

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

- of -

**Bristol Owners & Drivers Association LTD (the "Company") Company
Number: 07270546**

PRIVATE COMPANY LIMITED BY SHARES

CHANGE OF ARTICLES OF ASSOCIATION

At a general meeting of the Company, duly convened and held at Hellidon Lakes Hotel, Daventry, NN1 6GG, on 08/10/2017, the following resolution was duly passed as a special resolution.

SPECIAL RESOLUTION

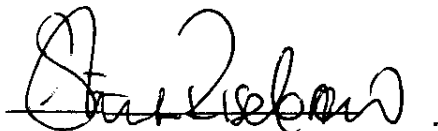
THAT the existing articles of association of the company be modified as follows:

Article 33 (a) to be removed

AND

The wording of article 7 to be amended to read:

33 (a) The Members shall at every Annual General Meeting elect a committee which shall, including the Directors elected or appointed as provided in these Articles, comprise not less than 6 and not more than 15 persons, being Members of the Association and with the Directors ex-officio members of the Committee."



Stuart Risebrow

Director

TUESDAY



A6XA2LEW
A10 09/01/2018 #310
COMPANIES HOUSE

The Companies Act 2006.

Company Limited by Guarantee and not having a Share Capital

**NEW
PROPOSED ARTICLES OF ASSOCIATION
OF
BRISTOL OWNERS & DRIVERS ASSOCIATION**

**PROPOSED AND ADOPTED BY SPECIAL RESOLUTION
ON 8TH OCTOBER 2017**

General

1. In these presents the words 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	Meanings
The Act.....	The Companies Act 2006.
These Presents....	These Articles of Association, and the regulations of the Association from time to time in force.
The Association.....	The above named Association.
The Board	The Board of Directors of the Association.
The Committee.....	The Committee for the time being of The Association.
The Directors	The Directors for the time being of the Association.
The Office.....	The registered office of The Association.
The United Kingdom.....	Great Britain and Northern Ireland.
Month.....	Calendar Month.

In Writing.....

Written, emailed, printed or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And 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 Association, if not inconsistent with the subject or context, bear the same meanings in the presents.

2. The number of Members with which the Association proposed to register is 1000 but the Directors may from time to time register an increase of Members.
3. The provisions of Section 110 of the Act shall be observed by the Association, and every Member of The Association shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.
4. The Association is established for the purposes expressed in the Memorandum of Association.
5. The Subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.
6. Every application for membership shall be in writing and in such forms as the Directors shall from time to time determine, and every applicant shall be bound by the Memorandum and Articles of the Association.
- 7.(a) Every membership application shall be considered by the Membership Secretary on its merits and he may accept the applicant as a Member. The Directors shall have the power to revoke any membership at any time and for any reason which the Directors may in their absolute, uncontrolled, and unfettered discretion think good and proper without furnishing any explanation.
- 7.(b) Any Member who has had their membership revoked may appeal to the Directors and will have the automatic right for their appeal to be heard. The decision of the Directors following the appeal shall be final.

- 8.(a) The financial year of the Association shall be from the first day of to the last day of
- 8.(b) Annual subscriptions and entrance fees (if any) shall be as recommended by the Directors from time to time and confirmed by members in a General Meeting.
- 8.(c) Subscriptions become payable on each anniversary of becoming a Member. Any Member who fails to pay his subscriptions within 90 days of his Membership Anniversary (or such date as may be determined by the Directors) shall be deemed to have terminated his membership, and his name shall be struck off the Register of Members without further notice being given.
9. The Directors may also appoint Honorary Members, being persons who have rendered outstanding service to the Association. The list of Honorary Members shall be reviewed annually and elected at the Annual General Meeting.

GENERAL MEETING

10. The Association 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 Directors, and shall specify the meeting as such in the Notices calling it, provided that every General Meeting shall be held not more than fifteen months after the holding of the last preceding meeting.
11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
12. The Directors 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 requisitions, as provided by Section 132 of the Act.
13. 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 fourteen 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 Association; 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.

14. 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

15. All business shall be deemed special that is transacted at any 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 Directors and of the Auditors, (if appointed), the election of Directors and members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors, (if appointed) and the confirming of subscriptions and/or entrance fees payable.
16. 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, seven members, which shall include the Chairman, personally present shall be a quorum.
17. If *within half an hour from the time appointed for the holding of 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 Directors 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.
18. The Chairman (if any) of the Board shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointing for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
19. The Chairman 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 meeting 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.

20. 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 Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman 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 Association 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.
21. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. No poll shall be demanded on the election of a Chairman of a meeting, or any question of adjournment.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
24. 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

25. Subject as hereinafter provided, every member shall have one vote.
26. 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 Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

27. Votes may be given on a poll either personally or by proxy.
28. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation of the death, insanity or revocation as aforesaid shall be known to any Member of the Board present before the commencement of the meeting or adjourned meeting at which the proxy is used.
31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

Bristol Owners & Drivers Association Ltd

"I,
"of
"a member of Bristol Owners & Drivers Association hereby
"appoint
"of
"and failing him,
"of
"to vote for me and on my behalf at the (Annual
"or Extraordinary, or Adjourned, as the case may
"be) General Meeting of the Association to be held
"on the day of , and
"at every adjournment thereof.

