MEMORANDUM OF ASSOCIATION
Historic Sports Car Club Ltd

Adopted 31st December 2008

1. The Company's name is "Historic Sports Car Club Ltd".

2. The Company is registered in England and Wales as Company Number 04448259.

3. The Company's objects are: -

   a) A general non profit-making enterprise to arrange social and competitive meetings for the owners of the widest possible range of Historic Post-War Competition Cars and to act in co-operation with other clubs in arranging such meetings. All competitions promoted by the Company shall be held under the General Competition Rules of the Royal Automobile Club, and in accordance with any other requirements of the RAC MSA. Competitions shall be organised by way of Championships and Series as considered appropriate for the individual Historic Post-War Competition Cars concerned.

   b) To maintain a register of Historic Competition Cars.

   c) To encourage owners of Historic Competition Cars to maintain the originality and period specification of their cars.

   d) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.

   e) To acquire by purchase, lease, exchange, hire or otherwise, or to hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in- trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.

   f) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.

   g) To acquire by subscription or otherwise and hold, sell, deal with, make a market in or dispose of any shares, stocks, debentures, debenture stock, or other securities of any kind whatsoever, guaranteed by any company constituted or carrying on business in any part of the world and debentures, debenture stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to exercise and enforce all rights and powers conferred by the ownership thereof.

   h) To receive money on deposit or otherwise either with or without security.

   i) To take any gift or any real or personal property for any one or more of the objects of the Company whether or not subject to any special trust or condition.

   j) To borrow and secure the repayment of money in such manner as the Company may think fit and to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding upon it.

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k) To lend money or advance credit with or without security, upon such terms as the Company may approve, and to guarantee or secure the payment of any moneys or the performance of any obligation by any person or company.

l) To undertake and execute any trust or agency business (whether gratuitously or otherwise) the undertaking whereof may seem desirable whether as being convenient for or conducive to any of the objects of the Company.

m) To take part in the formation, management, supervision or control of the Company and for that purpose and subject to Clause 4 hereof to appoint and remunerate any Professional Advisors, Consultants, experts or agents and to pay all or any expenses incurred in connection with these activities.

n) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

o) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired.

p) To sell, let or dispose of all or any of the property of the Company and to invest and deal with the moneys of the Company not immediately required.

q) To employ experts, consultants and valuers to investigate and examine the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.

r) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of the Company and to acquire, hold or dispose of shares, stocks or securities issued by or any other obligations of any such other company.

s) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, or company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

t) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the business and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

u) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.

v) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, Officers, employees or auditors of the Company against any liability incurred by such persons in respect of any

act or omission in the actual or purported execution and or discharge of their duties and or in the exercise of their powers and or otherwise in relation to their duties, powers or offices in relation to the Company, and to such extent as may be permitted by law or otherwise to indemnify or to exempt any such person against or from any such liability.

w) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents.

x) To do all such other things (whether similar to any of the foregoing or not) as are incidental to or which the Company may think conducive to the above objects or any of them.

PROVIDED ALWAYS that the objects set forth in any sub-clause of this Clause shall not, except when the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary to the objects mentioned in the first sub-clause but the Company shall have full power to exercise all or any of the powers conferred by any parts of this Clause notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this Clause.

4.

a) of the income and property of the Company shall be applied solely towards the promotion of the Objects as set forth in the Memorandum and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to Members of the Company. Provided that nothing in this document shall prevent any payment in good faith by the Company: reasonable and proper remuneration to any Director, Member, Officer, Consultant or Employee of the Company for any services rendered to the Company;

b) of the usual professional charges for business done by any Director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf. Provided that at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

c) of reasonable and proper remuneration for any services rendered to the Company by any Member, Officer or Servant of the Company who is not a Director;

d) of interest on money lent by any Member of the Company or Director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Directors;

e) of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a Member holding not more than 1/100th part of the issued capital of that company;

f) of reasonable and proper rent for premises demised or let by any Member of the Company or a Director;

g) to any Director of reasonable out-of-pocket expenses.

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5. The liability of the Members is limited.

6. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the Company's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

7. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some company or charity having Objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Clause 4 above, chosen by the Members of the Company at or before the time of Dissolution and if that cannot be done then to some other charitable object.

