

Company Number: 1716574

The Companies Act 2006

Company limited by guarantee and not having a share capital

WRITTEN RESOLUTION

of

**THE NATIONAL AUTOGRASS SPORT ASSOCIATION LIMITED
("the Company")**

Passed on 24 November 2019

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the following special resolution was duly passed by the members as a written resolution:

That the Articles of Association of the Company should be amended by replacing Article 3.3 as set out below:

Existing wording of Article 3.3:

Full Membership of the Association shall be limited to:

- a. one person nominated annually by each League of the Association in such manner as may be specified from time to time by the by-laws of the Association; and
- b. any Honorary Members appointed by the Association from time to time.

New wording of Article 3.3:

Full Membership of the Association shall be limited to:

- a. one person nominated by each League of the Association in such manner as may be specified from time to time by the by-laws of the Association; and
- b. any Honorary Members appointed by the Association from time to time.



Director

Company Number: 1716574

The Companies Act 1985 to 1989

Company limited by guarantee and not having a share capital

ARTICLES OF ASSOCIATION

of

THE NATIONAL AUTOGRASS SPORT ASSOCIATION LIMITED

Incorporated: 20 April 1983

Amended: 16 October 1999

Amended: 30 November 2008

Amended: 24 November 2013

The Companies Acts 1985 to 1989

Company limited by guarantee and not having a share capital

Articles of Association

of

The National Autograss Sport Association Limited

1. Preliminary

The Regulations contained in Table C in the Schedule to the Companies (Table A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the Association and these Articles alone shall constitute the regulations of the Association.

2. Interpretation

“the Act”	means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification of re-enactment of that provision for the time being in force;
“Affiliate Member”	means any club registered as an affiliate member of the Association in accordance with the Articles from time to time;
“Alternate Director”	means any person, organisation or body corporate appointed by a Director to act as his alternate for the purposes of fulfilling his duties and responsibilities to the Association via the Committee;
“the Articles”	means the articles of association of the Association;
“the Association”	means the above-named company limited by guarantee;
“Associate Member”	means any Licence Holder registered as an associate member of the Association in accordance with the Articles from time to time;
“Chairman”	means any person appointed to act as Chairman of a General Meeting in accordance with Article 7.4;
“Clear Days”	means (in relation to any period of notice) that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

Articles of Association of The National Autograss Sport Association Limited

"Committee"	means the board of Directors for the time being of the Association;
"Director"	means a director of the Association and references in the Act to directors shall be construed accordingly;
"Full Member"	means any Member of the Association appointed as such pursuant to the provisions of Article 3.3
"General Meeting"	means any general meeting of the Association held in accordance with the Articles whether in the form of an annual general meeting or an extraordinary general meeting;
"Honorary Member"	means any person nominated to the position of honorary member by the Association from time to time by reason of the status of that individual in connection with the Association or generally;
"League"	means any league which may from time to time be accepted by way of affiliation to the Association in such manner as shall, from time to time, be determined by the Articles or the by-laws enforceable thereunder;
"Licence Holder"	means any person who, having paid up to date all subscriptions and any other payments payable by him to the Association (or any Affiliate Member);
"Member"	means any person, organisation or body corporate deemed to be a member of the Association in accordance with these Articles whether as a Full, Honorary, Affiliate or Associate Member;
"Patrons"	means any person, organisation or body corporate invited by the Committee to be a patron of the Association from time to time;
"Register of Members"	means a register maintained by the Secretary in accordance with the Articles of all Members and Patrons including those Members who belong to sub-class of membership as such classes are defined in the Articles;
"Secretary"	means any person appointed to perform the duties of the secretary of the Association including a joint, assistant or deputy secretary;
"the Memorandum"	means the memorandum of association of the Association as the same may be varied from time to time.

- 2.1 Unless the context otherwise requires:-
- a. "In writing" shall be construed as including references to printing, typewriting and other modes of representing or reproducing words in a visible form;
 - b. Words denoting the singular shall include the plural and vice versa and words denoting persons shall include firms and corporations and vice versa;
 - c. Words importing the masculine gender only shall include the feminine gender;
 - d. Words or expressions contained in these Articles shall bear the some meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Association.

3. Members

- 3.1 The members of the Association at the date hereof and such other persons as are admitted to membership in accordance with the Articles shall be a Member of the Association.
- 3.2 Every person who wishes to become a Member shall deliver to the Association an application for membership in such form as the Committee may require from time to time.
- 3.3 Full Membership of the Association shall be limited to:
- a. one person nominated by each League of the Association in such manner as may be specified from time to time by the by-laws of the Association; and
 - b. any Honorary Members appointed by the Association from time to time.
- 3.4 All clubs from time to time registered with the Association (in accordance with the Articles and any by-laws of the Association from time to time in force in that respect) shall be Affiliate Members of the Association.
- 3.5 All Licence Holders registered with the Association (in accordance with the Articles and any by-laws of the Association from time to time in force in that respect) shall be Associate Members of the Association.
- 3.6 The Committee may (by majority decision) at any time invite any person or persons or company to be a Patron of the Association and may subsequently revoke any such decision in the same way.

