

## ARTICLES OF ASSOCIATION

### COMPANIES ACT 2006

### COMPANY LIMITED BY GUARANTEE

#### ARTICLES OF ASSOCIATION of the National Vintage Tractor & Engine Club (1967) Ltd

#### **1. Interpretation**

1.1 In these articles;

**the Act**

means the Companies act 2006 including any statutory modification or re-enactment of it for the time being in force;

**the club**

means the National Vintage Tractor & Engine Club (1967) Ltd

**secretary**

means the secretary of the club or any other person appointed to perform the duties of the secretary of the club, including joint, assistant or deputy secretary

1.2 unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modifications not in force when these articles become binding on the club.

1.3 The masculine includes the feminine and, where appropriate, the singular the plural.

#### **2. Name**

The name of the company is the National Vintage Tractor & Engine Club (1967) Ltd

#### **3. Registered Office**

The registered office of the company will be situated in England and shall ordinarily be the residence of the club secretary

#### **4. Objects**

The club is established for the following purposes

4.1 To acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as the National Vintage Tractor and Engine Club.

4.2 To promote the conservation, preservation and restoration of agricultural tractors, engines and all other agricultural machinery and related items as is customary for members to collect and preserve, to assist members with restoration and to encourage social intercourse among the members of the company.

- 4.3 To establish, maintain and conduct a club for the accommodation of the members of the company and generally to afford them all the usual privileges and advantages of a club.
- 4.4 To acquire by purchase, lease or otherwise any lands or property such as may be deemed by the company likely to advance or benefit, either directly or indirectly, the interest of the company.
- 4.5 To manage, improve, cultivate and maintain all or any part of the lands and other property of the company, and to demise, sell or otherwise deal with and dispose of them, either together or in portions, for such consideration as the company may think fit, and in particular, for shares, debentures or securities of any company purchasing them.
- 4.6 To purchase, hire, make or provide and maintain, and to sell or otherwise dispose of all kinds of equipment and other things required or which may be conveniently used in connection with the grounds, and other premises of the company by persons frequenting them, whether members of the company or not.
- 4.7 To buy, prepare, make, supply sell and deal in all kinds of apparatus and equipment used in connection with the conservation, preservation and restoration of agricultural tractors, engines and other agricultural related items and in all kinds of liquors, provisions and refreshments required or used by members of the company and other persons using the grounds, or premises of the company.
- 4.8 To hire and employ all classes of persons considered necessary for the purposes of the company and to pay them and other persons in return for services rendered to the company salaries, wages, charges and pensions.
- 4.9 To promote and hold either alone or jointly with any other association, club or persons, meetings competitions and events for the promotion of the conservation, preservation and restoration of agricultural tractors, engines and other agricultural related items and to offer, give or contribute towards prizes, medals and awards for the conservation, preservation and restoration of agricultural tractors, engines and other agricultural related items and to promote, give or support dinners, balls, concerts and other entertainments.
- 4.10 To establish, promote or assist in establishing or promoting, and to subscribe to, or become a member of, any other associations or clubs whose objects are similar or in part similar to the objects of the company, or the establishment or promotion of which may be beneficial to the company provided that no subscription may be paid to any such other association or club out of the funds of the company, except bona fide in furtherance of the objects of the company.
- 4.11 To support and subscribe to any charitable or public body and any institution, society or club that may be for the benefit of the company or its employees, or may be connected with the conservation, preservation and restoration of agricultural tractors, engines and other agricultural related items to give pensions, gratuities, Christmas boxes or charitable aid to any person who may

have served the company, or to the wife, widow, children or other relatives of any such person, to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the company.

