

Articles of Association
of
Maserati Club Limited

Registered Company 07904247

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

DEFINED TERMS

In the articles, unless the context requires otherwise:

“Administrator”	has the meaning given in article 12;
“articles”	means the Club’s Articles of Association;
“Associate Member”	has the meaning given in article 16 (b) and in section 112 of the Companies Act 2006;
“bankruptcy”	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
“Board Member”	or “Directors” means a Board Member of the Club, and includes any person occupying the position of Board Member, by whatever name called;
“Chairman”	has the meaning given in article 9;
“the Club”	shall mean the Maserati Club Limited;
“Club Assets”	shall mean those assets belonging to the Club including the Archive, the Library, the Event Equipment, the Website and any other assets the Club may acquire;
“Committee”	has the meaning given in article 13;
“Companies Acts”	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Club;
“document”	includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form”	has the meaning given in section 1168 of the Companies Act 2006;
“Honorary Member”	has the meaning given in article 16 (c) and in section 112 of the Companies Act 2006;
“Member”	has the meaning given in article 16 (a) and in section 112 of the Companies Act 2006;
“Secretary”	has the meaning given in article 10;
“Subscription”	shall mean that annual membership fee to be paid by members as a condition of membership;
“Temporary Member”	has the meaning given in article 16 (d);
“Treasurer”	has the meaning given in article 11;

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

LIABILITY OF MEMBERS

1. The liability of each Member is limited to £1 being the amount that each Member undertakes to contribute to the assets of the Club in the event of it being wound up whilst a member or within one year after membership has ceased.

OBJECTS

2. The Club is established for the following objects:
 - a. To promote and maintain the Maserati marque.
 - b. To promote the sport and pastime of motoring, touring, racing, hill climbs, competitions, sprints, trials and all matters incidental thereto and, where applicable, in accordance with the Rules of the Motor Sports Association.
 - c. To encourage the interchange of knowledge of the cars, their maintenance and of spare parts availability.
 - d. To acquire, hold, maintain and administer the Club Assets, any land or property as may be deemed by the Club likely to benefit, directly or indirectly the interests of the Club.
 - e. To do all such other things as may seem to the Club to be incidental to or conducive to the attainment of the above objects or any of them.

PART 2
BOARD MEMBERS

CONSTITUTION AND APPOINTMENT OF THE BOARD

3. The Board shall consist of a maximum of three members who shall be the Chairman, Treasurer and Secretary.
4. Any Member who is permitted by law may be elected a Board Member.
5. Election of Board Members
 - a. Board Members shall be elected by Ordinary Resolution to the post of Chairman, Treasurer and Secretary at the Annual General Meeting in accordance with (6) below.
 - b. In the event of a vacancy between Annual General Meetings the Board Members may co-opt a member to fill the vacancy until the following Annual General Meeting when the co-opted Member may stand for election to the vacant office.
 - c. No member of the Board shall hold more than one office.
 - d. The term of a Board Member shall be 3 years.
 - e. No member of the Board shall hold office for more than nine years or three terms.
6. Retirement of Board Members by Rotation
 - a. At every Annual General Meeting any Board Member who has been co-opted after the previous Annual

General Meeting shall offer themselves for election.

- b. At every Annual General Meeting any Board Member not appointed or re-appointed at one of the preceding two Annual General Meetings must retire from office and may offer themselves for re-election.

7. Termination of Board Members Appointment

- a. A person ceases to be a Board Member as soon as:
 - i. That person ceases to be a Board Member by virtue of any provision of the Companies Act 2006 or is prohibited from being a Board Member by law; or
 - ii. A bankruptcy order is made against that person; or
 - iii. An arrangement is made with that person's creditors generally in satisfaction of that person's debts; or
 - iv. A registered medical practitioner who is treating that person gives a written opinion to a Board Member stating that that person has become physically or mentally incapable of acting as a Board Member and may remain so for more than three months; or
 - v. By reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
 - vi. Notification is received by the Club from the Board Member that the Board Member is resigning from office, and such resignation has

- taken effect in accordance with its terms; or
- vii. That person is no longer a Member of the Club;
or
- viii. That person has served the maximum term as
a Board Member (see 5e).

