

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

ARTICLES OF ASSOCIATION OF
EAST ANGLIAN CARRIAGE DRIVING GROUP LIMITED

1 Interpretation

In these articles:

- 1.1 'the Act' means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force;
- 1.2 'the club' means East Anglian Carriage Driving Group Limited;
- 1.3 'secretary' means the secretary of the club or any other person appointed to perform the duties of the secretary of the club;
- 1.4 unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification not in force when these articles become binding on the club;
- 1.5 the masculine includes the feminine and, where appropriate, the singular the plural.

2 Objects

The club is established for the purposes expressed in the memorandum of association.

3 Membership

- 3.1 The first members of the club are the signatories to the memorandum of association and these articles and every person who at the date of incorporation of the club had paid a subscription fee to, and was a member of, the unincorporated club known as The East Anglian Carriage Driving Group referred to in paragraph 3.1 of the memorandum of association.
- 3.2 The members of the club shall be the people specified in article 3.1 and such other people as may in the future be admitted as members in accordance with the following articles.
- 3.3 Except as provided in article 3.1 every candidate for membership of the club must be proposed by not less than one member of the club
- 3.4 Applications for membership shall be considered by the directors who shall in their absolute discretion decide on the admission or rejection of the applicant. The directors shall not be obliged to inform a rejected applicant or other members of the club of the reason for his rejection. Admission is subject to a right of veto by any two directors.
- 3.5 A majority of the directors may in their absolute discretion expel from membership of the club any member who, in their opinion, is unfit to remain a member.
- 3.6 A person ceasing to be a member forfeits all right to the club and its funds and has no right to the return of any part of his subscription
- 3.7.1 Upon admission of a member the secretary shall enter his name on the club's membership list
- 3.7.2 A person may resign from membership by written or verbal communication to the secretary who will then delete such person's name from the club's membership list
- 3.7.3 Except in the case of manifest error, the club membership list shall be conclusive as to which people are members from time to time.

3.8 The rights of a member as such are personal and are not transferable and cease upon his death.

4 Subscriptions

4.1 Each member of the club shall pay an annual subscription of such amount as the directors may from time to time prescribe.

4.2 All subscriptions must be paid in advance on 1st January each year or upon admission to membership when the full annual subscription is payable for the period ending 31st December in the year of admission.

4.3 Any member whose annual subscription is unpaid on 30th June in any year ceases to be a member of the club unless the directors suspend the operation of this provision, which they may do as regards any particular member on such terms as they determine at their discretion.

5 General meetings

5.1 The club must hold a general meeting in each year as its annual general meeting in addition to any other meetings in that year, and must specify the meeting as the annual general meeting in the notices calling it.

5.2 Not more than 15 months may elapse between the date of one annual general meeting of the club and that of the next.

5.3 All general meetings other than annual general meetings are called extraordinary general meetings.

5.4.1 The directors may, whenever they think fit, and must, on a requisition made in writing by not less than one tenth in number of all the members, convene an extraordinary general meeting.

5.4.2 Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the club.

5.4.3 On receipt of the requisition the directors must immediately proceed to convene an extraordinary general meeting.

5.4.4 If within 21 days from the date of deposit of the requisition the directors do not proceed to call a meeting, the requisitionists, or any of them representing more than one-half in number of all of them, may convene such a meeting.

5.4.5 General meetings shall be held at such times and such places as the directors may from time to time appoint.

5.4 At least twenty one days written notice shall be given to each member of any general meeting, specifying the place date and time of the meeting and the general nature of the purpose of the meeting. Accidental omission to give notice of any meeting to or non-receipt of such notice by any member does not invalidate the proceedings at that meeting.

6 Proceedings at General Meetings

6.1 No business may be transacted at any general meeting unless there is a quorum in accordance with Section 370(4) of the Act.

6.2 If within half an hour from the time appointed for the meeting a quorum is not present:

6.2.1 if the meeting was convened on the requisition of members, it must be dissolved;

6.2.2 in any other case the meeting stands adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine and, if at the adjourned meeting a quorum of members is not present within half an hour of the time appointed for the meeting, it must be dissolved.