- 4.12 To invest and deal with the money of the company not immediately required upon such securities and in such manner as may from time to time be determined.
- 4.13 To borrow or raise and give security for money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the company or by mortgage or charge upon all or any part of the property of the company.
- 4.14 To do such things as the directors consider to be in the best interests of this club and
- 4.15 To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

## **5. Local Groups**

- 5.1 In order to further the aims of the club the directors may from time to time establish or authorise the formation of Local Groups
- 5.2 The directors may revoke or suspend the authorisation of any Local Group or impose conditions or restrictions on the continued authorisation thereof.
- 5.3 Before the authorisation of any Local Group is revoked or suspended or conditions or restrictions imposed upon its continued authorisation the Local Group shall be afforded the opportunity to make written representations to the directors.
- 5.4 The Local Group may nominate not more than three of its members to attend a meeting at which the revocation or suspension, or the imposition of conditions or restrictions are to be considered and to make such explanation or representations as the directors may ask for or the Local Group may wish to submit.
- 5.5 Not less than 14 clear days' notice of such meeting shall be given to the Local Group.
- 5.6 No representative of the Local Group in question shall be present during any discussion of the directors or shall be entitled to vote or take part in the proceedings otherwise than as the officers and directors allow.
- 5.7 All proceedings in regard to any Local Group as aforesaid shall be deemed to be absolutely privileged and the directors shall not be obliged to assign any reason to any action or decision which shall be taken or determined by it.
- 5.8 The authorisation of any Local group shall not be revoked or suspended unless at least three quarters of the of the directors present at the such meeting shall approve.

## **6. Membership**

- 6.1 Everyone who has paid a full subscription to either the National Group or a recognised Local Group, but not an Affiliated Club or Group, and in respect of whom the recognised Local Group has paid the prescribed levy to the National Body is qualified to be considered a member of the club.
- 6.2 The first members of the club are the subscribers to the memorandum of association and every person who at the date of incorporation of the club had paid an entrance fee to, and was a member of, the unincorporated club known as The National Vintage Tractor and Engine Club or one of its recognised Local Groups, but not an Affiliated Club or Group referred to in paragraph 6.1 above.
- 6.3 Members of recognised Local Groups, for whom the national levy has been paid, will be bound by these articles and bylaws as if they had paid their subscription directly and were members of the National Group.

## **7. Liability of members**

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;

- 7.1 payment of the company's debts and liabilities contracted before he ceases to be a member.
- 7.2 payment of the costs, charges and expenses of winding up, and
- 7.3 adjustment of the rights of the contributories themselves

## **8. Proposal of Members**

- 8.1 The application for membership of every candidate must be in writing, signed by the candidate, and must be in the form that the directors from time to time prescribe.
- 8.2 Recognised Local Groups shall submit the details of each of their members who also wish to be members of the National Vintage Tractor and Engine Club Ltd and must be in the form that the directors from time to time prescribe.

## **9. Subscriptions**

- 9.1 The annual and other subscriptions and entrance fee (if any) payable by members of the club are to be such as the directors from time to time prescribe.
- 9.2 The directors may provide either generally or as respects any particular member or members for payment of annual subscriptions by instalments.
- 9.3 Every application for membership must be accompanied by a remittance to cover the entrance fee (if any) and the appropriate subscription from the date

of the application to the following 31<sup>st</sup> December and in the event of the membership being declined the remittance must be returned to the candidate.

- 9.4 Every recognised Local Group shall pay a levy in respect of each of its members and this levy shall be recognised as the subscription of the member.
- 9.5 The annual levy and other subscriptions and entrance fee (if any) payable by recognised Local Groups of the club are to be such as the directors from time to time prescribe.
- 9.6 The directors may provide either generally or as respects any particular recognised Local Group or Local Groups for payment of annual levies by instalments
- 9.7 All subscriptions become due on the 1<sup>st</sup> January of each year unless the directors suspend the operation of this provision, which they may do as regards any particular member on such terms as they determine at their discretion.

#### **10. Life Members**

- 10.1 On the recommendation of the directors any person being a member of the club may, at any general meeting of the club be elected a life member of the club without any special payment for such life membership.
- 10.2 A two-thirds majority of those present and entitled to vote is necessary for election of a life member.
- 10.3 Every life member is entitled to all the privileges and subject to all the duties of a member of the club during his life (subject, nevertheless, to the provisions of article 16) without any further payment, annual or otherwise.