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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

HISTORIC SPORTS CAR CLUB LIMITED (the "Company")

Adopted by special resolution passed on 24th June 2020

Interpretation, objects and limitation of liability

1. Interpretation

1.1 In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006;

Articles: means the Company's articles of association for the time being in force;

Business Day: means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;

Club Rules: means any rules established by the directors from time to time in accordance with article 28

Committee: means the committee of Members as defined from time to time in the Club Rules;

Conflict: means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company;

Director: means a director of the Company;

Eligible Director: means a Director who would be entitled to vote on the matter at a meeting of Directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 12, any Director whose vote is not to be counted in respect of the particular matter);

Interested Director: has the meaning given in article 12.1;

Member: means a person whose name in entered in the Register of Members of the Company and **Membership** shall be construed accordingly;

Memorandum: means the memorandum of association of the Company adopted by the Directors on 31 December 2008, received by Companies House on 13 February 2009 and listed in the Company's filing history at Companies House dated 18 February 2009;

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles;

Nominated Director: means a person nominated in accordance with article 18;

Secretary: means the secretary of the Company and any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.

1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.4 A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly otherwise provided.

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1.5 A reference in these Articles to **writing** or **written** is a reference to the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.6 A reference in these Articles to **electronic form** has the meaning given in section 1168 of the Act.

1.7 A reference in these Articles to a **document** includes, unless otherwise specified, any document sent or supplied in electronic form.

1.8 Unless the context otherwise requires, a reference in these Articles to one gender shall include a reference to the other genders.

1.9 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.

1.10 Any word following the terms **including**, **include**, **in particular**, **for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

1.11 The Model Articles shall not apply to the Company.

2. Memorandum

2.1 The Memorandum shall remain in full force and effect and be incorporated into these Articles from the date of their adoption.

Powers and Responsibilities of Directors

3. Directors' general authority

3.1 Subject to these Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the company.

4. Members' reserve power

4.1 The Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.

4.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

5. Change of company name

5.1 The name of the Company may be changed by a special resolution of the Members or otherwise in accordance with the Act.

Decision making by Directors

6. Directors may delegate

6.1 Subject to these Articles, the Directors may delegate any of the powers which are conferred on them under these Articles

(a) to such person or committee (including the Committee);

(b) by such means (including by power of attorney);

(c) to such an extent;

(d) in relation to such matters or territories; and

(e) on such terms and conditions as they think fit.

6.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

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6.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

7. Unanimous decisions

7.1 A decision of the Directors is taken in accordance with this Article when all Eligible Directors indicate to each other by any means that they share a common view on a matter.

7.2 Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing.

7.3 A decision may not be taken in accordance with this Article if the Eligible Directors would not have formed a quorum at such a meeting.

8. Calling a Directors' meeting

8.1 Any Director may call a Directors' meeting by giving 10 days' notice of the meeting to the Directors or by authorising the Secretary (if any) to give such notice.

8.2 Notice of any Directors' meeting must indicate:

8.2.1 its proposed date and time;

8.2.2 where it is to take place; and

8.2.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

8.3 Notice of a Directors' meeting must be given to each Director but need not be in writing.

9. Participation in Directors' meetings

9.1 Subject to these Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

9.1.1 the meeting has been called and takes place in accordance with these Articles, and

9.1.2 they can each communicate to the others any information or opinions that they have on any particular item of the business of the meeting.

9.2 In determining whether Directors are participating in a directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

9.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

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10. Quorum for Directors' meetings

10.1 Subject to Article 10.2 the quorum for the transaction of business at a meeting of directors is three Eligible Directors which must include two out of the Chief Executive, the Chairman and the Vice-Chairman.

10.2 For the purposes of any meeting (or part of a meeting) held pursuant to article 12 to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s), the quorum for such meeting (or part of a meeting) shall be one Eligible Director.

10.3 If the total number of Directors in office for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

(a) to appoint further Directors; or

(b) to call a general meeting to enable the Members to appoint further Directors.

11. Casting vote

11.1 If the numbers of votes for and against a proposal at a meeting of Directors are equal, the Chairman or other Director chairing the meeting has a casting vote.

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12. Directors' conflicts of interest

12.1 The Directors may, in accordance with the requirements set out in this article, authorise any Conflict proposed to them by any Director which would, if not authorised, involve a Director (an **Interested Director**) breaching his duty to avoid conflicts of interest under section 175 of the Act.

12.2 Any authorisation under this article 12 shall be effective only if:

12.1.1 the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;

12.1.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and

12.1.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.

