for the next year.
49. A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Club for the time being vested in the Committee generally.
50. The Committee may delegate any of their powers to a Sub-Committee consisting of such Member or Members of the Committee or Club, as they think fit, and any Sub-committee so formed shall in exercising the powers so delegated, conform to any regulation imposed on it by the Committee. The

meetings and proceedings of any such Sub-Committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee. Any Sub-Committee shall consist of not more than twelve nor less than three Members. The Chairperson, Vice-Chairperson (if applicable), Secretary, Vice-Secretary (if applicable) and Treasurer shall be automatically ex-officio Members of any Sub-Committee and must be notified of all meetings of such Sub-Committee.