#### **11. Overseas Members**

Members residing outside of the United Kingdom, the Isle of Man or the Channel Islands shall be considered overseas members. In addition to the standard subscription, as per article 9 above they may be required to pay an additional fee determined by the directors to cover additional costs of posting correspondence to their country of residence.

#### **12. Rights of Members**

- 12.1 Subject to the express provisions of these articles and to the memorandum of association, and to any bylaws made by the directors of the club as provided below for the time being in force, all members of the club are entitled at all times to use all the premises and property of the club in common.
- 12.2 Subject to the provisions of these articles every member is entitled to all the rights and subject to all the duties of a member of the club provided that

overseas members do not have the right to nominate or be elected as officers or directors of the club.

### **13. Notice of Resignation**

- 13.1 Any member wishing to resign his membership of the club must give notice in writing of his intention to do so addressed to the secretary and deposited at the registered office of the club
- 13.2 Any member resigning their membership in accordance with these articles, or otherwise ceasing to be a member of the club, forfeits all right to or claim upon the club or its property or funds or any return of fees paid and remains liable for any outstanding fees or charges due from him at the date of resignation or cessation.

### **14. Non-payment of subscriptions**

- 14.1 Any member whose annual subscription is unpaid on 31<sup>st</sup> January ceases to be a member of the club and forfeits all rights and claim upon the club and its property unless the directors suspend the operation of this provision, which they may do as regards any particular member on such terms as they determine at their discretion.
- 14.2 Where the directors have resolved in accordance with article 9.2 that the subscription of any particular member may be paid by instalments, this article applies to non-payment of any instalment, substituting the due date of the instalment for 31<sup>st</sup> January

### **15. Expulsion of members**

- 15.1 If the conduct of any member is in the opinion of the directors injurious to the character of the club, or its aims, or objectionable in any respect, that member may be required by the directors to resign, and, if he does not resign within one week, the member may (after he has been given the opportunity to justify or explain his conduct) be expelled by resolution of the directors and then ceases to be a member of the club, and all sums that have been paid by the member are forfeited.
- 15.2 A member expelled under this article may appeal by giving written notice of appeal, supported in writing by not less than 10 full members, to the secretary within 10 working days from the posting of the notice of expulsion
- 15.3 Upon receipt of a notice of appeal a special meeting must be convened within 21 working days and, if that meeting passes a special resolution rescinding the expulsion, then the member must be reinstated as from the date of the resolution.
- 15.4 If any member is convicted on indictment of any criminal offence or is adjudged bankrupt, or makes any composition or arrangement with his

creditors or, being engaged in any profession, is prohibited by the disciplinary body of that profession from continuing to practice that member ipso facto ceases to be a member of the club but any person so ceasing to be a member may be readmitted to membership by the directors at their discretion.

- 15.5 Any member expelled in accordance with these articles, or otherwise ceasing to be a member of the club, forfeits all right to or claim upon the club or its property or funds or any return of fees paid and remains liable for any outstanding fees or charges due from him at the date of expulsion or cessation.

## **16. Rights of members personal**

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

## **17. Annual General Meeting**

- 17.1 The club must hold a general meeting in each year as its annual general meeting in addition to any other meetings in that year, and must specify the meeting as the annual general meeting in the notices calling it.
- 17.2 Not more than 14 months may elapse between the date of one annual general meeting of the company and that of the next.
- 17.3 The annual general meeting must be held at such time and place as the directors appoint.

## **18. Special general meetings**

- 18.1 All general meetings other than annual general meetings must be called special general meetings.
- 18.2 The directors may, whenever they think fit, and must, on a requisition made in writing by at least 50 members or members representing not less than one tenth of the total voting rights of all the members having at the date of deposit of the requisition a right to vote at general meetings, whichever is the lesser, convene a special general meeting.
- 18.3 Any requisition made by the members must state the object of the meeting proposed to be called and must be signed by the requisitionists quoting their membership number together with their address and deposited at the registered office of the club.
- 18.4 On receipt of the requisition the directors must immediately proceed to convene a special general meeting.
- 18.5 If the directors do not proceed to call a meeting within 28 working days from the date of the deposit of the requisition, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may convene such a meeting.