- 3.7 The Committee may, by unanimous decision only, invite such persons to become Honorary Members of the Association as the Committee deems fit. Such invitation shall require approval by the Association in General Meeting. The process of nomination and the rights, duties and term of office of any such Honorary Member shall be determined, from time to time, by by-laws enacted by the Association PROVIDED THAT if no such by-laws are in place it shall be assumed that, owing to the status of the individual so appointed, the appointment as an Honorary Member shall endure for the natural life of that individual, unless the status is revoked at any time by a unanimous resolution of the Committee or by a Special Resolution of the Association in General Meeting. Such Honorary Membership is personal to the individual appointed, is not transferable and shall cease on death. The number of such Honorary Members at any time shall not exceed one tenth of the total number of Full Members of the Association.
- 3.8 Subject to any by-laws enacted by the Association from time to time, the maximum number of Full Members of the Association shall not, at any time, exceed 38.

4. Application and duration of Membership

- 4.1 Application for membership shall be made in writing to the Secretary in such form as may be required by the Committee and applicants shall be required to undertake to be bound by the Memorandum and Articles and any By-Laws of the Association..
- 4.2 Any person nominated for Full Membership under Article 3.3a shall become a Full Member for a period of 12 months from the date of nomination, or until 1 March of the year following the year of nomination, whichever is the earlier, subject to the provisions of Articles 4.3 and 4.9.
- 4.3 Any Member may at any time withdraw from the Association by giving at least seven Clear Days' notice to the Association in writing. Membership shall not be transferable and shall cease on death.
- 4.4 The Committee may, at their discretion and by way of simple majority, terminate the membership of any Member but the requirements of natural justice shall be respected and a Member shall be entitled to be heard in his own defence by the Committee.
- 4.5 It shall be lawful for the Committee to provide for the admission of such persons as they may think fit to be Patrons and to agree the rights, duties and liabilities (if any) of such Patrons but so that such persons shall not, by virtue of being Patrons as aforesaid, be Members of the Association and their rights (if any) shall not, save as otherwise expressly provided in the Articles, include a right to receive notice of, attend, speak or vote at General Meetings of the Association. The Secretary shall keep an accurate register of such Patrons.
- 4.6 The Committee may from time to time sub-divide membership into different categories and may create branches or sections and determine to which category, branch or section Members shall belong.

- 4.7 The Committee may from time to time fix a minimum rate of subscription for Members or different classes of Members or for different categories, branches or sections and may from time to time vary the same and the Committee shall fix the period for which any such subscription shall cover and shall notify Members accordingly. It shall be the responsibility of the Secretary to monitor the payment of subscription fees by Members (of whichever class) and to report to the Committee in the event of non-payment of fees by any Member.
- 4.8 Any Member whose subscription shall remain unpaid for one month from the date on which the period covered by the previous subscription expired may be expelled by the Committee in accordance with Article 4.5. Subscriptions paid within such period of one month shall relate back to the date upon which the period covered by the previous subscription expired or otherwise as may from time to time be determined by the Committee.
- 4.9 Any Licence Holder whose nomination for Full Membership (in accordance with Article 3) is withdrawn by the League purporting to appoint him either prior to or during the course of his appointment as a Full Member (pursuant to Article 3) may be expelled by the Committee in accordance with the provisions of Article 4.4.
- 4.10 Any Licence Holder appointed as a Full Member by a League in accordance with Article 3 may be expelled by the Committee in accordance with the provisions of Article 4.4 in the event that the status of the League (or any Affiliate Member in that League) appointing him is revoked by the Association at any time or in the event that the Licence Holder himself has his licence revoked by the Association at any time during his term of appointment as a Full Member.
- 4.11 In the case of the withdrawal or death, or the termination of membership under Articles 4.3, 4.4, 4.8, 4.9 or 4.10, of a Member nominated by a League under Article 3.3a, the nominating League may nominate a replacement member to who shall become a Full Member for the remainder of the term specified in Article 4.2.
- 4.12 The Association shall maintain up-to-date records of all Members of the Association and it shall be the responsibility of the Secretary to maintain the register of Members. Prior to any such entry into the register of Members every Member shall (if so required by the Association) sign a written consent to becoming a Member. Any such signature will be taken to be a consent by that Member that he understands the right and obligations applicable to the class of Members to which he is joining.
- 4.13 Any Member shall notify the Secretary, as soon as is reasonably practicable, of any change to his name, address or circumstances which may necessitate a revision of the applicable entry in the Register of Members by the Secretary.
- 4.14 Any Member wishing to retire from the Association may give written notice to that effect (in any form which the Committee may from time to time agree) pursuant to Article 4.3 to the Secretary and his retirement shall take effect once an appropriate entry as such has been made by the Secretary in the Register of Members.

