

2349485

THURSDAY



RM 29/03/2012 #13  
COMPANIES HOUSE

THE COMPANIES ACT 1985  
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE  
CAPITAL  
ARTICLES OF ASSOCIATION  
OF LAKELAND HISTORIC CAR CLUB LIMITED  
INTERPRETATION

1 In these Articles -

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

"the Articles" means the Articles of the Club. "the Club" means the above-named Club

"the Council" means the Council of Management for the time being of the Club

"Clear Days" in relation to the period of a notice means 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.

"Executed" includes any mode of execution. "Office" means the registered office of the Club. "the Seal" means the common seal of the Club.

"Secretary" means the secretary of the Club or any other person appointed to perform the duties of the secretary of the Club, including a joint, assistant or deputy secretary

"the United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Club

MEMBERS

2 The subscribers to the Memorandum of Association of the Club and such other persons as are admitted to membership in accordance with the Articles shall be members of the Club. No person other than a member at the date of formation of the Club of the unincorporated body known as "LAKELAND HISTORIC CAR CLUB" shall be admitted a member of the Club unless he is approved by the Council. Every person who wishes to become a member shall deliver to the Club an application for membership in such form as the Council may require executed by him

3 A member may at any time withdraw from the Club giving at least seven clear days' notice to the Club. Membership shall not be transferable and shall cease on death

4. Any person aged 18 or over resident within the County of Cumbria (or outside at the discretion of the Council) who shall own either jointly or solely an "Historic Car" (which expression shall include all motor vehicles over 25 years of age and such other motor vehicles as may be specified or approved for this purpose by the Council) or any other person resident as aforesaid who is interested in the objects of the Club shall be qualified to be admitted as a member of the Club

5 The Council may at a meeting convened for the purpose call upon a member of the Club to give an explanation for any conduct in relation to the affairs of the Club or otherwise and may thereafter in its sole discretion ask for the resignation of or expel such member if in the opinion of the Council he/she has been guilty of conduct that is prejudicial to the interests of the Club.

6 The Council may from time to time formulate or draw up and thereafter amend or otherwise alter rules relating to any subscription be it of an annual or recurring nature or otherwise which members shall be required to pay to the Club as a condition of membership or of continuing membership of the Club and such rules may provide for the expulsion of a member from the Club or for deletion of a member's name from the Register of Members in the event of a member making default in the payment of any such subscription Provided that any such rules or subsequent amendment or alteration thereof shall only be valid and take effect after the same have been approved by a special resolution of the Club in General Meeting

#### GENERAL MEETINGS

7 The Club shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and that so long as the Club holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year

8. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

9 The Council may call General Meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition If there are not within the United Kingdom sufficient members of the Council to call a General Meeting, any member of Council or any member of the Club may call a General Meeting

#### NOTICE OF GENERAL MEETINGS

10. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution or a resolution appointing a person as a member of the Council shall be called by at least twenty-one clear day's notice All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed -

(a) in the case of an Annual General Meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the members of the Council and auditors.

11. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

#### PROCEEDINGS AT GENERAL MEETINGS

12. No business shall be transacted at any meeting unless a quorum is present. 15 persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum

13 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 income and expenditure account and balance sheet, and the reports of the Council and of the auditors. the election of members of the Council in place of those retiring, and the appointment of. and fixing of the remuneration of the auditors.

14 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time or place, or at such other place as the Chairman may appoint, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum

15 The Chairman of the Club shall preside as chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Club who shall be present to preside

16 The Chairman, may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting

17. A resolution put to the vote of a 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 duly demanded. Subject to the provisions of the Act, a poll may be demanded -

- (a) by the Chairman; or
  - (b) by at least two members having the right to vote at the meeting, or
  - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting,
- and a demand by a person as proxy for a member shall be the same as a demand by the member

18. Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution

19. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

20. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. 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 in addition to any other vote he may have.

22. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. 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.

23. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the 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.

24. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members

#### VOTES OF MEMBERS

25. On a show of hands and on a poll every member present in person or by proxy shall have one vote.

26. 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.

27. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve):-

I/We,

of

being a member/members of the Club hereby appoint

of

or failing him, of

as my/our proxy to vote in my/our name(s) and on my/our behalf at the Annual/Extraordinary General Meeting of the Club to be held on 19 .

and at any adjournment thereof

Signed on

19 ."

28 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve) -

I/We,

of

being a member/members of the Club hereby appoint

of

or failing him of

as my/our proxy to vote in my/our name(s) and on my/our behalf at the Annual/Extraordinary General Meeting of the Club, to be held on 19 , and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows.

Resolution No 1 \*for \* against

Resolution No.2 \*for \*against

\* Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this      day of                      19      "

29 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council may -

(a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Club in relation to the 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 but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman or to the secretary or to any member of the Council; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

30. A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Club at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

#### COUNCIL OF MANAGEMENT

31. The Officers of the Club shall consist of the President (if elected), Chairman, Vice-Chairman, Events Secretary, Membership Secretary, Treasurer, Newsletter Editor and Web Officer, all of whom may be directors of Lakeland Historic Car Club Limited except for the Chairman, Vice-Chairman and Treasurer

who must be directors, up to a maximum of 7 directors Directors are responsible for the legal and financial management of Lakeland Historic Car Club Limited.

32 Until otherwise determined by the Club in General Meeting the Council shall consist of the Officers of the Club as hereinbefore defined and not less than three nor more than twelve members

33. The first Officers and Council members of the Club shall be the Officers and Committee members of the "LAKELAND HISTORIC CAR CLUB" at the date on which the undertaking thereof is taken over by the Club who are for the avoidance of doubt the persons named in the Statement delivered under Section 10 of the Companies Act 1985

#### POWERS OF THE COUNCIL

34. Subject to the provisions of the Act, the Memorandum and these Articles and to any directions given by special resolution, the business of the Club shall be managed by the Council who may exercise all the powers of the Club No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Council by these Articles and a meeting of Council at which a quorum is present may exercise all powers exercisable by the Council

35. The Council may, by power of attorney or otherwise, appoint any person to be the agent of the Club for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers

#### DELEGATION OF THE POWERS OF THE COUNCIL

36 The Council may delegate any of their powers to any committee consisting of one or more members of the Council. Any such delegation may be made subject to any conditions the Council may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by these Articles regulating the proceedings of the Council so far as they are capable of applying.

#### APPOINTMENT AND RETIREMENT OF MEMBERS OF THE COUNCIL

37 At the first Annual General Meeting of the Club and at the Annual General Meeting to be held in every subsequent year the Officers and the members of the Council for the time being shall retire from office and new Officers and members of the Council shall be elected but the retiring members shall be eligible for re-election

38. The Officers and members of the Committee shall be nominated to such posts by a member of the Club and seconded by another member in writing, such nominations to be delivered to the Club Secretary by or at the last council meeting prior to the AGM Verbal nominations for places on the Committee only will be accepted at the A G M

39 The Officers and members of the Council shall be elected by simple majority of those members present in accordance with these Articles and the provisions for voting by proxy shall not apply

40 The members of the Council shall have power from time to time and at any time to appoint any other persons to be members of the Council but so that the total number of members of the Council shall not at any time exceed the maximum

number, fixed as above, and so that no such appointment shall be effective unless two thirds of the members of the Council in the United Kingdom concur therein.

41. No member of the Council shall vacate or be required to vacate his office on or by reason of his attaining or having attained the age of seventy or any other age, and such member retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a member of the Council shall be capable of being appointed or re-appointed notwithstanding that he has attained the age of seventy and no special notice need be given of any resolution for the appointment or re-appointment as a member of the Council of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members of the Club notice of the age of any member of the Council or person proposed to be appointed or re-appointed as such

42. No person who is not a member of the Club shall in any circumstances be eligible to hold office as a member of the Council.

43. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Club, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

44. The office of a member of the Council shall be vacated if -

- (a) he ceases to be an officer of the Club by virtue of any provision of the Act or he becomes prohibited by law from being an officer of the Club, or
- (b) whilst holding the position of an Officer of the Club he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) he is, or may be, suffering from mental disorder and either -
  - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, and application for admission under the Mental Health (Scotland) Act 1960; or
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect of his property or affairs, or
- (d) he resigns his office by notice to the Club, or
- (e) Fails to attend Council of Management meetings without due cause

#### PROCEEDINGS OF THE COUNCIL

45 The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

46 A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council

who is absent from the United Kingdom shall not be entitled to notice of a meeting

47. The elected Chairman of the Club shall be entitled to preside at all meetings of the Council at which he shall be present, and in his absence the Vice-Chairman but if neither of them is present within five minutes after the time appointed for holding the meeting and willing to preside. the members of the Council present shall choose one of their number to be Chairman of the meeting

48 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles for the time being vested in the Council generally

49. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council

50. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted

#### COMPANY SECRETARY & CLUB SECRETARY

51 Subject to the provisions of the Act, the company secretary and club secretary shall both be appointed by the Council for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. The Company Secretary shall report biannually to the Council on the status of the company at Companies House

#### MINUTES

52 The Council shall cause minutes to be kept in hard copy form by the Club Secretary and reviewed annually prior to the AGM -

- (a) of all appointments of officers made by the Council; and
- (b) of all proceedings at meetings of the Club, and of the Council, and of committees of the Council, including the names of the the members of the Council present at each such meeting

#### THE SEAL

53 The seal shall only be used by the authority of the Council who may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Council and by the secretary or by a second member of the Council

#### ACCOUNTS

54. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Club except as conferred by statute or authorised by the Council or by ordinary resolution of the Club



## NOTICES

55 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Council need not be in writing.

56. The Club may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Club an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Club

57. A member present, either in person or by proxy, at any meeting of the Club shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called

58 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

## DISSOLUTION

59 Clauses 4 and 7 of the Memorandum of Association relating to the winding up or dissolution of the Club shall have effect and be observed as if the provisions thereof were repeated in these Articles

## INDEMNITY

60. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Council may otherwise be entitled, every member of the Council or other officer or auditor of the Club shall be indemnified out of the assets of the Club 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 Club.

## RULES AND BYE-LAWS

61 The Club shall have power from time to time to make, alter and repeal all such Rules or Bye-Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Club and may include therein provisions defining privileges and benefits accruing to members the admission and retirement of members and the conditions attached thereto and the basis on which such privileges and benefits may be terminated, and the subscriptions and entrance or other fees payable, and shall adopt such means as they deem sufficient to bring to the notice of the members of the Club all such Rules or Bye-Laws, alterations, and repeals, and all such Rules or Bye-Laws so long as they shall be in force shall be binding upon all members of the Club. Provided nevertheless that no Rule or Bye-Law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Club and that any Rule or Bye-Law may be set aside by a Special Resolution of a General Meeting of the Club

NAMES AND ADDRESSES OF SUBSCRIBERS

GUY FREDERICK WILKINSON,  
"ROBIN HILL"  
SILVERDALE,  
CARNFORTH,  
LANCASHIRE

FREDERICK BENSON WOOD,  
7 TARN CLOSE,  
STORTH,  
MILNTHORPE,  
CUMBRIA

CHARLES KEITH ALCOCK,  
"DODDS HOWE"  
CROSTHWAITE,  
KENDAL,  
CUMBRIA

JACK CONNELL,  
"FOX ROCK"  
QUEENS DRIVE,  
WINDERMERE,  
CUMBRIA

SHAUN PRATT,  
"CHIMNEY POTTS"  
89 SEDBERGH ROAD,  
KENDAL,  
CUMBRIA

DAVID MICHAEL SHANKLEY,  
1 UNDERLEY HILL,  
KENDAL,  
CUMBRIA

Dated the 1st day of February, 1989 Witness to the above Signatures -

G. R. ASHTON,  
MAIN STREET,  
GRANGE OVER SANDS,  
CUMBRIA.