## **19. Notice of meetings**

Accidental omission to give notice of any meeting to, or non-receipt of such notice by, any member does not invalidate the proceedings of that meeting.

## **20. Quorum**

20.1 No business may be transacted at any meeting unless a quorum is present.

20.2 Save as otherwise provided by these articles 8 members personally present is a quorum.

20.3 If within half an hour from the time appointed for the meeting a quorum of members is not present, or, if during a meeting such a quorum ceases to be present,

20.3.1 If the meeting was convened on the requisition of members, it must be dissolved.

20.3.2 In any other case the meeting stands adjourned to such time and place as the directors may determine and, if at the adjourned meeting a quorum of members is not present within half an hour of the time appointed the members present may form a quorum

## **21. Chairman**

21.1 The Chair, and failing him the Vice Chair, must preside as chairman at every general meeting of the club.

21.2 If there is no such chairman, or, if at any meeting he is not present within 15 minutes of the time of holding the meeting, the members present may elect one of their number, who is also a director, to be chairman of the meeting

21.3 If there is no director present, then the members may elect any one of their number to be chairman of the meeting.

## **22. Adjournment**

22.1 The chairman may, with the consent of a meeting at which a quorum is present (and must, if so directed by the meeting), adjourn the meeting from time to time and place to place.

22.2 No business may be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

## **23. Passing of resolutions**

23.1 At any general meeting;



- 23.1.1 A declaration by the chairman that a resolution has been carried. Or carried unanimously, or carried by a particular majority, or lost, or not carried by a particular majority, and
- 23.1.2 An entry to that effect in the book of proceedings of the club

Are conclusive evidence of the fact without proof of the number or proportion of the vote recorded in favour of or against the resolution, unless a poll is demanded by the chairman or by at least 4 members having the right to vote at the meeting or by a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

## **24. Voting rights**

- 24.1 Every member of the club may attend general meetings of the club. Only members may vote at such meetings and overseas-members may not vote on matters appertaining to the management of the facilities as such, including the engagement or dismissal of any staff employed.
- 24.2 No member may vote at any meeting unless all the money then due from him to the club has been paid.
- 24.3 Every member of the club entitled to vote has one vote and no more.

## **25. Proxy voting**

- 25.1 A member may vote either personally or by proxy (whether on a poll vote or otherwise)
- 25.2 A proxy must be appointed in writing under the hand of the appointor
- 25.3 The instrument appointing a proxy must be deposited at the registered office of the club not less than 48 hours before the time of holding the meeting at which the person named in such instrument proposes to vote.
- 25.4 Any instrument appointing a proxy must be in the following form;

National Vintage Tractor & Engine Club (1967) Ltd

I [name] of [address] being a member of the above-named club, appoint [name] of [address], as my proxy to vote in my name and on my behalf at the [annual OR special] general meeting of the club to be held on [date] and at any adjournment.

Dated; [date]

Signature of member; [signature]

Membership number; [number]

Signature of proxy; [signature]

Membership number of proxy; [number]

## **26. Directors**

- 26.1 The directors of the club are the chair, vice chair, treasurer and not less than 3 or more than 9 other members of the club elected as provided in these articles.
- 26.2 50%+1 of the serving directors is a quorum at a directors meeting
- 26.3 The directors may from time to time elect a chairman who in case of equality of votes may have a casting vote.

## **27. Officers**

- 27.1 The Executive officers of the club are the chair, vice-chair, treasurer and secretary, all of whom must be members of the club.
- 27.2 The first officers of the club are
  - H. Morris of 17 Ffordd Celyn, Colomendy Estate, Denbeigh LL16 5UU
  - R. Blenkhorn of 169 Medomsley Road, Consett, Co. Durham, DH8 5HU
  - E. Fox of 39 The Charters, Barlby, Selby, Yorks, YO85JD
  - A. Alcock of 8 Douglas Road, Forest Town, Notts, NG19 0LTand they together with
  - P. Scarborough of 'Eastfields', Eastfield, North Wheatley, Notts, DN22 9BX
  - A. Milestone of 131 Carr Lane, Willerby, Hull, East Riding of Yorks, HU10 6JT
  - J. Porter of 105 Milton Road, Weston Super Mare, North Somerset, BS232UX
  - C. Alcock of 8 Douglas Road, Forest Town, Notts, NG19 0LTare the first directors of the club.
- 27.3 A member may hold more than one office if the directors so decide

## **28. Remuneration**

No director or officer of the club, other than the secretary, may receive any remuneration for his services in the capacity of director or officer but nothing contained in these articles is to prohibit payment by the club of any sum to the secretary for clerical or other assistance.