5. General Meetings

- 5.1 The Association shall, in each year, hold a General Meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it. Not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next PROVIDED THAT so long as the Association holds its first annual general meeting within 18 months of its incorporation, it need not hold another in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and in such place as the Committee shall appoint.
- 5.2 The business of an annual general meeting shall comprise:
- a. the consideration and approval of the report and accounts presented by the Committee and the auditor's report;
 - b. the election of any Directors who sit upon the Committee of the Association;
 - c. the election of such other officers as the Association may from time to time decide to appoint;
 - d. the appointment and the fixing of the remuneration of the auditor or auditors of the Association; and
 - e. the fixing of annual subscriptions due to be paid by Members (if any) in the event that any such decisions relating to subscriptions have not been taken by the Committee in accordance with Article 4.8.
 - f. consider any other business, as submitted to the Secretary in writing up to 14 days before the meeting.
- 5.3 All General Meetings other than annual general meetings shall be called extra - ordinary general meetings.
- 5.4 Extraordinary general meetings shall be convened by the Secretary by direction of the Committee or on the requisition of five Directors or on such requisition as provided by section 368 of the Act and the Secretary shall forthwith proceed to convene an extraordinary general meeting on such a requisition for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a General Meeting, any Director or any two Full Members may call a General Meeting.

6. Notice of General Meetings

- 6.1 An annual general meeting and any other General Meetings called for the passing of a resolution designated as a special resolution in accordance with the Act shall be called by 21 Clear Days' notice in writing (at least).

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- 6.2 Any General Meetings of the Association convened for the purpose other than those described in Article 6.1, above, shall be called by 14 Clear Days' notice in writing (at least).
- 6.3 The notice (to be distributed by the Secretary) shall specify the place, the day and hour of the General Meeting and, in cases of special business (as defined below), the general nature of the business and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting to such persons as are under the Articles entitled to receive such notices.
- 6.4 Subject to any provisions of the by-laws of the Association from time to time in force, all Full Members together with the Patrons (if any) shall have the right to receive notice that a General Meeting is to take place and, notwithstanding the voting rights of the particular class of membership as set out in these Articles, a nominated representative of an Affiliate Member, any Associate Member and/or any Patrons from time to time appointed shall be entitled to attend and speak at any annual general meeting of the Association, but otherwise only Members entitled to vote at General Meetings in accordance with these Articles shall be entitled to attend and address the General Meeting in respect of which they had received notice PROVIDED THAT the Committee may, at their discretion and acting by way of majority, extend an invitation to any Member or Patron to attend and address any General Meeting to which they would not otherwise have an entitlement to attend.
- 6.5 Any General Meeting shall, notwithstanding that it is called by shorter notice than that specified in Articles 6.1 and 6.2, above, be deemed to have been duly called if it is so agreed:
- a. in the case of a General Meeting called as the Annual General Meeting, by all the Members entitled to vote thereat; and
 - b. in the case of any other General Meeting by majority of 95% in number of the Members having a right to attend and vote at the meeting.
- 6.6 The accidental omission to give notice of a General Meeting to or the non-receipt of a notice of a General Meeting by any person entitled to receive such notice shall not invalidate any resolutions passed or the proceedings at that General Meeting.

7. Proceedings of General Meetings

- 7.1 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 annual accounts (including the income and expenditure account and balance sheet), the reports of the Committee and of the auditors, the election of Directors (if any) in the place of those retiring and the appointment of and the fixing of the remuneration of the auditors.

- 7.2 No business should be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Save as otherwise provided in the Articles, 60% (rounded up where necessary to the next whole number) of the Members entitled to vote upon the business to be transacted, each being a Member or a proxy of a Member or a duly authorised representative of a corporation that is a Member, shall be a quorum.
- 7.3 If a quorum is present at the commencement of a General Meeting then that meeting shall be considered quorate until its conclusion even if a quorum ceases to be present at any time after the commencement of the meeting. If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting, if convened upon the requisition of the Members, shall be dissolved. In any other case, it shall stand adjourned to such other day and such other time and place as the Committee may determine and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the General Meeting, the Members present shall be a quorum.
- 7.4 The Chairman of the Annual General Meeting shall be elected prior to that Annual General Meeting by the current Committee.
- 7.5 If at any General Meeting no Director is willing to act as Chairman of the meeting or if no Director is present within 15 minutes after the time appointed for the holding of the General Meeting, the Members present and entitled to vote shall choose one of their number to be chairman of the meeting.
- 7.6 Notwithstanding Article 6.4, above, in relation to the attendance of those not entitled to vote at General Meetings, the Committee shall be entitled to nominate one or more of their number in writing (in such form as the Association shall agree) to attend and speak (but not vote) at any General Meeting of the Association.
- 7.7 The Chairman may, with the consent of any General 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 General Meeting other than the business left unfinished at the meeting at which the adjournment took place. When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original General Meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
- 7.8 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll is demanded by:
- a. the Chairman; or
 - b. at least three Members present in person and entitled to vote at the General Meeting; or

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- c. any Member or Members present (or by a proxy or proxies present) and representing one tenth of the total voting rights of all the Members having the right to attend and vote at the General Meeting.