12.2 Any authorisation of a Conflict under this article 12 may (whether at the time of giving the authorisation or subsequently):

12.2.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;

12.2.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;

12.2.3 provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict;

12.2.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;

12.2.5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a Director of the Company) information that is confidential to a third party, he shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and

12.2.6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the Directors and be excused from reviewing papers prepared by, or for, the Directors to the extent they relate to such matters.

12.2.7 Where the Directors authorise a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the Directors in relation to the Conflict.T

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12.3 The Directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.

12.4 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

12.5 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided that he has declared the nature and extent of his interest in accordance with the requirements of the Act, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:

12.5.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;

12.5.2 shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested;

12.5.3 shall be entitled to vote at a meeting of Directors (or of a committee of the Directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;

12.5.4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director;

12.5.5 may be a Director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and

12.5.6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

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13 Records of decisions to be kept

Where decisions of the Directors are taken by electronic means, such decisions shall be recorded by the Directors in permanent form, so that they may be read with the naked eye.

14 Secretary

14.1 The Directors may appoint any person who is willing to act as the Secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the Directors so decide, appoint a replacement, in each case by a decision of the Directors.

14.2 The Directors may at any time appoint the Secretary, if willing to act, to the office of Director and from time to time remove the Secretary from the office of Director.

Composition of board and appointment of directors

15 The Board

15.1 The board of Directors shall consist of:

15.1.1 the Chairman;

15.1.2 the Vice-Chairman;

15.1.3 the Chief Executive;

15.1.4 the Secretary (if appointed as Director); and

15.1.5 up to four other directors (**Nominated Directors**).

16 Election of Chairman and Vice-Chairman

16.1 The Chairman and Vice-Chairman shall be elected in rotation on alternate years by the Members in accordance with this article 16 for a fixed period of 2 years (**Fixed Term**).

16.2 The election of the Chairman or Vice-Chairman shall take place in March of each year.

16.3 At the end of each Fixed Term, the Chairman or the Vice-Chairman (as applicable) shall retire from office but may, subject to this article 16, offer themselves for re-election.

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16.4 If the Chairman or Vice-Chairman cease to hold office for whatever reason, the Directors shall make arrangements in accordance with article 16.5 for the election of a new Chairman or Vice-Chairman. The new Chairman or Vice-Chairman shall hold office for the remainder of the Fixed Term that the previous incumbent would have held.

16.5 On or in anticipation of the retirement of the Chairman or the Vice-Chairman, the Directors shall make such arrangements (including the time and date) as they see fit in their absolute discretion for the election of a new Chairman or Vice-Chairman (as applicable). For the avoidance of doubt, the election of the Chairman or the Vice-Chairman does not require a general meeting to be called and the Directors may choose to organise the election of the Chairman or the Vice-Chairman solely by electronic means, including but not limited to the use of a secure online portal.

16.6 The Directors shall give Members at least 28 days' notice of the date of an election of a new Chairman or Vice-Chairman.

16.7 Members wishing to stand for the post of Chairman or Vice-Chairman, including an ongoing office-holder offering themselves for re-election, must notify the Directors of their intention no later than 21 days prior to the date of the election, providing details of their proposer and seconder. The Directors may request that the candidates provide further information to assist Members in voting.

16.8 Should the Chair for whatever reason be unable to fulfil their duties the Vice Chair will assume the responsibility of Chair until a new Chair is elected

17 Appointment of Chief Executive

17.1 The Chief Executive shall be appointed by the Chairman and Vice-Chairman in consultation with the board of Directors.

18 Appointment of Nominated Directors

18.1 Under the Club Rules, the Committee may from time to time nominate a Member to act as a Director (**Nominee**).

18.2 The Directors may decide in their absolute discretion to appoint a Nominee as a Nominated Director up to a maximum of four Nominated Directors at any one time.

18.3 Each Nominated Director shall be appointed for a fixed period of 12 months commencing on the 1st January of each year and shall retire from office at the end of that period. An individual who has served as a Nominated Director may without restriction put themselves forward to the Committee for selection to be nominated to act as director for a further period of 12 months.