DUTIES OF THE BOARD

8. The Board

- a. The Board Members are responsible for the management of the Club's business for which purpose they may exercise all the powers of the Club.
- b. Meetings of the Board shall take place with such frequency as the Board shall decide but not less than four times in any year.
- c. The quorum for a Board Meeting shall be at least two Board members.
- d. If the total number of Board Members for the time being is less than three, the Board Members must not make any decision other than to:
 - i. appoint a further Board Member; and
 - ii. call a General Meeting to enable the Members to appoint a further Board Member or Members.

The specific duties of the Board shall be:

- e. To appoint a Club Committee with powers to facilitate the day to day running of the Club.
- f. To exceptionally consider applications for membership.
- g. To nominate the Events Co-ordinator and Editors of the Trident magazine, the Club Newsletter and the Website.

- h. To submit the Annual Report to the Members of the Club at the Annual General Meeting.
- i. To arbitrate in any dispute by Members concerning the Club.
- j. To ensure compliance with current legal legislation and regulation.
- k. For new legislation and regulation to be implemented within the following year to ensure implementation and compliance.
- l. Each year, the Board, supported by the Committee, will be responsible for preparing a risk assessment of the Club.

9. Chairman. The Chairman shall be responsible for:

- a. Chairing all Board and Committee meetings.
- b. Appointing an alternative Chair if the Chairman cannot attend a Board or Committee meeting. Or if after ten minutes from the start time the Chairman has not arrived then the Secretary shall Chair the meeting and in the absence of the Secretary then the Treasurer shall Chair.

10. The Secretary. The Secretary shall be responsible for:

- a. The calling and scheduling of Board and Committee Meetings and the Annual General Meeting.
- b. The timely issuance and distribution of such agenda and other papers as are required for Board and Committee Meetings.
- c. The timely issuance of the Notice of the AGM, minutes of the previous AGM, invitations to stand for office and

notice of any resolutions to be put to the AGM the agenda and any other relevant papers or documentation.

- d. At the AGM, issuing any ballot papers and recording any votes that may be taken.
- e. Maintaining contact and/or membership of associated or nominated organisations as may be required by the Board.
- f. Maintaining a record of any other information relating to membership, Companies House records or Maserati Italy records as may be required by the Board.
- g. Liaising with the Club Administrator with respect to formal notifications to Members.
- h. The outgoing Secretary shall ensure the control of the company records pass to the incoming Secretary.

11. The Treasurer. The Treasurer shall be responsible for:

- a. Maintaining a complete and accurate account of all subscriptions received from Members together with donations and other payments and to issue receipts for these payments when appropriate.
- b. Holding, investing and the banking of all Club funds.
- c. Making payments when agreed by the Committee.
- d. Preparing a statement of accounts up to and including 31 December each year and appointing an accountant to prepare the statutory accounts.
- e. Presenting to the AGM the statutory accounts of the Club for the previous calendar year together with a report thereon.
- f. Arranging for the holding of all financial records of the Club for the previous six years including all working

papers, computations, stock valuations, depreciation calculations and all supporting papers and documents used to prepare the annual accounts.

- g. The outgoing Treasurer shall ensure that control of these records passes to the incoming Treasurer.

12. The Administrator. The Administrator will be responsible for:

- a. Keeping the minutes of all meetings of the Club Board, Committee and the Annual General Meeting of the Members.
- b. Maintaining a record containing the names, contact details and subscription payments of all members of the Club in a form and by a method agreed by the Board.
- c. The Administrator shall attend all business meetings of the Board and Committee as required but shall not be a Board Member nor have any voting rights.
- d. At the AGM compiling a register of Members attending.
- e. The Administrator shall be paid an honorarium to be agreed annually by the Board.
- f. The outgoing Administrator shall ensure that control of the Club records and documentation including electronic form passes to the incoming Administrator.