## **29. Age limits**

All directors and officers shall be over the age of 18 years but there is no age limit for directors or officers

### **30. Retirement of directors**

- 30.1 At every annual general meeting of the club at least 3 directors (other than the secretary) of the club must retire from office.
- 30.2 Retiring directors are eligible for re-election at the same or any other annual general meeting of the club.
- 30.3 The first directors must retire in the following order
  - H. Morris
  - P. Scarborough
  - A. Alcock
  - C. Alcock
  - A. Milestone
  - J. Porter
  - E. Fox
  - R. Blenkhorn
- 30.4 Subject to article 30.3 the directors must retire in order of seniority of election in addition to the directors retiring under article 33.2 and in case of equal seniority the order of retirement must be determined by lot.

### **31. Election of directors**

Subject as provided above, the election of directors, other than the secretary, must take place in the following manner;

- 31.1 Any 2 members of the club may nominate any other member to serve as a director of the club, having previously received his assent.
- 31.2 The name of each member so nominated, together with the names of his proposer and seconder, must be sent in writing signed by all 3 of them to the secretary of the club at least 60 days before the publication of the club magazine, Vaporising, immediately preceding the annual general meeting.
- 31.3 A list of the candidates' names in alphabetical order, with the proposers and seconds names, must be posted in the issue of the club magazine, Vaporising, immediately preceding the annual general meeting
- 31.4 Balloting lists must be prepared (if necessary) containing the names of the candidates only in alphabetical order.
- 31.5 Each member present at the annual general meeting, and qualified to vote, may vote for any number of candidates not exceeding the number of vacancies
- 31.6 If there are only sufficient candidates to fill the available posts, or if there are an insufficient number of candidates, those proposed may be elected by the meeting without a vote

- 31.7 If insufficient candidates are nominated, the directors may elect a member or members to fill the remaining vacancy or vacancies.
- 31.8 If any candidate declines to serve after being elected, the candidate who has the next largest number of votes must be deemed elected.
- 31.9 If 2 or more candidates obtain an equal number of votes, the directors must select by lot from such candidates the candidate or candidates who is or are to be elected.
- 31.10 The Executive Officers of the club shall be elected from the serving directors at the first directors meeting following an annual general meeting.
- 31.11 Non-executive officers and other positions of responsibility shall ordinarily be serving directors of the club but may be ordinary members as the directors may from time to time so direct.

### **32. Appointment of secretary**

- 32.1 The secretary of the club must be appointed by the directors for such term, at such remuneration and upon such conditions as they see fit.
- 32.2 The directors may terminate the secretary's appointment and fill the vacancy in the office

### **33. Casual vacancies**

- 33.1 All casual vacancies arising amongst the directors or officers of the club must be filled by the directors
- 33.2 Any director or any other officer (other than the secretary) appointed to fill a casual vacancy must retire at the following annual general meeting.

### **34. Removal of directors**

The office of director is vacated if;

- 34.1 His membership of the club is terminated in accordance with these articles
- 34.2 He absents himself from meetings of the directors for a continuous period of 6 calendar months without special leave of absence from the other directors
- 34.3 He gives the directors one calendar months' notice in writing that he resigns his office
- 34.4 He is removed by special resolution passed at a general meeting of the club

### **35. Accounts**

- 35.1 The directors of the club must ensure that proper books of account are kept in respect of
  - 35.1.1 All sums of money received and expended by the club and the matters in respect of which the receipts and expenditure take place

#### 35.1.2 The assets and liabilities of the club

- 35.2 The books of account must be kept at the registered office of the club, or such other place or places as the directors think fit, and must always be open to the inspection of the directors
- 35.3 The directors must from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the club, or any of them, are to be open to inspection of members of the club who are not directors.
- 35.4 No member who is not a director has any right to inspect any account or book or document of the club except as conferred by statute or authorised by the directors.

