

THE COMPANIES ACT 2006

A Company Limited by Guarantee and not having a Share Capital.

Extracts from the Memorandum and Articles of Association of the
CAERNARVONSHIRE & ANGLESEY MOTOR CLUB LTD.

Company Registration Number 01863993.

The Memorandum and Articles of Association are available for inspection at the Registered Office or at the Secretary's Address.

1 NAME

1.1 The name of the Club shall be the **Caernarvonshire and Anglesey Motor Club Limited**.

2 LIABILITY

2.1 The liability of the members is limited. Every member of the Club undertakes to contribute to the assets of the Club in the event of its being wound up whilst he or she is a member, or within one year afterwards, for payment of the debts and liabilities of the Club incurred before he or she ceases to be a member; also, for the costs, charges and expenses of winding up. However, the amount of contribution required will be no more than one pound.

3 MEMBERSHIP

3.1 Applications for membership of the Club shall be submitted to the Committee by the Secretary and the election of such applicant shall be at the discretion of the Committee, who need not divulge the reason for any refusal.

3.2 The name of the applicant and his/her address and the names of his/her proposer and seconder, being paid up members of the Club, shall be stated on each application form submitted to the Committee. However, in the case of an applicant who knows no member of the Club, the Committee shall be empowered to carry out the election after making proper enquiries as to his/her suitability.

3.3 Any applicant whose subscription has been accepted by the Secretary shall become a Provisional Member and be eligible to take part in Club events provided that his/her application has not previously been refused. Provisional Membership shall hold good only until the next meeting of the Committee after payment of the subscription by the applicant.

3.4 The membership shall consist of:

- (a) Ordinary Members
- (b) Family Members (husband and wife, or a couple in a long term relationship, together with any child under 18 years of age, all living at the same address)
- (c) Junior Members (under 17 years of age)
- (d) Student Members (over 17 but in full-time education)
- (e) Honorary Members (elected in recognition of service to the Club)
- (f) Honorary Life Members (elected in recognition of long and distinguished service to the Club)

3.5 Nominations for all Honorary Memberships must be submitted to the Committee via the Secretary at least six weeks before the Annual General Meeting (AGM).

4 SUBSCRIPTIONS

4.1 The annual subscription for members other than Honorary Members shall be as determined by the Club in General Meeting from time to time, together with any entrance or joining fee applicable to new members.

4.2 No subscription shall be payable by an Ordinary Member who is also an Honorary Member. The husband, wife or long term partner of such a person who is not himself or herself an Honorary Member shall be considered to be an Ordinary Member..

4.3 A candidate for membership shall pay his/her first subscription at the time of applying for membership and if for any reason the Committee decides not to admit him/her, he/she shall be informed by the Secretary and his/her subscription returned.

4.4 The financial year of the Club shall end on 31st October and subscriptions for the ensuing year shall be payable on or before the 1st November.

4.5 A new member elected within the period of three months immediately preceding the 31st October will be deemed to have paid his/her subscription for the following financial year.

4.6 Any member of the Club who has not paid his/her subscription within one month of the date on which it became due shall be notified of the fact by the Secretary or Treasurer and, if one month thereafter still has failed to pay his/her subscription may, unless sufficient reason be shown to the Committee, be taken off the Register of Members forthwith.

4.7 No member whose subscription is in arrear shall be eligible to take part in any competition promoted by the Club under the Competition Rules of the RAC Motor Sports Association unless otherwise eligible.

5 RESIGNATION AND EXPULSION

5.1 A member wishing to resign his/her membership shall give notice in writing of such desire to the Secretary on, or before, the date on which his/her subscription would have become due for renewal in any year, otherwise he/she shall be liable to pay his/her subscription for the ensuing year.

5.2 Any member violating any rule and/or regulation of the Club, or being guilty in the sole opinion of the Committee of any action prejudicial to the good name of the Club, shall be invited to attend a meeting of the Committee to decide whether or not cause for expulsion, suspension or caution has arisen. At least seven days notice in writing of such meeting shall be given to all concerned and the member shall be allowed to offer an explanation of his/her conduct verbally or in writing, and if two-thirds of the Committee members present and voting then vote in favour of his/her expulsion, suspension or caution, such decision shall be immediately effective.

5.3 A member ceasing to be a member of the Club shall thereafter have no claim upon the property of the Club or to enjoy any of the privileges of membership, but he/she shall remain liable for the payment of any debts due to the Club by him/her and for one year after the cessation of membership he/she shall remain liable to have his/her name included in the list of contributors in the event of the Club being wound up.

6 USE OF CLUB NAME

6.1 The name and address of the Club shall not be given by a member as his/her address for any trade, advertising or business purposes, or in connection with any legal proceedings.

7 HONORARY OFFICERS OF THE CLUB

7.1 The Club may have a Patron, a President, Vice-President(s), Chairman, Vice-Chairman, Treasurer, Secretary, and Competition Secretary and such other Officers as the members in General Meeting may from time to time deem necessary.

