

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION
OF
THE TRIUMPH 2000 REGISTER LIMITED**

INTERPRETATION

1. In these articles "the Act" means The Companies Act 2006. "The Register" means the Triumph 2000 Register Limited. "Secretary" means any person appointed to perform the duties of the Secretary of the Company. "The Board" means the Board of Directors.
2. Expressions referring to writing shall be construed as including reference to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
3. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Register.

OBJECTS

4. The Register is established for the purposes expressed in the Memorandum of Association, which are:
 - a. to further the appreciation and preservation of the Triumph 2000/2500/2.5 range of cars
 - b. to provide Members with information, advice and assistance on matters connected with motoring
 - c. to afford Members such benefits and privileges as it may be possible to arrange
 - d. to arrange tours, lectures, discussions, social and other meetings
 - e. to promote interest in motoring and motor sport
 - f. to establish, promote or assist in the establishing or promoting, and to subscribe to or become a Member of any other associations or clubs whose benefits are similar or in part similar to the objects of the Register, or the establishment or promotion of which may be beneficial to the Register. Provided that no subscription may be paid to any other such association or club except bona fide in furtherance of the objects of the Register
 - g. to do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them.

MEMBERSHIP

5. The number of Members, which the Register proposes to be registered, is 1,250 but the Board may, whenever the business of the Register requires it, register an increase of Members.
6. Any person who is the owner of or has an interest in the Triumph 2000/2500/2.5 cars in any of their forms and variations shall be eligible for Membership. The Membership shall consist of (a) Ordinary Members, (b) Honorary Members, and (c) Family Members.

MEMBERS

7. Ordinary Members shall be admitted in accordance with Article 10.
8. Honorary Members shall be elected by The Board by simple majority and for a period of time to be determined by the Board. Members may submit nominations, which shall be supported by no less than one other Member in writing for election.
9. Family Members shall be relatives of or the partner of a Member resident at the same address. They shall not be entitled to receive copies of the Register magazine or such other publications that the Register may produce.

APPLICATION FOR MEMBERSHIP

10. Every application for Ordinary or Family Membership shall be made in writing in such form as the Board may from time to time prescribe. Every application shall be accompanied by a payment to cover any joining fee and the first annual subscription. The application will be considered and normally decided by the Membership Secretary who may refer any application for consideration by the Board. The Board may in their absolute discretion grant or reject the application without giving any reason. Membership of the Register shall begin on the first day of the month in which the application is accepted. Every new Member shall receive a copy of the Articles of Association.

JOINING FEE AND SUBSCRIPTIONS

11. The joining fee and annual subscriptions payable by Ordinary and Family Members of the Register shall be decided in a General Meeting providing that the Board may decide an increase in the interim. The subscription payable by a Member resident overseas shall reflect the additional cost of postage. No Member shall be entitled to any of the privileges of membership so long as any fee or subscription is unpaid. Any Member who has not paid their annual subscription within two months of the date it becomes due shall cease to be a Member.
12. All joining fees and annual subscriptions are non-refundable.

RESIGNATION FROM THE REGISTER

13. Any Member, not being a Director or the President, who wishes to resign their membership shall do so by giving notice in writing to the Membership Secretary and, on receipt of such notice, shall be taken off the List of Members. Any Member, who is also a Director or the President, who wishes to resign their membership shall do so by giving one month's notice in writing to the Chairman and, unless the notice is withdrawn before it expires, shall at the end of the notice period be taken off the List of Members.

Any Member who resigns or otherwise ceases to be a Member and subsequently re-applies for membership shall be liable to pay the joining fee.

EXPULSION OF A MEMBER

14. The Board shall be empowered to invite, by recorded delivery letter setting out its reasons, any Member to resign from membership of the Register within a time specified in the letter, and in default of such resignation, the Secretary shall submit the question of their expulsion to a meeting of the Board to be held within twelve weeks after the date of the letter. The Board shall be given at least seven days notice that a question of expulsion is to be discussed at a meeting of the Board. The Member whose expulsion is under consideration shall be given at least seven days notice of such a meeting and shall be allowed to offer an explanation of the matters being addressed by the Board verbally or in writing. If two-thirds of the Directors present then vote for their expulsion they shall immediately cease to be a Member.
15. Any Member expelled in accordance with these Articles or otherwise ceasing to be a Member of the Register shall forfeit all claims upon the Register or its property and funds.

USE OF NAME AND ADDRESS OF THE REGISTER

16. The name, logo and address of the Register shall only be used in connection with such business of the Register as the Board shall approve.

ANNUAL GENERAL MEETINGS

17. The Register shall hold its Annual General Meeting at such time and place as the Directors shall decide. Not more than 15 months shall elapse between one Annual General Meeting of the Register and the next.
18. The Annual General Meeting of the Register shall:

Receive from the Treasurer a full statement of accounts showing the income and expenditure for the year ending the previous 31st December

Receive a report from the Directors of the activities of the Register during the same year

Elect the Board of Directors, all of whom must be Members of the Register entitled to vote at the meeting

Decide upon any resolution presented to the meeting in accordance with Article 22.