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19 Termination of Director's appointment

19.1 A person ceases to be a Director as soon as:

19.1.1 that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or he is prohibited by law;

19.1.2 a bankruptcy order is made against that person;

19.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

19.1.4 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;

19.1.5 notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;

19.1.6 that person ceases to be a Member;

19.1.7 that person is convicted of a criminal offence or is serving a suspension directed by the National Court of Motorsport UK (**MSUK**) or has been found to be in breach of an MSUK rule or regulation which in the unanimous opinion of the Directors is so serious as to render that Director unfit for office;

19.1.8 in the case of the Chairman or Vice-Chairman, all of the other Directors unanimously resolve that he cease to be a Director;

19.1.9 in the case of the Chief Executive, a majority of the other Directors (including the Chairman and Vice-Chairman) resolve that he cease to be a Director; or

19.1.10 in the case of the Secretary or each of the Nominated Directors, a majority of the other Directors resolve that he cease to be a Director.

Members: becoming and ceasing to be a member

20 Membership

20.1 The Company shall admit to Membership an individual who:

20.1.1 applies to the Company using the application process approved by the Directors;

20.1.2 is approved by the Directors; and

20.1.3 pays the relevant annual subscription fee.

20.2 The Directors may in their absolute discretion decline to accept any application for Membership and need not give reasons for doing so.

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20.3 The Directors may prescribe criteria for Membership of the Company but shall not be obliged to accept persons fulfilling those criteria as Members.

20.4 All Members must pay to the Company an annual subscription fee to be decided by the Directors from time to time and no Member shall enjoy any of the rights and privileges of Membership (including the right to vote) in any calendar year until they have paid the annual subscription fee for that year.

20.5 The Directors may from time to time establish different classes of Members and set out the different rights and obligations for each class, with such rights and obligations recorded in the Register of Members, and may vary the rights of each class.

21 Withdrawal from Membership

A Member may withdraw from Membership of the Company by giving 7 days' notice to the Company in writing and any person ceasing to be a Member shall be removed from the Register of Members.

22 Expulsion of Member

22.1 The Directors may terminate the Membership of any Member without his consent by giving the Member written notice if, in the reasonable opinion of the Directors, the Member:

22.1.1 engages in conduct (whether inside or outside the activities of the Company) which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the Members and Directors into disrepute; or

22.1.2 has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole; or

22.1.3 has failed to observe the terms of these articles or the club rules.

22.2 The notice to the Member must give the Member the opportunity within 14 days of the notice to state his case in writing or in person at a meeting of Directors as to why his membership should not be terminated. The Member may be accompanied at a meeting in person by another person. The Directors must consider any representations made by the Member within 14 days and inform the Member of their decision within 7 days following such consideration. The decision of the Directors shall be final and binding.

22.3 Following such termination, the Member shall be removed from the Register of Members.

22.4 A Member whose Membership terminates under this Article or Article 21 shall not be entitled to a refund of any subscription or Membership fee.

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Decision making by members

23 General Meetings

23.1 The Company is not required to hold an annual general meeting each year.

23.2 The Directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting for a date not later than eight weeks after receipt of the requisition.

24 Votes of Members

Subject to the Act, at any general meeting:

24.1 every Member who is present in person (or by proxy) shall on a show of hands have one vote, and

24.2 every Member present in person (or by proxy) shall on a poll have one vote.

25 Poll votes

25.1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318(3) of the Act) present and entitled to vote at the meeting.

26 Proxies

26.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which

26.1.1 states the name and address of the member appointing the proxy;

26.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

26.1.3 is authenticated in such manner as the directors may determine; and

26.1.4 is delivered to the company in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.

26.2 The Company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

26.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

26.4 Unless a proxy notice indicates otherwise, it must be treated as:

26.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

26.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

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Administrative arrangements

27 Means of communication to be used

27.1 Subject to these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.

27.2 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

27.2.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);

27.2.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;

27.2.3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and

27.2.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this Article, no account shall be taken of any part of a day that is not a Business Day.

27.3 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

28 Rules

The Directors may establish rules governing matters relating to Company administration that are required from time to time for the effective operation of the Company (for example, the provisions relating to classes of Members, Membership fees and subscriptions and the admission criteria for Members). If there is a conflict between the terms of these Articles and any rules established under this Article, the terms of these Articles shall prevail.

29 Indemnity and insurance

29.1 Subject to Article 29.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

29.1.1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them, any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs; and

29.1.2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 29.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

29.2 This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

29.3 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

29.4 In this article:

29.4.1 a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company; and

29.4.2 a **relevant officer** means any Director of the Company.