- 7.9 Unless a poll is so demanded, a declaration by the Chairman that the resolution has, on a show of hands, been carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence (without proof) of the number or proportion of the votes recorded in favour of or against such a resolution.

The demand for a poll may be withdrawn before the poll is taken but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

- 7.10 If a poll is demanded in accordance with these Articles it shall be taken in such manner and at such time as the Chairman directs and the result of such poll shall be deemed to be the resolution of the Association in General Meeting.

- 7.11 The demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question upon which a poll has been demanded (save for a poll demanded on the election of the Chairman or on a question of adjournment).

- 7.12 A poll demanded on the election of the Chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the Chairman may direct and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made. The result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken is announced at the General Meeting at which it is demanded. In any other case at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

- 7.13 Subject to the provisions of the Act, a resolution in writing signed by all the Members entitled to receive notice of and to attend and vote at General Meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a General Meeting duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more Members entitled to vote at General Meetings.

7.14 A General Meeting may consist of a conference between the Members entitled to attend and vote at the meeting who are not all in one place but each of whom are able (directly, or via telephone communication or video link or by comparable means) to speak to each of the others and to be heard by each of the others simultaneously. A Member taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote or to be counted towards the quorum accordingly. Any such General Meeting shall be deemed to take place where the largest group of those participating in the conference is assembled or, if there is no such group, where the Chairman of the meeting then is. The word "meeting" in these Articles shall be construed accordingly.

8. Votes of Members

8.1 Save as herein expressly provided or where the Committee or the meeting in question shall otherwise so resolve, no Member other than a Member duly registered who shall have paid every donation, subscription and/or other sum (if any) which shall be due and payable to the Association in respect of his membership and whose nominee League (if so appointed in accordance with Article 3) shall have paid to the Association all monies presently payable by them, shall be entitled to vote on any question, either personally or by proxy at any General Meeting.

8.2 At any duly convened and held General Meeting, no Patron, Affiliate Member or Associate Member shall have a vote. For the avoidance of doubt and save as otherwise provided herein, only those Members classed as Full Members in Article 3 shall have a right to vote at General Meetings.

8.3 Every Member (and individual appointed pursuant to Article 7.6) entitled to vote at a General Meeting in accordance with Article 8.2 shall have one vote.

8.4 In the case of an equality of votes whether on a show of hands or on a poll the Chairman shall be entitled to a casting vote. The Chairman shall not vote at General Meetings in any situation other than where there is any such equality of votes.

8.5 Votes may be given on a poll either personally or by proxy. No person other than a Member may be appointed to act as a proxy. On a show of hands a Member present only by proxy shall have no vote but a proxy for a corporation may vote on a show of hands. A corporation may vote by section 375 of the Act. A proxy for a corporation need not be a Member.

- 8.6 A Member in respect of whom an order has been made by any court having jurisdiction in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver or other person authorised in that respect appointed by the court and any such receiver may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at such place as may be specified by the Articles or the by-laws of the Association for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and, in default, the right to vote shall not be exercisable.
- 8.7 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
- 8.8 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in such form (or forms) as the Association (acting through the Committee) may from time to time agree.
- 8.9 The instrument appointing a proxy and any authority under it which is executed or is a duly certified copy of such authority may;
- a. be deposited at the registered office of the Association or such other place within the United Kingdom as is specified in the notice convening the General Meeting or in any instrument of proxy sent out by the Association in relation to the General Meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - b. in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - c. where the poll is not taken forthwith or is taken not more than 48 hours after it was demanded, be delivered at the General Meeting at which the poll was demanded to the Secretary or to any Director;
- and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
- 8.10 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 the authority under which the proxy was executed PROVIDED THAT no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the registered office of the Association before the commencement of the General Meeting or adjourned meeting at which the proxy is used.