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

DIRECTORS/COMMITTEE

32. Until otherwise determined by a General Meeting, the number of the Directors shall be not less than three nor more than seven.
33. (a) The Members shall at every Annual General Meeting elect a committee which shall, including the Directors elected or appointed as provided in these Articles, comprise not less than 6 and not more than 15 persons, being Members of the Association and with the Directors ex-officio members of the Committee.

(b) The Board shall be entitled to refer to the Committee for advice on such matters as the Board consider appropriate and the Board may also delegate to the Committee responsibility for specific issues or duties, conferring on the Committee such powers as are necessary for this purpose.
34. The Directors may from time to time and at any time appoint any member of the Association as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
35. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a Director or as a member of the Council.
36. Any Director may serve for a maximum period of six consecutive years after which he will only be eligible for re-election after a further period of one full year has elapsed.

POWERS OF THE DIRECTORS

37. The business of the Association shall be managed by the Directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior

act of the Directors which would have been valid if such regulation had not been made.

38. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board 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 Board for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

39. The Secretary shall be appointed by the Directors for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Directors 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 DIRECTORS

40. The office of a Director shall be vacated:
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors
 - (b) If he becomes of unsound mind
 - (c) If he ceases to be a member of the Association
 - (d) If by notice in writing to the Association he resigns his office
 - (e) If he ceases to hold office by reason of any order made under Section 188 of the Act
 - (f) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act
 - (g) If he ceases to be a member by virtue of Section 185 of the Act

ROTATION OF MEMBERS OF THE BOARD and of THE COMMITTEE

41. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Board and of the Committee for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office
42. The members of the Board and of the Committee to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to

retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Board or of the Committee shall be eligible for re-election, subject to the rules on length of service under S.36 of these Articles.

43. The Association may, at the meeting at which a member of the Board or of the Committee retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself 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.
44. No person not being a member of the Board or of the Committee retiring at the meeting shall, unless recommended by the Board or the Committee (as the case may be) for election, be eligible for election to membership of the Board or the Committee at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
45. The Association may from time to time in General meeting increase or reduce the number of members of the Board and of the Committee, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
46. In addition and without prejudice to the provisions of Section 184 of the Act, the Association may by Extraordinary Resolution remove any member of the Committee before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE DIRECTORS

47. The Directors 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, three shall be a quorum. Questions arising at

any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

48. A member of the Board may, and on the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Directors by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.
49. The Directors shall at the Annual General Meeting elect a Chairman who shall be entitled to preside at all meetings of the Directors and of the meetings of the Committee. The Chairman shall be elected for an initial period of 3 years, subject to the rules of length of service in S.36 and may stand for re election for one further period of 3 years. If at any meeting of the Board or the Committee the Chairman is not present within five minutes after the time appointed for holding the meeting the members of the Board or the Committee present shall choose one of their number to be Chairman of that meeting.
50. A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board generally.
51. The Board may delegate any of their powers to a committee or committees of the Board as they think fit. Such committee or committees may include persons who are not members of the Board. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations stipulated by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors.
52. All acts bona fide done by any meeting of the Board or of a Committee or of any committee of the Board or the Committee, or by any person acting as a member of the Board or Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them was disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board or the Committee, as the case may be.
53. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any

meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

54. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are duly entitled to receive notice of a meeting of the Board or of such committee shall be valid and effectual as if it had been passed at a meeting of the Directors or of such committee duly convened and constituted.
55. The Board may invite non-members of the Board to be present at their meetings, either individually or generally or as holders of specific appointments at the Club, such as that of Registrars. Any person so invited shall be entitled to speak at the meeting or meetings concerned but shall not be entitled to vote

ACCOUNTS

56. The Board shall cause proper books of account to be kept with respect to:
 - (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods by the Association; and
 - (c) the assets and liabilities of the Association

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

57. The books of account shall be kept at the office, or, subject to Section 147 (3) of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.
58. The Association in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than members of the Board, of the accounts and books of the Association, or any of them, and subject to such restrictions the accounts and books of the Association shall be open to the inspection of such members at all reasonable times during business hours.
59. At the Annual General Meeting in every year, the Directors shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association), together with a

balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Directors and the Auditors, (if any) and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158 (1) (c) of the Act, be sent to the Auditors, (if any) and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report (if any) shall be open to inspection and be read before the meeting as required by Section 162 of the Act.

AUDIT

60. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors, if required by Company Law

NOTICES

61. A notice may be served by the Association upon any member, either personally or by publication in the Club Magazine or by sending it through the post in a prepaid letter as provided in Article 57A, addressed to such member at his registered address as appearing in the register of members.
62. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.
63. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.
64. (a) Any reference to a "document" shall include a document sent or supplied in electronic form, electronic form having the meaning given to it in Section 1168 of the Companies Act 2006.
(b) All documents circulated by the Association or by the Directors

or the Council or to be received by them from members of the Association or other persons may be sent or received in electronic form unless the Directors or the Council, in a particular case, specify otherwise. Such specific requirement may be made, for example, if an original signature on a document is required.

65. (a) Every member of the Board and the Committee shall be entitled to be indemnified out of the assets of the Association against all expenses, losses or liabilities incurred by him on behalf of the Association or for the Association's benefit if incurred in good faith in connection with the discharge or intended discharge of his or her duties in relation to the Association.
- (b) This Article does not authorise any indemnity which would be prohibited or rendered void by any of the provisions of the Companies Acts or by any other provision of law.