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HISTORIC SPORTS CAR CLUB LIMITED

CLUB RULES

Adopted 1st June 2020

Version 6 Amended 19th November 2026

1 Interpretation

1.1 These Rules are made pursuant to the power granted in section 28 of the Articles of Association (**Articles**) of the Historic Sports Car Club Limited.

1.2 In these Rules, unless the context requires otherwise, the following definitions shall apply:

Board shall mean the board of directors of the Club;

Club shall mean the Historic Sports Car Club Limited of Silverstone Towcester Northamptonshire NN12 8TN registered in England and Wales with company number 04448259;

Committee shall mean a committee of Members as established in accordance with Rule 9;

Member shall mean a person whose name is entered in the Register of Members;

Associate Club Membership

The Board may, at its discretion, grant Associate Club Membership to any recognised motor club or association, with or without a membership fee, conferring such limited rights and privileges as the Board may determine from time to time, but excluding any right to vote, participate in the governance of the Club or exercise the rights of Full Members. Such membership may be amended or withdrawn by the Board at any time

Championship shall mean an event or series of events organised for the purpose of establishing the right to an individual or collective title. Recognised by the ASN by the grant of a championship permit where applicable and governed by the provisions of the

Championship regulations and National Competition Rules. MSUK championship permits issued to the HSCC remain the property and intellectual copyright of the club, including the name of the championship.

Series shall mean any series affiliated and registered with the Club. MSUK series permits issued to the HSCC remain the property and intellectual copyright of the club, including the name of the series.

Voting Each person shall be entitled to one vote only in any ballot or election, irrespective of the number of offices, positions or memberships held. No person shall cast more than one vote, save for votes duly authorised to be cast by proxy and any casting vote exercisable by the Chair in the event of an equality of votes

Championship/ Series Chair shall mean a member who has been elected in accordance with Rule 11 to represent their Championship or Series on the Committee.

1.3 These Rules are supplemental to the Articles and in the event of any conflict between the two, the Articles shall prevail.

1.4 Words and expressions which have particular meanings in the Articles shall have the same meanings in these Rules.

1.5 In these Rules, a reference to the singular shall include the plural and vice versa, and a reference to any of the genders shall include all other genders.

2 Name

The Club is called the Historic Sports Car Club Limited.

3 Objects

The objects of the Club are as set out in the Memorandum of Association

4 Membership

4.1 Membership of the Club shall be on application and is subject to the rules and procedures set out in the Articles.

5 Classes of membership

5.1 The Directors may from time to time establish different classes of Members and set out the different rights and obligations for each class, with such rights and obligations recorded in the Register of Members and may vary the rights of each class.

5.2 As at the date of these Rules, there are 7 classes of Membership:

Associate being any Member who is not an Event Member, Racing Member, Official/Marshal Member, Honorary Member or Honorary Life Member.

Associate Club Membership: The Board may, at its discretion, grant Associate Club Membership to any recognised motor club or association, with or without a membership fee, conferring such limited rights and privileges as the Board may determine from time to time, but excluding any right to vote, participate in the governance of the Club or exercise the rights of Full Members. Such membership may be amended or withdrawn by the Board at any time.

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Event being any Member who may participate in one Club racing event per season but shall enjoy all the rights and privileges of Membership.

Honorary being any person upon whom the Board has conferred such honour for a limited period of time, in accordance with Rule 7.1. Honorary Members shall be exempt from the requirement to pay an annual subscription but shall enjoy all the rights and privileges of Membership for such period of time as the Board may determine.

Honorary Life being any person upon whom the Board has conferred such honour for duration of the Member's lifetime, in accordance with Rule 7.1. Honorary life members shall be exempt from the requirement to pay an annual subscription but shall enjoy all rights and privileges of Membership for the duration of their lifetime.

Official/Marshal being any Member who volunteers as an official and/or marshal at Club racing events; and

Racing being any Member who is registered to race at Club events.

6 Subscriptions

6.1 The annual subscription shall be as fixed from time to time by the Board.

6.2 As of 2027 the annual subscriptions are:

6.2.1 £215 for Racing Members;

6.2.2 £105 for Event Members;

6.2.3 £50 for Associate Members; and

6.2.4 £15 for Official/Marshal Members.

6.3 Subscriptions are due on 1st January in every year and shall be payable in advance.

7 Honorary members

7.1 The Board may elect as an Honorary Member, without payment of any (further) subscription any person (whether they are a Member or not) who has in the opinion of the Board:

7.1.1 provided meritorious services to the Club;

7.1.2 and/or any other person whom the Board in their absolute discretion may see fit.