7.2 Officers shall be elected annually at the Annual General Meeting and shall hold office, subject to eligibility, until the next AGM. The Committee may fill any casual vacancy in any of the above offices.

8 THE COMMITTEE

8.1 The Club shall have a Committee, the members of which shall be Directors.

8.2 The Committee shall consist of:

- (a) The Officers of the Club (excluding the Patron and the Vice-Presidents);
- (b) A number of elected members, which shall be not less than eight and not more than twelve as determined by the Club in General Meeting.

8.3 The Committee may from time to time appoint any member of the Club as a member of the Committee, either to fill a casual vacancy, or by way of addition, provided that the prescribed maximum is not exceeded. Any member so appointed shall hold office until the next AGM and shall be then eligible for re-election.

8.4 Nominations for election of Officers and Committee may be made by any member of the Club, and shall be sent in writing to the Secretary at least seven days before the AGM. Such nominations must be signed by the proposer and also by each member nominated signifying that he/she is willing to be elected.

8.5 At the AGM, one-third of the elected members of Committee, deemed to be a maximum of four, shall retire from office. Those to retire shall be the longest in office since the last election. A retiring member shall be eligible for re-election.

8.6 The business of the Club shall be managed by the Committee, which may exercise all such powers as are not required to be exercised by the Club in General Meeting.

8.7 The Committee may meet together for the conducting of the business of the Club as it thinks fit. Questions shall be decided by a majority of votes; the Chairman shall have a casting vote. Five members, including one officer, shall constitute a quorum.

8.8 The office of a member of the Committee shall be vacated if the member:

- (a) ceases to be a member of the Club: or
- (b) without sufficient reason or without the consent of the Committee, absents himself/herself from three consecutive meetings of the Committee: or
- (c) becomes a member of the Committee of a neighbouring Motor Club; etc. (see Article 52 of the *Articles of Association* for other reasons for disqualification).

9 GENERAL MEETINGS

9.1 The Club shall in each year hold a General Meeting as its AGM in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it.

9.2 The Annual General Meeting shall be held at such a time and place as the Committee shall decide.

9.3 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

9.4 The Committee may convene an Extraordinary General Meeting and such meetings may also be convened on such requisition as provided by Section 303 of the Companies Act 2006.

9.5 An AGM and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing and every other General Meeting by at least fourteen days' notice in writing.

9.6 No business shall be transacted at any General Meeting unless a quorum is present, unless the meeting is one that has been reconvened as described in Article 25 of the *Articles of Association*. Twelve members present in person shall be a quorum.

9.7 No member shall be entitled to be present or to vote at any General Meeting unless all subscriptions and other moneys (if any) in respect of his/her membership have been paid. No member shall be entitled to vote by proxy.

9.8 Every member shall have one vote, but in the case of a equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.

10 THE SEAL

10.1 The Committee shall provide for the safe custody of the Seal which shall only be used by the authority of the Committee and every instrument to which the Seal shall be affixed shall be signed by at least two members of the Committee and by the Secretary in their presence, or by some other Officer appointed by the Committee for the purpose. Such signatures shall be conclusive evidence that the Seal has been properly affixed.

11 ACCOUNTS

11.1 The Committee shall cause proper records of accounts to be kept with respect to:

- (a) All sums of money received and expended by the Club and the matters in respect of which receipts and expenditure take place.
- (b) All sales and purchases of goods by the Club.
- (c) The assets and liabilities of the Club.

11.2 At least once in every year the accounts of the Club shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified accountant.

11.3 A copy of every balance sheet (including every document required by law to be annexed thereto), which is to be laid before the Club in General Meeting, together with a copy of the Directors' Report, shall be sent to every member of the Club not less than seven days before the date of the meeting.

12 AUDIT

12.1 The Club qualifies as a small company and complies with the conditions for exemption from audit under Sections 477 and 478 of the Companies Act 2006. However, members may request an audit as described by Section 476 of the Act.

13 NOTICES

13.1 A notice may be served by the Club upon any member either personally or by sending it through the post in a prepaid letter to his address as appearing in the Register of Members.

14 ACCEPTANCE OF RULES

14.1 Entry into any class of membership of the Club shall be deemed to indicate acceptance by the member of the *Articles of Association* with any alterations thereto, as the Rules of the Club.

15 ALTERATIONS AND ADDITIONS TO THE RULES

15.1 Alterations and additions to these Articles may only be made by special resolution as prescribed by Section 21 of the Companies Act 2006.

16 DISSOLUTION

16.1 If, upon the winding up or dissolution of the Club there remains, after the payment of all debts and liabilities, any assets whatsoever, the assets shall not be paid to or distributed amongst members of the Club, but shall be given or transferred to some other organisation(s) having similar aims and objectives; such organisation(s) to be determined by the members of the Club at, or before, the time of dissolution.

16.2 If a suitable organisation or organisations cannot be identified, then the assets shall be donated to an approved charity.