9. The Committee

- 9.1 The Committee shall comprise not less than seven and (unless otherwise determined by special resolution of the Association) not more than 25 Directors.
- 9.2 Notwithstanding the provisions of section 293 of the Act, no person shall be incapable of becoming a Director by reason of the fact that, at the time of his appointment or re-appointment, he has attained the age limit of the current insurance policy and no Director shall be required to vacate his office by reason only of having attained that age.
- 9.3 No person shall (other than one retiring by rotation or one nominated for appointment by the Committee in accordance with Article 9.7) be eligible for election other than by appointment in accordance with these Articles at any annual general meeting of the Company.
- 9.4 Provided that the requirements of these Articles are satisfied in relation to the maximum and minimum numbers of Directors from time to time, any League (provided that no outstanding sums are due from the Association from that League any Affiliate Member forming part of the League) may nominate an Associate Member (who is and has been an Associate Member since 1st April of the same year) to be appointed as a Director at an Annual General Meeting of the Association PROVIDED THAT the provisions of Articles 9.5 (satisfactory notice) and 9.6 (consent of the nominated individual) are satisfied.
- 9.5 No Associate Member may be appointed as a Director pursuant to Article 9.4, above, unless not less than 21 nor more than 35 Clear Days, or any other period of notice specified by the by-laws of the company, before the date appointed for the meeting at which the nomination will be considered there shall have been left at the registered office of the Association a notice in writing, signed by the Member duly qualified to attend and vote at the meeting on behalf of the League proposing the appointment of the nominated individual providing details of the intention to propose such person for election.
- 9.6 The notice served in accordance with Article 9.5, above, must include a signed statement from the nominated individual indicating his willingness to be elected as a Director of the Association.
- 9.7 The Committee shall have the power at any time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director provided that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors who are to retire by rotation at that annual general meeting.
- 9.8 The Directors shall be paid all reasonable out of pocket, travelling, hotel and other expenses incurred by them in attending and returning from meetings of the Committee or General Meetings or otherwise in connection with the business of the Association or the discharge of their duties.

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- 9.9 Any Director (other than an Alternate Director) may appoint any other Director or any other person approved by a resolution of the Directors and willing to act to be an Alternate Director and may remove from office any Alternate Director so appointed by him.
- 9.10 An Alternate Director shall be entitled to receive notice of all meetings of the Committee (and of all meetings of committees of the Directors of which his appointer is a member), to attend and vote at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointer as a Director in his absence, but shall not be entitled to receive any remuneration from the Association for his services as an Alternate Director.
- 9.11 Notwithstanding the provisions of Article 9.10, above, it shall not be necessary to give notice of any such meeting to an Alternate Director who is absent from the United Kingdom.
- 9.12 An Alternate Director shall cease to be an Alternate Director if his appointer ceases to be a Director but, if a Director retires by rotation or is otherwise re-appointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an Alternate Director made by him which was in force immediately prior to his retirement shall continue after his re-appointment.
- 9.13 Any appointment or removal of an Alternate Director shall be by notice to the Association signed by the Director making or revoking the appointment or in such other manner as may be approved by the Directors from time to time.
- 9.14 Save as otherwise provided in these Articles, an Alternate Director shall be deemed, for all purposes, to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

10. Disqualification of Directors

- 10.1 The office of a Director shall be vacated if:
- a. a receiving order is made against him or he makes any arrangements or composition with his creditors generally;
 - b. he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
 - c. by notice in writing to the Association he resigns his office;
 - d. he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited from being a Director by law or from holding office by reason of any order made under the Act;
 - e. he is removed from office by a resolution duly passed pursuant to section 303 or section 304 of the Act;

- f. he is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 or any statutory re-enactment or statutory modification of that provision;
 - g. he is absent without the permission of the Directors from three consecutive meetings of the Committee and the Directors resolve that his office be vacated; or
 - h. he is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest as required by section 317 of the Act.
- 10.2 A Director may be suspended from the Committee if he is deemed, by a majority of the other Directors, to be so disabled by any illness or condition as to be unable properly to fulfil his duties. Such suspension shall be reviewed six months after the date of its implementation and the individual concerned shall be reinstated unless, in the reasonable opinion of a majority of the Directors, he remains incapable of properly fulfilling his duties in which case he shall cease to be a Director and the Secretary shall deal with all necessary filings and shall update the records of the Association accordingly.

11. Proceedings of Directors

- 11.1 The Committee may meet together for the despatch of business and may adjourn and/or otherwise regulate its meetings as it deems fit. All meetings of the Committee shall be convened by the Secretary and any three Directors may at any time require the Secretary to convene a meeting of the Committee.
- 11.2 Meetings of the Committee shall be convened by not less than seven days' notice unless the chairman of the Committee shall otherwise determine in order to deal with matters of urgency in which case three days' notice shall be given. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.
- 11.3 A meeting of the Committee may consist of a conference between Directors (and any Alternate Directors) who are not all in one place but each of which is able (directly or by telephonic communication or video link or by comparable means) to speak to each of the others and to be heard by each of the others simultaneously. A Director (or an Alternate Director) taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled or, if there is no such group, where the chairman of the meeting then is. The word "meeting" in these Articles shall be construed accordingly.