7.2 The Board may at their discretion elect Honorary Members for any period of time, including for the life of that Honorary Member, in which case the Member shall be known as an "**Honorary Life Member**".

7.3 The Board may fix a limit to the number of Honorary Life Members.

8 Complaints

8.1 If a Member has a cause for complaint regarding the Club, the Directors or another member or group of members, they should notify the Board in writing within either 14 days of the incident giving rise to the complaint. or within 14 days of becoming aware of the incident whichever is the later

8.2 If a Member wishes to appeal the eligibility of a car competing under HSCC regulations, that Member must refer the appeal in accordance with the official MSUK regulations outlined in the Judicial Procedures of the MSUK National Competition Rules .

8.3 The Board may consider or delegate a complaint to a sub-committee for review.

8.4 The Directors shall consider the complaint and notify the complainant within 21 days of any action, if any, they intend to take.

8.5 A determination by the Board acting in its absolute discretion is final.

9 Committee

9.1 The Championship/Series Chairs and the Directors shall form a committee (the **Committee**) to represent the Racing Members of the Club.

9.2 The Committee may co-opt other Members (Co-opted Member) by a majority vote to join the Committee for a period of 12 months or, in its sole discretion, remove a Co-opted Member by majority vote .

9.3 All Committee members shall, subject to termination of office by resignation, removal or otherwise, remain in office until the next election for Series Chair or, in the case of Co-opted Members, until the expiry of 12 months from the date of their co-option after which time they shall stand down (unless they have been re-elected).

9.4 Board approval is required for any Member who is not a Racing Member to join the Committee.

9.5 The Committee shall meet quarterly to:

9.5.1 discuss, review and respond to the Business Plans;

9.5.2 raise with the Board any other special matter which the Committee desires to bring before the Board; and

9.5.3 raise any suggestions from the Racing Members for consideration by the Board.

9.6 The **Business Plans** shall comprise the following decisions of the Board regarding:

9.6.1 the direction and shape of the Club including (but not limited to):

(a) sources of growth;

(b) long-term development of the Club calendar;

(c) key events;

(d) the organisation and timing of Championship/Series;

(e) programmes for the improvement of the Club's service to Members; and

9.6.2 the annual recommendation of:

(a) the membership fee;

(b) the brief for the annual calendar;

(c) the Club's key objectives for the year ahead; and

(d) the policy for pricing race entries.

10 Committee meetings

10.1 The Chairman (or in his absence the Vice-Chairman) shall preside at all Committee meetings.

10.2 Notice convening a meeting of the Committee shall be sent to the Committee and Board members not less than 10 days before the meeting and will specify the matters to be dealt with.

10.3 Subject to these Rules, Committee members may participate in a Committee meeting, or part of a Committee meeting, when:

10.4 the meeting has been called and takes place in accordance with these Rules, and

they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

10.5 In determining whether Committee members are participating in a Committee meeting, it is irrelevant where any Committee member is or how they communicate with each other.

10.6 If all the Committee members participating in a Committee meeting are not in the same place, they may decide that the Committee meeting is to be treated as taking place wherever any of them are.

10.7 Where decisions of the Committee are taken by electronic means, such decisions shall be recorded by the Committee in permanent form, so that they may be read with the naked eye.

11 Uncontested Elections

11.1 In the case of an uncontested election for the Chair or Vice Chair where a single candidate has been properly proposed and seconded, the candidate is automatically elected without the need for a formal ballot.

11.2 In the case of an uncontested election for a Championship/Series Chair where a single candidate has been properly proposed and seconded, the candidate shall, having been ratified by the Board, be elected without the need for a formal ballot.

12 Election of Championship or Series Chairs

12.1 The Racing Members of each Championship/Series shall each year elect a Racing Member to act as Chair to represent their respective members for a term commencing on the date of their election. (See Rule 9.3)

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12.2 Elections for Championship/Series Chairs shall be held before 31st October in each year unless agreed otherwise by the Board.

12.3 No Member shall hold more than two Chair positions in total across Championships and Series at any one time.

12.4 A Member who holds two Chair positions under clause 12.3 shall only be entitled to one vote, regardless of the number of Chair positions held.