- 6.3 The chairman at general meetings will be such person as the directors may appoint from time to time but in default of such appointment such person as the members present at the general meeting may elect.
- 6.4 The chairman may, with the consent of a meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.
- 6.5 No business may be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 6.6 At any general meeting a declaration by the chairman that a resolution has been carried, or lost, and an entry to that effect in the book of proceedings of the club are conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution, unless a poll is demanded by the chairman or by at least one tenth in number of the members.
- 6.7 A poll shall be taken in such manner as the chairman directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.
- 6.8 No member may vote at any meeting unless all the money then due from him to the club has been paid.
- 6.9 Every member of the club entitled to vote has one vote and no more, except that, in case of equality of votes, the chairman may have a second or casting vote.
- 6.10 Members must vote in person and voting may not be made by proxy.

7. Directors

- 7.1 The directors of the club are and shall from time to time be not less than four or more than nine members of the club.
- 7.2 The first directors of the club are the subscribers to the club's memorandum of association who will each continue to hold office until retirement or removal in accordance with the following articles.
- 7.3 A person will cease to be a director if:
 - 7.3.1 he resigns from that position; or
 - 7.3.2 he ceases to be a member of the club; or
 - 7.3.3 his fellow directors so resolve; or
 - 7.3.4 a resolution to that effect is passed at a general meeting.
- 7.4 Subject to article 7.1 new and/or replacement directors may be appointed:
 - 7.4.1 by resolution of the directors; or
 - 7.4.2 by resolution of the members in general meeting.
- 7.5 If the number of directors is reduced by death, retirement or removal to a number below four, the remaining directors may continue to act but only for the purpose of appointing new directors and to meet the requirements of article 7.1.

8 Directors Powers Duties and Management

- 8.1 The duties of the directors are to manage the club and they are empowered to enter into such arrangements and do whatever they consider necessary to that end and for the purpose of furthering the interests of the club, except as otherwise provided in these articles.
- 8.2 The directors may prescribe, alter or cancel rules for the regulation of the club, except as otherwise provided in these articles.
- 8.3 Decisions of the directors may be made at directors' board meetings or by written resolutions of the directors.

- 8.3.1 Subject to each director receiving not less than seven days written notice of the date time and place of a board meeting and details of the purpose of the meeting, decisions shall be made and resolutions of the directors shall be passed by a majority of directors present at a directors' meeting.
- 8.3.2 Where a directors' meeting is not held a resolution of the directors may be passed in writing by a majority of the directors.
- 8.4 The directors may delegate any of their powers and duties to such committee or committees of members as they may in their discretion determine and any such delegation may be revoked or varied by the directors at any time.
- 8.5 No director may receive any remuneration for his services in the capacity of director but nothing contained in these articles is to prohibit payment by the club of any expenses incurred in the furtherance of the activities of the club.

9 Secretary

- 9.1 The secretary of the club is such person as the directors may from time to time nominate.
- 9.2 The directors may terminate the secretary's appointment and fill a vacancy in the office.

10 Treasurer and Accounts

- 10.1 The treasurer of the club is such person as the directors may from time to time nominate.
- 10.2 The directors may terminate the treasurer's appointment and fill a vacancy in the office
- 10.3 The directors of the club must ensure that proper account records are kept in respect of all sums of money received and expended by the club
- 10.4 The account records must be kept under the control of the treasurer or at the registered office of the club, or at such other place or places as the directors think fit, and must always be open to the inspection of the directors.
- 10.5 The directors must from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the club, or any of them, are to be open to the inspection of members of the club who are not directors.
- 10.6 Once at least in every year the directors must lay before the club in general meeting an account of income and expenditure for the period since the preceding account.

11 Notices

- 11.1 A notice may be given by the club to any member personally or by sending it by post in a prepaid envelope addressed to the member at the address last notified by him in writing to the secretary.
- 11.2 Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and is deemed to have been effected at the expiration of 48 hours after the envelope containing it was posted.

12 Headings

The headings in these articles do not form part of them or in any manner affect the interpretation or construction of them.