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- 11.4 At all meetings of the Committee, each Director excluding the Chairman of the Committee shall have one vote and questions arising at any such meetings shall be decided by a majority of votes. In the case of an equality of votes the Chairman of the Committee shall have a single casting vote..
- 11.5 The Committee may from time to time appoint any one of its number to be the chairman of the Committee for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke any such appointed. The Committee may entrust to and confer upon the chairman of the Committee any of the powers exercisable by them upon such terms and conditions and with such restrictions as it may think fit and either collaterally with or to the exclusion of its own powers and may, from time to time, revoke, withdraw, alter or vary all or any of such powers. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of the Directors at which he is present until he is replaced in accordance with this Article. If there is no Director holding the office of chairman of the Committee or if the Director holding the office is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting of the Committee in place of that individual.
- 11.6 The quorum for the transaction of business at meetings of the Committee may be fixed by the Directors and, unless so fixed at any other number, shall be 60% of the Committee (rounded up where necessary to the next whole number).A person who holds office only as an Alternate Director shall, if his appointer is not present, be counted in the quorum. If a quorum is present at the commencement of a meeting, then the meeting of the Committee shall be considered quorate until its conclusion even if a quorum ceases to be present at any time after the commencement of the meeting.
- 11.7 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number but, if the number of Directors is less than the number fixed as the quorum or falls below the minimum specified in Article 9.1, the continuing Directors or Director may act only for the purpose of filling the vacancies or for the calling of an annual general meeting in accordance with Article 5.1 at which a Director may be appointed to the Committee.
- 11.8 All acts performed in good faith by a meeting of the Directors or of a committee of Directors or by a person acting as a Director shall, notwithstanding that it may afterwards be discovered that there was defect in the appointment of any Director or that any of them were disqualified from holding office or had vacated office and were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

- 11.9 A resolution in writing signed by all of the Directors entitled to receive notice of a meeting of the Directors (or of a committee of Directors) shall be as valid and effectual as if it had been passed at a meeting of the Directors or, as the case may be, a committee of Directors duly convened and held and may consist of several documents in like form each signed by one or more Directors, but a resolution signed by an Alternate Director need not also be signed by his appointer and if it is signed by a Director who has appointed an Alternate Director it need not be signed by the Alternate Director in that capacity.

12. Powers of the Committee

- 12.1 Without prejudice to any provisions in these Articles, the Committee shall have the following powers:
- a. the management of the business and control of the Association and in addition to the powers and authorities conferred upon the Committee, the exercise of all such powers and the doing of all such acts and things as may be exercised or done by the Association and which are not hereby or by the Act expressly directed or required to be exercised or done by the Association in General Meeting and shall, for the avoidance of doubt, have the right to fix, from time to time, all or any subscriptions payable by any or all classes of Members of the Association;
 - b. to purchase or otherwise acquire for the Association any property, rights or privileges which the Association is authorised to acquire at such price and generally on such terms and conditions as the Committee may think fit;
 - c. to borrow money, and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party PROVIDED THAT the aggregate amount for the time being outstanding of monies borrowed or secured by the Association shall not at any time, without the previous sanction of the Members acting by way of ordinary resolution, exceed £5,000. However, no person dealing with the Association shall be concerned to see or enquire as to whether this limit is observed and no debt incurred or security given in excess of such limit shall be invalid or ineffectual unless the lender or the recipient of the security had, at the time when the debt was incurred or security given, expressed notice that the said limit had been or would be thereby exceeded;
 - d. to appoint, at the Committee's discretion, remove or suspend such officers and other staff for permanent, temporary or special services as the Committee may, from time to time, think fit and to invest them with such powers as the Committee may think expedient and to determine their duties and fix the salaries or emoluments of such officers or other staff;
 - e. to constitute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association;

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- f. to refer any claims or demands by or against the Association to arbitration and to observe and to perform the awards;
- g. to make and give receipts, releases and other discharges for money payable to the Association and for the claims and demands of the Association;
- h. from time to time to make or secure the making of all such regulations and standing orders as the Committee thinks proper with regard to the affairs and concerns of the Association and, from time to time, repeal and alter the same or make others in lieu thereof as may seem expedient provided that the same do not contravene any of the provisions herein contained and provided that no by-laws or regulations shall be made under this power which would amount to such an addition to or modification of these Articles as could only legally be made by a special resolution passed by the Members in accordance with the Act. All such regulations and standing orders for the time being in force shall be binding upon all Members until the same shall be varied or set aside by the Members acting by way of ordinary resolution. No Members shall be absolved from such by-laws by reason of not having received a notice of the same or of any alterations or additions thereto or having otherwise no notice of them;
- i. from time to time and at any time by power of attorney, appoint any trust, firm or person or body of persons whether nominated directly or indirectly by the Committee to be the attorney or attorneys of the Association and to delegate to such attorneys such powers as the Committee shall, in their absolute discretion, think fit (not exceeding those vested in or exercisable by the Committee under these Articles) and, for such period and subject to such conditions as they may think fit. Any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Committee may think fit;
- j. the Association may exercise the powers conferred by section 350 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the Committee;
- k. to delegate powers within stated terms of reference to a management committee or to a standing committee as follows:
 - i. the management committee and/or other standing committees shall consist of such Directors and other persons as the Committee shall from time to time decide, and powers delegated to the management committee and/or standing committee shall be exercised in accordance with any regulations that may be imposed by the Committee. All acts and proceedings of the management committee and/or the standing committees shall be reported to the Committee fully and promptly;