12.5 The Board may approve a Non-Racing Member to act as Championship/Series Chair.

12.6 The Championship/Series Chair may appoint a proxy approved by a majority of the Board of Directors to act on their behalf if they are unable to attend any meeting.

12.7 Each Championship/Series shall organise and determine the method of election at its discretion but will advise the Board of the method, candidates and results of such an election.

12.7.1 The Racing Members shall be given 14 days' notice of an intended election for the position of Championship/Series Chair

12.7.2 If the position of Chair is contested, the ballot should be held in secret and adjudicated by at least two Members of the Board of Directors.

12.8 No person may stand for election or be elected to the office of Director or Championship/Series Chair who has been convicted of a criminal offence or is serving a suspension directed by the National Court of Motorsport UK (MSUK) or has been found in breach of an MSUK rule or regulation which in the unanimous opinion of the Board, or in the case of a Director in the unanimous opinion of the other Directors, is so serious as to render that person unfit for office.

12.8.1 No person may stand for election or be elected to the office of Director or Championship/Series Chair if they have a pecuniary or business interest which in the majority opinion of the other Directors is incompatible with the position of Championship/Series Chair.

12.9 The Championship/Series Chairs shall, subject to termination of office by resignation, removal or otherwise, remain in office for 12 months, after which time the incumbent Championship/Series Chairs shall stand down (unless they have been re-elected).

12.10 Any Championship/Series Chair may stand for re-election at the end of each twelve-month period of service.

12.11 Only current Racing Members who are formally registered for the relevant Series may vote in elections or propose or second nominees for a Championship/Series Chair.

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12.12 Where the Board has agreed that it will not register a Series or Championship for the following year that Chair's role, responsibilities and rights under the Articles of Association and Club Rules shall terminate after the last event of the year for that series.

12.13 A person ceases to be a Championship/Series Chair as soon as:

12.13.1 Notification is received by the Board that the Championship/Series Chair is resigning from that position, and such resignation has taken effect in accordance with its terms.

12.13.2 That person ceases to be a Racing Member or, if not a racing Member, ceases to be a member.

12.13.3 That person is convicted of a criminal offence or is serving a suspension directed by the National Court of Motorsport UK (**MSUK**) or has been found in breach of an MSUK rule or regulation which in the unanimous opinion of the Directors is so serious as to render that Championship/Series Chair unfit for office.

13 Nominating members to sit on the Board

13.1 In each calendar year a maximum of 4 Committee Members may be selected and recommended by the Committee to act as Directors for the following year (**Nominee**). Each Nominee may be chosen on any date during the year as the Committee sees fit with the term to commence on 1st January of the following year.

13.2 Any Championship/Series Chair or Co-opted Member may put themselves forward to the Committee for selection to be nominated as a director and must be seconded by another Committee Member.

13.3 The organisation of and method of election of Nominees shall be at the discretion of the Committee. For the avoidance of doubt, the election of Nominees does not require a meeting to be called and the Committee may choose to organise the election solely by electronic means, including but not limited to the use of a secure online portal.

13.4 The appointment of Nominees as Directors is subject to a decision of the Board in its absolute discretion.

13.5 If any Nominee is rejected by the Board, the Committee shall elect a substitute Nominee to recommend to the Board in their place.

13.6 No person may be nominated to sit on the Board unless they have attained the age of 18 years.

13.7 No person may be nominated to the Board unless they have served as a Championship/Series chair for a minimum of 2 years. The Board may, in exceptional circumstances under the provisions of rule 13.4, waive this requirement.

14 Use of Club name

14.1 No Member shall publish or claim the name and address of the Club, or of any past or present Member, as his address for any trade, advertising, personal or business purposes or in connection with any legal proceedings.

15 Admittance to HSCC Events

15.1 Notwithstanding the Articles of Association and the MSUK Competition Rules, the Directors may refuse entry to any HSCC-permitted event to **any Member, Driver, Entrant, Preparer, Team Member, Guest, or other individual seeking to participate in or attend the event**. The Directors shall not be required to give reasons for such refusal and the Company shall not be liable for any loss, expense, or other financial consequence arising from such refusal.

16 Vehicle Identification Form (VIF) Policy

16.1 A VIF remains the property of the HSCC and is valid only when issued to, and held by, a current racing member of the club, It may only be transferred to another current racing member with prior approval from the club.

A VIF is intended for use at HSCC events only. Any member wishing to use a VIF to enter a non-HSCC event must obtain prior written permission from the club.

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