THE COMMITTEE

13. In addition to such roles and responsibilities that the Board directs from time to time; The Committee:
 - a. Is responsible for the day to day management of the Club, the Club's strategy, the allocation of Club resources and the monitoring of all aspects of the performance of the Club.
 - b. The Committee shall consist of the following Members
 - i. the President
 - ii. the Vice President
 - iii. the Chairman
 - iv. the Secretary
 - v. the Treasurer
 - vi. the Editor and/or Associate Editor of Trident
 - vii. the Editor of the Newsletter
 - viii. the Website Editor
 - ix. the Events Co-ordinator
 - x. up to four other Members of the Club
 - c. The Committee Members, other than members of the Board, the President and Vice President shall be elected by Ordinary Resolution at the Annual General Meeting.
 - d. The President and Vice President shall be elected by Ordinary Resolution at the Annual General Meeting and shall hold office for five years. They may offer themselves for re-election if they so wish.
 - e. In the event of a vacancy between Annual General Meetings the Board Members may co-opt a member to fill the vacancy until the following AGM.
 - f. No member of the Committee shall hold office for more than three years unless re-elected at the AGM.

- g. Meetings of the Committee shall take place at such frequency as the Committee shall decide but no less than four times in a calendar year.
- h. The quorum for Committee Meetings shall be four members comprising at least two Board Members and an equal number of Committee Members not including the President and Vice President.

14. Retirement of Committee Members by Rotation

- a. At every Annual General Meeting any Committee Member who has been co-opted after the previous Annual General Meeting shall offer themselves for re-election.
- b. At every Annual General Meeting any Committee Member not elected or re-elected at one of the preceding three Annual General Meeting must retire from office and may offer themselves for re-election subject to 13.c.

15. Board and Committee Member's Remuneration and Expenses

- a. Neither Board Members or Committee Members will be remunerated for any services they undertake on behalf of the Club. The Treasurer may be awarded an honorarium, payable monthly, by the Board.
- b. The Club may pay any reasonable expenses which the Board or Committee Members properly incur in connection with their work for the Club except for travelling and subsistence expenses.

PART 3

MEMBERS

MEMBERSHIP

16. Members, Associate Members, Honorary Members and Temporary Members:
- a. The Members of the Club are the active and paid up members as recorded in the Club's records at the time of the AGM and any additional members that register to be members during each year between the AGMs as per the membership registration form prescribed by the Board Members as managed by The Administrator.
 - b. The Associate Members are the active and paid up spouse/partners of the Members as recorded in the Club's records at the time of the AGM and any additional associate members that register during each year between the AGMs as per the associate membership registration form prescribed by the Board Members as managed by The Administrator.
 - c. The Honorary Members of the Club are those members who have recognised by the Club for services to the marque.
 - d. The Temporary Members of the Club are members of overseas clubs attending Club events.

APPLICATIONS OF MEMBERSHIP

17. Membership of the Club is open to all persons interested in the promotion of the sport and pastime of motoring as set out in para 2. No person shall become a Member of the Club unless:
- a. That person has completed an application for Membership in a manner approved by the Committee.

- b. The person has paid the Joining Fee and Subscription.
- c. The Committee reserve the right to approve applications for membership.
- d. Every new member shall have access to a copy of the Articles and all members must comply with the Articles.

TERMINATION OF MEMBERSHIP

18. Membership will cease:

- a. Should a Member resign from the Club.
- b. Upon the death of a Member.
- c. Should a Member fail to pay the annual subscription within four months of their annual renewal date in any year then that Member will be regarded as having resigned from the Club.
- d. The Committee may at its absolute discretion suspend or terminate the membership rights or membership of any Member who has or is alleged to have breached the Articles of the Club. The Secretary will issue a letter confirming the termination of membership and the reasons within 14 days of the Committee decision.
- e. Membership cannot be transferred.