- ii. the Committee shall elect the chairman of any management committee and/or standing committee provided that such person appointed is a Director and if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting provided that such person shall also be a Director;
 - iii. any such management committee and/or standing committee shall meet and adjourn as it deems proper. Questions arising at any such meeting shall be determined by a majority of votes of the Directors present and, in case of an equality of votes, the chairman appointed at that management committee and/or standing committee shall have a second or casting vote but shall not have a casting vote under any other circumstances.
 - l. to authorise the payment by the Association to the Committee of all or any out of pocket expenses reasonably incurred by them in the performance of their duties; and
 - m. subject to these Articles and any provisions of the by-laws and the regulations of the Association from time to time, to do all such other acts as are conducive in the interests of the good management of the Association and the promotion of its objects.
- 12.2 All cheques, drafts, bill of exchange and/or receipts for monies paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Committee shall determine.

13. Remuneration of Directors

The Directors shall be entitled to such remuneration, if any, as the Association may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

14. Directors' appointments and interests

- 14.1 Subject to the provisions of the Act, the Directors may appoint one or more of their number to the office of managing director or to any other executive office of the Association and may enter into an agreement or arrangement with the Director for his employment by the Association or for the provision by him of any services outside the scope of the ordinary duties of a Director. Any such appointment, agreement or arrangement may be made upon such terms as the Directors determine and they may remunerate any such Director for his services as they think fit. Any appointment of a Director to an executive office shall terminate if he ceases to be a Director but, without prejudice to any claim for any damages for breach of contract between the Director and the Association.

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- 14.2 Subject to the provisions of the Act, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director, notwithstanding his office;
- a. may be a party to or otherwise be interested in any transaction or arrangement with the Association or in which the Association is otherwise interested;
 - b. may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with or otherwise interested in, any body corporate promoted by the Association or in which the Association is otherwise interested;
 - c. shall not, by reason of his office, be accountable to the Association for any benefit which he derives from any such offices or employment, from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be voided on the grounds of any such interest or benefit.
- 14.3 For the purposes of Article 14.2;
- a. a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in such notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has any such interest to the extent so specified; and
 - b. any interest of which a Director has no knowledge and which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.
- 14.4 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Association shall declare the nature of his interest at a meeting of the Committee in accordance with section 317 of the Act.
- 14.5 A Director shall not vote in respect of any contract or arrangement in which he is interested and, if he shall do so, his vote shall not be counted nor shall he be counted in the quorum present at the meeting but neither of these prohibitions shall apply to:
- a. any arrangement for giving any Director any security or indemnity in respect of money lent by him or for obligations undertaken by him for the benefit of the Association; or
 - b. any arrangement for the giving by the Association of any security to a third party in respect of a debt or obligation of the Association for which the Director himself has assumed responsibility (in whole or in part) under a guarantee or indemnity or by the deposit of a security; or

- c. any contract or arrangement with any company in which he is interested as an officer of a company or as a holder of shares or other securities; or
- d. the resolution relates in any way to a retirement benefit scheme which has been approved or is conditional on approval by HMRC for taxation purposes.

For the purposes of this Article an interest of a person who is for any purpose of the Act connected with a Director shall be treated as an interest of the Director and, in relation to an Alternate Director, an interest of his appointer shall be treated as an interest of an Alternate Director without prejudice to any interest which the Alternate Director may otherwise have.

- 14.6 A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 14.7 Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with the Association or any body corporate in which the Association is interested, the proposals may be divided and considered in relation to each Director separately and (provided that he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 14.8 If a question arises at a meeting of the Committee (or of a committee of Directors) as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.
- 14.9 The prohibitions described in this Article 14 may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction by the Association in a General Meeting.

15. Directors' retirement by rotation

- 15.1 At the first annual general meeting all of the Directors shall retire from office. At each subsequent annual general meeting one third of the Directors for the time being or, if their number is not a multiple of three, the number nearest to but not greater than one third shall retire from office. A Director retiring shall retain office until the close or adjournment of the meeting.
- 15.2 The Directors to retire in every year shall be those who have been longest in office since their last election or appointment, but as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. A retiring Director shall be eligible for re-election.

