

# ARTICLES OF ASSOCIATION OF THE SUNBEAM ALPINE OWNERS CLUB, A PRIVATE COMPANY LIMITED BY GUARANTEE

INDEX TO THE ARTICLES (As amended Jan 30<sup>th</sup> 2021)

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## PART 1

### INTERPRETATION AND LIMITATION OF LIABILITY

#### **Defined terms**

1. In the articles, unless the context requires otherwise—

“articles” means the company’s articles of association;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“chairman” has the meaning given in article 11;

“chairman of the meeting” has the meaning given in article 33;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“Club” means the Sunbeam Alpine Owners Club

“Committee” means the officials, and officers (including the directors), elected by the Club members

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“member” has the meaning given in section 112 of the Companies Act 2006;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

#### **Liability of members**

2. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—

- (a) payment of the company's debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

## **Objects**

3. —(1) The preservation of the marque by measures which include:
- a) the creation and maintenance of records of car and ownership details of known examples of Sunbeam Alpines built between 1959 and 1968 for the purposes of historical record and the tracing of vehicles to counter theft and / or fraud
  - b) actions to ensure that parts for restoration and continued operation of Sunbeam Alpines are available.
  - c) supporting and cooperating with the Rootes Archive Centre Trust (Charity 1108882), or similar or replacement organisation, to ensure that factory data, drawings etc. are preserved, and that information is available to support preservation, restoration and continued operation
- (2) To further interest in motoring and motor sport.
- (3) To provide members with information, advice and assistance on matters connected with motoring and motor sport.
- (4) To monitor the laws and regulations affecting motoring and our motor vehicles and, where appropriate, to support actions taken on our behalf by the Royal Automobile Club and/or the Federation of British Historic Vehicle Clubs or similar or replacement organisation.
- (5) To promote motor competitions in accordance with the requirements of the MSA
- (6) To arrange tours, lectures, discussions and social and other meetings.
- (7) To afford members such benefits and privileges as it may be possible to arrange.

## **PART 2**

### **DIRECTORS**

#### **DIRECTORS' POWERS AND RESPONSIBILITIES**

##### **Directors' general authority**

4.—Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

##### **Members' reserve power**

- 5.—(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

##### **Directors may delegate**

6. — Subject to the articles, the directors of the Club have delegated their powers to the Club's Committee.

### **The Committee**

**7.** —(1) The Committee to which the directors have delegated their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The Committee shall consist of the Club Officials and such other Officers as the Committee shall deem necessary for the proper functioning of the Club.

### **Club Officials**

**8.** —(1) These shall be the President (which is a non-voting position), Chairman, Vice-Chairman, Treasurer and Secretary.

(2) The President's roles are as:

A figurehead and the senior representative of the Club

A 'father figure' and advisor to the committee

A trustee and guardian of SAOC ethos and tradition

The President must be:

A long-standing active SAOC member of excellent character

An experienced serving or ex-committee member

Available and approachable, especially to the Committee

The President is normally expected to attend the SAOC National meeting and AGM

### **Rules of Procedure**

**9.** — (1) Management.

The authority and responsibility for the transaction of the business of the Club and for its management shall be vested in a Committee which, in addition to the powers and authorities expressly conferred on it by these Articles, may exercise all powers and do all acts in furtherance of the objects for which the Club is established, other than those hereby expressly directed or required to be exercised or done by the Club in General Meeting. All binding decisions made on the Club's behalf shall only be made at a Committee or General Meeting.

(2) Duties Of Secretary.

It shall be the duty of the Secretary to give notice of and attend in person or by deputy all official meetings of the Club and of the Committee, and to take minutes of the proceedings. Such minutes shall be recorded in a manner as agreed at the meeting and presented for confirmation at the following meeting. At least twenty-eight days' notice of all Annual and Special General Meetings shall be given, but the non-receipt of such notice by any Member shall not invalidate the proceedings.

(3) Banking.

All monies of the Club shall be banked by the Treasurer or with his knowledge. Club cheques must be signed by any two of the following: Treasurer, Chairman, Vice-Chairman, Secretary.