### 36. Presentation of accounts

- 36.1 Once at least in every year the directors must lay before the club in general meeting an account of income and expenditure for the period since the preceding account.
- 36.2 A balance sheet must be made out in every year and laid before the club in general meeting, made up to a date not more than 6 months before such meeting
- 36.3 A copy of the balance sheet must be sent to, or made available to, persons entitled to receive notices of general meetings in the manner in which notices are given under these articles 21 days prior to the meeting
- 36.4 Every account and balance sheet must be accompanied by a report of the directors and the account, report and balance sheet must be signed by 2 directors and countersigned by the secretary

### 37. Powers of directors

- 37.1 The directors of the club may exercise all powers that may be exercised by the club to do anything that may be done by the club, except where under these articles or any statute for the time being in force the power must be exercised or the thing done by the club in a general meeting
- 37.2 The directors may act notwithstanding vacancies
- 37.3 The directors of the club may raise or borrow for the purposes of the club any sum or sums of money either upon mortgage or charge of all or any of the property of the club, whether present or future, or on bonds or debentures secured by trust deed or otherwise or not secured as they may think fit.

### 38. Bylaws

- 38.1 The directors of the club may from time to time make, alter and repeal any bylaws they consider necessary or expedient or convenient for the proper

conduct and management of the club, and in particular, but not exclusively, they may by such bylaws regulate all matters that are commonly subject to club rules.

- 38.2 The directors must adopt whatever means they consider sufficient to bring all bylaws, alterations and repeals to the notice of members of the club
- 38.3 All bylaws, so long as they are in force, are binding on all members of the club
- 38.4 No bylaws may be inconsistent with, or affect or repeal anything contained in, the articles of association of the club, or be in breach of any statutory provision.
- 38.5 Any bylaw may be set aside by a special resolution of a general meeting of the club.

### **39. Delegation**

- 39.1 The directors of the club may delegate any of their powers to a committee or committees appointed by the directors
- 39.2 With the exception of a sub-committee with less than 4 members or one concerned with the purchase for the club, or supply by the club, of alcohol a subcommittee may have up to one-third of its membership from members other than directors.
- 39.3 In the exercise of the powers delegated to it, a committee must conform to any regulations prescribed by the directors,
- 39.4 Any delegation of powers or appointment of a committee may be recalled or revoked by the directors at any time

### **40. Audit**

Each year the accounts shall be verified by an independent competent person who shall produce a balance sheet and present it to the directors.

### **41. Winding-up**

If the club is wound up, whether voluntarily or otherwise, the liquidator may with the sanction of a special resolution of the club or any other sanction required by the Act;

- 41.1 If after the satisfaction of all its debts and liabilities any divisible property whatsoever shall remain it shall not be distributed among the members of the club but shall be transferred to some other such club, association or public body having objects and aims similar to those of the club as may be determined by the directors at or before the time of dissolution
- 41.2 And if and so far as effect cannot be given to such provision then to some charitable object or objects as may be determined by the directors.

### **42. Notices**

- 42.1 A notice may be given by the cub to any member personally, by sending it by post in a prepaid envelope addressed to the member at his registered address
- 42.2 Where a notice is sent by post, service of the notice is deemed to be affected by properly addressing, prepaying and posting a letter containing the notice and is deemed to have been affected at the expiration of 48 hours after the envelope containing it was posted.
- 42.3 Proof of posting shall be obtained from the Post Office where the notice is posted and this shall be sufficient proof that the notice has been correctly served.

### **43. Headings**

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

Signatures of subscribers

H. Morris

R. Blenkhorn

A. Alcock

E. Fox

P. Scarborough

A. Milestone

J. Porter

C. Alcock

Witness to the above signatures

Name;

Address;