SUBSCRIPTIONS

19. In regard to Subscriptions:

- a. The level of Subscription shall be decided annually by the Committee. If the level varies from that of the previous year then the variation must be approved by the Members at the Annual General Meeting.
- b. Any change in Subscription shall take effect at the start of the year following such change.

- c. Subscriptions shall be payable in January or the anniversary of their membership.

ANNUAL GENERAL MEETING AND GENERAL MEETINGS

20. In regard to Annual General Meetings and General Meetings:
- a. An Annual General Meeting (AGM) shall be held once in every calendar year, as soon as may be reasonably convenient after the first day of January and in any event no later than the last day of June.
 - b. The Board shall circulate notice of the AGM or General Meeting giving a date, start time and venue no less than 28 days before the date set for the meeting.
 - c. Nominations for office and resolutions for consideration at the AGM must be in the hands of the Secretary at least 28 days before the date of the meeting.
 - d. The agenda for the meeting together with the statutory accounts will be circulated/available (on-line) to members 14 days before the date of the meeting.
 - e. The quorum required for the AGM or for a General Meeting shall be 12 members.
 - f. Members, Associate Members and Honorary Members have voting rights at the AGM and General Meeting. Temporary Members do not have voting rights at the AGM and General Meeting.
 - g. The Board Members may make whatever arrangements they consider appropriate to enable those with voting rights attending an AGM or General Meeting to exercise their rights to speak or vote at it. A simple majority of members present and voting at the AGM or at a General meeting shall be sufficient to pass any

resolution.

- h. A secret ballot on a resolution may be demanded / granted by a member of the Board or Committee or by a request by five or more Members present at the meeting. The poll shall be taken before the meeting moves to the next item on the Agenda.

PART 4

ADMINISTRATIVE ARRANGEMENTS

MEANS OF COMMUNICATION

21. Subject to the articles, anything sent or supplied by or to the Club under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Club.
22. Subject to the articles, any notice or document to be sent or supplied to a Board Member in connection with the taking of decisions by Board Members may also be sent or supplied by the means by which that Board Member has asked to be sent or supplied with such notices or documents for the time being.
23. A Board Member may agree with the Club that notices or documents sent to that Board Member in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

NO RIGHT TO INSPECT ACCOUNTS & OTHER RECORDS

24. Except as provided by law or authorised by the Board Members or an ordinary resolution of the Club, no person is entitled to inspect any of the Club's accounting records or documents merely by virtue of being a Member. Members will have access to their personal data/records via the Club Website or the Club Administrator.

PART 5

BOARD MEMBERS' INDEMNITY AND INSURANCE

INDEMNITY

25. Subject to paragraph (2), a relevant Board Member or Club Committee Member of the Club may be indemnified out of the Club's assets against:
- a. Any liability incurred by that Board Member in connection with any negligence, default, breach of duty or breach of trust in relation to the Club or an associated Club; and/or
 - b. Any other liability incurred by that Board Member as an officer of the Club or an associated Club.
26. This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
27. In this article:
- a. Clubs are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
 - b. a "relevant Board Member" means any Board Member or former Board Member of the Club or an associated Club.

INSURANCE

28. The Board Members may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant Board Member and Club Committee Member in respect of any relevant loss and for the protection of the Club Assets.

29. In this article:

- a. A “relevant Board Member and Club Committee Member” means any such Member or former Member of the Board or Club Committee of the Club or an associated Club; and
- b. A “relevant loss” means any loss or liability which has been or may be incurred by a relevant Board Member or Club Committee Member in connection with that Member’s duties or powers in relation to the Club, any associated Club; and
- c. Clubs are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- d. Club Assets are as agreed by the Board.

END OF ARTICLES