### **DECISION-MAKING BY DIRECTORS (DELEGATED TO THE COMMITTEE)**

#### **Meetings Of Committee.**

**10.** The Secretary, either of his own accord or by the direction of the Chairman, shall, unless otherwise agreed by all the Committee, give at least fourteen days' notice of a meeting. A representative of each recognised area meeting may attend and participate in Committee meetings. All other Club members may attend and at the invitation of the acting Chairman may participate in Committee Meetings. A minimum of six

persons defined in article 7 as entitled to vote shall form a quorum save where a Committee member holds more than one post. The successive Committee post or posts shall each count as half a person for quorum purposes.

Where a Committee post is shared by more than one member they shall only count as one person for quorum purposes. Should the Club Officers present deem it necessary for the proper functioning of the Club, an inquorate meeting may conduct essential business and will be deemed to have acted in good faith. Any decisions made in such circumstances and actions taken as a result of such decisions shall be ratified at the first quorate Committee Meeting thereafter

### **Chairing of directors' meetings**

**11.** Directors and Committee Meetings shall be chaired by the Club Chairman or, in his absence, the Vice Chairman.

### **Voting At Committee Meetings.**

**12.** —(1) Each Committee Member or representative of a recognised area present at a meeting of the Committee shall be entitled to exercise one vote. Other Club members present may not vote. Where a Committee Member holds more than one post he shall only exercise one vote. Where a Committee post is shared by more than one member they shall only exercise one vote between them. The Chairman or such person who may be deputising for him shall not vote except in the exercise of a casting vote even though he may hold another post. The Committee shall vote by ballot if any Member present so demands. No collective voting shall be allowed nor shall any proxy voting be accepted either individually or collectively.

(2) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

### **Conflicts of interest**

**13.**—(1) If a proposed decision of the directors or the committee is concerned with an actual or proposed transaction or arrangement with the company in which a director or committee member is interested, that director or committee member is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) The Chairman's ruling will apply in all cases other than those which concern the Chairman. The committee will vote in cases which concern the Chairman

### **Records of decisions to be kept**

**14.** The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors or committee.

## **APPOINTMENT OF DIRECTORS**

### **Methods of appointing directors**

**15.**—(1) The Committee shall be elected at a General Meeting from the membership for such posts as fall vacant or are deemed necessary. Should the need arise, the Committee may appoint to any Committee post by co-opting from the membership. The appointment of a co-opted Committee Member shall be confirmed at the first

Annual General Meeting thereafter. Each Committee post other than that of President shall be subject to re-election at the third Annual General Meeting following election or co-option or such earlier Annual General Meeting as may be agreed and in the case of the President the post shall be subject to re-election at the fifth Annual General Meeting following election, or at such earlier AGM as required. Any elected or co-opted Committee member absent from more than two meetings per year without good reason may be deemed by the Committee to have resigned and may be deemed not to be eligible for re-election. Committee Members attendance records shall be made available at the Annual General Meeting.

(2) The Directors shall be the Chairman, Vice Chairman, Treasurer and Secretary as elected in (1) above.

### **Termination of director's appointment**

**16.** A person ceases to be a director as soon as—

- (a) the person is no longer the Club's Chairman, Vice Chairman, Treasurer or Secretary
- (b) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (c) a bankruptcy order is made against that person;
- (d) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (e) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (f) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (g) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

### **Directors' remuneration**

**17.**—There is no remuneration for Directors or Committee members

### **Directors' and Committee Members' expenses**

**18.** The company may pay any reasonable expenses in accordance with policies set by the Committee which are made known to the membership

## **PART 3**

## **MEMBERS**

### **BECOMING AND CEASING TO BE A MEMBER**

**Constitution.**

**19.** The membership shall consist of Honorary members, Ordinary members, Joint members and Life members, all of whom must be over the age of seventeen years, save that persons under that age may become Joint members with a member who is over the minimum age. Any concession as to the age limit for Honorary or Life members shall be at the discretion of the Committee.

**Affiliated Membership.**

**20.** Membership of any other club or organisation shall not entitle an applicant to affiliated membership, Honorary or otherwise, either free or at a reduced rate.