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- 15.3 The Association at the meeting at which a Director retires under any provision of these Articles shall fill the vacated office by electing a person who is willing to act to be a Director and, in default, the retiring Director shall be deemed to have been re-elected unless:
- a. at such meeting it is expressly resolved not to fill such vacated office or a resolution for his re-election is put to the meeting and lost; or
 - b. he has given the Association notice in writing of his unwillingness to be re-elected; or
 - c. he has reached any retiring age applicable to him as a Director; or
 - d. the default is due to the moving of a resolution and contravention of Article 15.5.
- 15.4 A motion for the appointment of two or more persons as Directors by a single transaction shall not be made at any General Meeting unless a resolution that it shall be so made has first been agreed by the meeting without any vote being given against it, and any resolution in contravention of this provision shall be void.
- 15.5 The Association may by ordinary resolution, for which special notice shall not be required, remove any Director before the expiration of his period of office.

17. Records

The Committee shall cause proper minutes to be made of all appointments of officers made by the Committee and the proceedings of all meetings of the Association and of the Committee (and of committees of the Directors) and of all business transacted at such meetings. Any such minutes of any meeting signed by the chairman of the meeting or by the chairman of the succeeding meeting, shall be sufficient evidence without proof of the facts therein stated.

18. Rules and by-laws

- 18.1 The Directors may from time to time make, alter or repeal such rules or by-laws as may be deemed necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing the classes of and conditions of membership, and, in particular, but without prejudice to the generality of the forgoing they shall by such rules or by-laws regulate:
- a. the conduct of Members in relation to one another, and to the Association and to the Association's servants or agents;
 - b. the management of any freehold property owned by the Association;
 - c. the setting aside of the whole or any part of part of any property held, managed or administered by the Association at any particular time or times or for a particular purpose or purposes;

- d. the procedures at General Meetings and meetings of the Committee of the Association in so far as such procedures are not regulated by these Articles; and
- e. generally, all such matters that are commonly the subject matter of company rules or regulations appropriate to the Association.
- f. Such by-laws or amendments to by-laws shall become effective only after approval by the Members in General Meeting

18.2 The Directors shall adopt such means as they deem sufficient to bring to the notice of the Leagues, Members and Licence Holders. All such rules or by-laws which so long as they shall be in force shall be binding on all Members provided that no rule or by-law shall be inconsistent with, or shall effect or repeal anything contained in these Articles.

19. Articles to Prevail

In the event of a conflict between the Articles and any provision of a by-law of the Association, the Articles shall prevail and the Committee Members shall agree to procure the making of any amendment to the by-law required in order to make it consistent with the provisions of the Articles.

20. Secretary

Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may also be removed by them.

21. Accounts

21.1 The Committee shall cause accounting records to be kept in accordance with sections 221 and 223 of the Act.

21.2 The accounting records shall be kept at the registered office or, subject to section 222 of the Act, at such other place or places as the Committee shall think fit and shall always be open to the inspection of the Directors.

21.3 The Committee shall, from time to time, determine whether and to what extent and at what times and place and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members (not being Directors) and no Member shall have any right to inspect any account or book or document of the Association except as conferred by statute or authorised by the Committee or by the Association in General Meeting.

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- 21.4 At the annual general meeting in each year, the Committee shall lay before the Members a proper income and expenditure account for the period since the last accounts were produced together with a balance sheet made up to the same date.
- 21.5 Any balance sheet produced in accordance with Article 20.4 shall be accompanied by proper reports of the Committee and auditors (if any) and copies of such accounts, balance sheet and report and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than 21 Clear Days' before the date of the meeting (subject nevertheless to the provisions of section 240 of the Act) be sent to the auditors (if any) and to all other persons entitled to receive notice 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 General Meeting as required by the Act.
- 21.6 Save as otherwise permitted by the Act, at least once in every year the accounts of the Association shall be audited and the correctness of the income and expenditure account and the balance sheet ascertained by one or more properly qualified auditors.
- 21.7 Save as otherwise permitted by the Act, auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

22. Notices

- 22.1 Notices may be served upon Members either personally or by post in prepaid letters or circulars addressed to such Members at their address as entered in the Register of Members.
- 22.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected, in the case of a notice of a meeting, at the expiration of twenty-four hours after the letter containing the same is posted and in any other case at the time in which the letter would be delivered in the ordinary course of posting.
- 22.3 Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-
- a. every Full Member and Patron except those Full Members or Patrons having no registered address within the United Kingdom who have not supplied to the Association an address within the United Kingdom for giving of notices to them;
 - b. the auditor (if any) for the time being of the Association
- 22.4 No other person shall be entitled to receive notice of General Meetings.

23. Winding Up

The provisions of the Memorandum relating to the winding up and dissolution of the Association have effect as if the provisions thereof were repeated in these Articles.

24. Indemnity

Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director, the Secretary or other officer or auditor for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

25. Alteration of Articles

These Articles may be altered by special resolution of the Association according to the provisions of the Act.

26. Headings

The headings in these Articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same.