**Honorary Members And Life Members.**

**21.** The Committee may elect as Honorary Members all Members of Royal families and 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. From time to time the Club may decide at an Annual General Meeting thereof to operate a scheme whereby members may become Life Members by payment of a multiple of the then current subscription rate, such multiple to be agreed at a general meeting of the Club. The decision to operate or discontinue the operation of a life membership scheme shall only be taken at a general meeting of the Club in addition to which Life Membership may also be within the gift of the Membership at an Annual General Meeting upon the recommendation of any member.

**Applications for membership**

**22.** Applications of candidates for membership of the Club shall be submitted to the Membership Secretary who may, should he see fit, refer such application to the Committee. A vote by the Committee of one third or greater against any such application shall exclude that applicant from membership. Membership of the Club shall continue only for the period covered by the current subscription and membership (save for life and honorary memberships) shall be subject to renewal annually. All applications must be made by an individual in his own correct name and be signed by the said applicant personally. In the case of joint applications all applicants' names must be stated and the principal applicant must sign the application on their behalf, all agreeing thereby to be bound by the rules of the club

**Termination of membership**

**23.** — (1) Membership is not transferable.  
(2) A person's membership terminates when that person dies or ceases to exist.

**Resignation.**

**24.** 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 but shall remain liable for the payment of any debts due to the Club.

**Expulsion of Members.**

**25.** It shall be the duty of the Committee, if at any time they shall be of the opinion that the interests of the Club so require, by letter to invite any Member to withdraw from the Club within a time specified in such letter and in default of such withdrawal to submit the question of his expulsion to a meeting of the Committee to be held within six weeks after the date of such letter. Members of the Committee shall be



given at least 7 days' notice that a question of withdrawal or expulsion is to be discussed at a meeting of the Committee.

The member whose expulsion is under consideration shall be given at least seven days notice of such a meeting and shall be allowed to offer an explanation of his conduct verbally or in writing and if two-thirds of the members present shall thereupon vote for his expulsion he shall thereupon cease to be a member of the Club.

#### **Payment and Subscriptions.**

**26.** Membership runs from the first of October to the thirtieth of September, therefore membership fees are due on the first day of October every year. The onus for prompt payment of subscriptions lies with the member and, if a renewal of membership is not made, the club is under no obligation to issue reminders or keep adequate stock of Club magazines. No member whose subscription is in arrears shall be eligible to take part in any Club meeting or in any competitions promoted by the Club. Any member failing to renew within twelve months of their subscription becoming due shall have to re-apply for membership and shall not be entitled to retain their membership number.

### ORGANISATION OF GENERAL MEETINGS

#### **The Annual General Meeting.**

**27.** The Annual General Meeting of the Club shall be held upon a date and at a time to be fixed by the Committee once during each membership year. The Annual General Meeting shall

- (a) Receive from the Committee a full statement of accounts duly audited showing the receipts and expenditure for the previous complete membership year
- (b) Receive from the Committee a report of the activities of the Club since the last Annual General Meeting.
- (c) Settle any remuneration for the officers of the Club and the Solicitor and Auditor
- (d) Confirm by simple majority vote the appointment of any Official or Officer co-opted by the Committee since the last Annual General Meeting and conduct an election for any Committee posts vacant or due for re-election.
- (e) Decide on any resolutions which may be duly submitted to the meeting as hereinafter provided.

#### **Special General Meeting.**

**28.** Save as required under article 43, a Special General Meeting may be convened by twelve Members on a requisition to the Secretary (giving the Committee notice of same) stating the business for which the Special General Meeting is required. The Secretary shall then give notice thereof to the membership in accordance with article 9 (2) save that the meeting shall take place not later than forty-two days thereafter. If notice of the meeting is not given by the Secretary to the membership within twenty-one days of the request to do so, the said twelve Members may convene the Special General Meeting and shall give notice to the membership in accordance with article 9 (2). For this purpose the Committee shall be given notice and will make available an official of the Club to act as Secretary.

#### **Agenda.**

**29.** When members wish a matter to be discussed at a General Meeting the text of such matter signed by at least two members shall be sent to the Secretary at least

twenty-one days before the date of such meeting so that it may be included in the Agenda. A copy of the Agenda shall be sent to each member at least five days prior to the meeting but the fact that any member has not received a copy of the Agenda shall not invalidate the proceedings. No business which is not included in the Agenda shall be discussed at the meeting unless every member present is in favour thereof. The inclusion of "Any Other Business" as an agenda item shall not automatically allow discussion of unlimited additional business and may be curtailed by the Chairman of the meeting as he may see fit. Should the proposer of any motion fail to move a resolution in respect of the relevant item on the Agenda then any other member shall be entitled to do so.

#### **Right To Participate.**

**30.** Only fully paid-up members may participate in General Meetings unless the participation of a non-member is deemed by the Committee to be helpful to the proceedings.

#### **Quorum for general meetings**

**31.** Fifteen Members shall form a quorum

#### **Chairing general meetings**

**32.—**(1), the Chairman or, in his absence, the Vice Chairman shall chair general meetings if present and willing to do so.

(2) If the directors have not appointed a chairman or vice chairman, or if the chairman and vice chairman are unwilling to chair the meeting or are not present within ten minutes of the time at which a meeting was due to start—

(a) the directors present, or

(b) (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

#### **Attendance and speaking by directors and non-members**

**33.—**(1) Directors may attend and speak at general meetings,

(2) The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

#### **Adjournment**

**34.—**(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairman of the meeting must—

- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
  - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
- (a) to the same persons to whom notice of the company's general meetings is required to be given, and
  - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## VOTING AT GENERAL MEETINGS

### **Voting.**

**35.** — (1) Every person with a right to be present at a General Meeting may exercise one vote. The Chairman shall not vote except in the exercise of a casting vote. At all General Meetings, except as provided in article 39, a majority of votes decides a resolution. At any General Meeting any twelve members may demand a poll and thereupon the Meeting shall be adjourned to a time and place to be named by the Chairman and a postal vote shall be taken of all Members of the Club. The decision of the members, as shown by such a postal vote, shall be reported to the adjourned meeting and shall be deemed to be the decision of such a meeting. The rules relating to collective voting and proxies shall apply as in article 12 hereof and postal voting shall only be allowed on proposals which have been published in advance. Postal votes must be received by the Secretary at least seventy-two hours prior to the start of the meeting.

(2) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

### **Errors and disputes**

**36.**—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the chairman of the meeting whose decision is final.

## PART 4

### ADMINISTRATIVE ARRANGEMENTS

#### **Observances and Interpretation Of Articles (Formerly the SAOC Rules).**

**37.** Every member binds himself to abide by the Articles of the Club and also by any modifications thereof made in conformity with such Articles and also to accept as final and binding the decision of the Committee in all cases of dispute or disagreement as to the interpretation of these Articles.

### **Use of Club Name and Address**

**38.** Neither the name nor address of the Club shall be used by any member in connection with any trade, advertising or business or in connection with any legal proceedings without Committee approval.

### **Alteration of Articles.**

**39.** Any alterations may be made to these Articles by a General Meeting provided:  
(a) That details of the proposed alteration or alterations are included in the notice of the General Meeting and (b) That the resolution proposing such alteration is carried by two-thirds of those present and voting at such General Meeting.

### **Events.**

**40.** All motor competitions promoted by the Club shall be held under the General Competition Rules of the Motor Sports Association and in accordance with any other requirements of the MSA. Any member convicted of an offence arising out of his being in charge of a motor vehicle in any Club event or on Club business shall thereupon be liable to expulsion from the Club under article 25. The Club shall not be liable for any loss or damage arising out of the use, by any person, of their vehicle or property on club business. Members are therefore reminded to make sure that adequate arrangements exist.

### **Copies Articles of Association (Formerly the SAOC Rules).**

**41.** Every member shall be furnished with a copy of the Club Articles of Association on joining.

### **Means of communication to be used**

**42.—**(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

### **43. Dissolution.**

The Club may be dissolved by a Special General Meeting convened by direction of the Committee or on the requisition of the majority of the members. If the resolution of dissolution be duly passed, the Committee shall forthwith liquidate the affairs of the Club and if there be any surplus assets on realisation these shall be disposed of at the discretion of the Committee.