EXTRAORDINARY GENERAL MEETINGS

19. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings. The Board may convene an Extraordinary General Meeting.
20. An Extraordinary General Meeting may be convened on a requisition to the Secretary stating the business for which the Extraordinary General Meeting is required and signed by not less than 15 Members. If the meeting so requisitioned is not convened within twenty-eight days the said 15 may convene such a meeting and their reasonable expenses of requisitioning and convening such a meeting shall be paid by the Register.

NOTICE OF GENERAL MEETINGS

21. At least twenty-one days' notice shall be given for all General Meetings, normally through the magazine, but the non-receipt of such notice by any Member shall not invalidate the proceedings. Such notice shall include the date for the publication of the Agenda, which shall be at least seven days before the date of the General Meeting.

AGENDA

22. When the Members wish a matter to be discussed at a General Meeting, the text of such matter, signed by at least two Members, shall be received by the Secretary at least seven days before the date of the publication of the Agenda.

RIGHT TO BE PRESENT

23. No one may take part in a General Meeting unless they have been duly accepted as a Member of the Register, have paid their subscription in accordance with these Articles and have not subsequently resigned or been expelled.

PROCEEDINGS AT GENERAL MEETINGS

24. All business shall be deemed special except the consideration at an Annual General Meeting of the items set out in Article 18 above. No business shall be transacted at a General Meeting unless a quorum of Members is present. Fifteen Members personally present shall be a quorum. Exceptionally, the Chairman may direct a virtual meeting to be held. Should this be the case, a participant in such a meeting shall be considered to be personally present.
25. If within half an hour from the time appointed for the meeting a quorum of Members is not present, the meeting if convened on the requisition of Members shall be dissolved; in any other case it shall stand adjourned until an alternative date is fixed by the Board. If at the adjourned Meeting a quorum of Members is not present with half an hour of the time appointed for the meeting, the Members present shall be a quorum.
26. The Chairman and failing him another Director appointed by the Board shall preside as Chairman at every General Meeting of the Register.
27. Every person with a right to be present at a General Meeting may exercise one vote. In the case of an equality of votes the Chairman shall have a second or casting vote. A simple majority of votes will decide a resolution.
28. At any General Meeting, unless a poll is demanded by the Chairman or two Members personally present, a declaration by the Chairman that a resolution has or has not been carried and an entry in the minute book shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour or against the resolution.
29. If a poll is demanded as in Article 28, it shall be taken in such a manner as the Chairman shall direct, which shall include the right of the Chairman to direct a postal vote and the adjournment of the meeting, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
30. On a poll votes may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointor. The form appointing a proxy shall be deposited at the address of the Secretary not less than forty-eight hours before the time of holding the meeting at which the person named on the form proposed to vote.

PRESIDENT

31. The President may be elected by any General Meeting following a proposal from the Board. The President may attend Board meetings but shall not vote. They shall not pay an annual subscription. They shall hold office for three years and may be re-elected by a General Meeting for one or more further terms of three years.

Should the President wish to resign their office, but not resign from the Register, they shall give one month's notice in writing to the Chairman.

DIRECTORS

32. The Board of the Register shall be not less than five Directors and not more than fifteen. A majority of Board Members shall form a quorum. They shall elect a Chairman, Deputy Chairman, Secretary and Treasurer from amongst their number. The Chairman shall appoint other officers with the endorsement of the other Directors.

33. At every Annual General Meeting the Directors shall retire but will be eligible for re-election. Nominations of candidates for election as Directors shall be proposed and seconded by Members and confirmed by the candidate. Nominations shall be received by the Secretary not less than 28 days before the Annual General Meeting.
34. The Directors subsequent to an Annual General Meeting may co-opt Members to the Board keeping within the limit prescribed in Article 32. Co-opted Directors will only serve until the following Annual General Meeting.
35. The Directors will receive no remuneration but may receive travelling and hotel expenses to attend meetings of the Board. The travelling expenses to be paid shall be agreed by the Board from time to time. Hotel expenses shall be agreed in advance by the Chairman in consultation with the Treasurer.
36. A Director shall be eighteen years of age or older at the time of their election.
37. The office of Director shall be vacated:
 - if they absent themselves from two or more meetings of Directors without reasonable excuse for such absence. Vacation shall be determined by simple majority at the next meeting of the Board
 - if they give one calendar month's notice to the Secretary in writing that they resign their office
 - if they are removed by resolution at a General Meeting of the Register.
38. The Board shall vote by ballot if any Director present so demands. Each Director present shall exercise one vote. The Chairman shall be entitled to one vote and in case of an equality of votes shall have a second or casting vote.
39. The Board shall cause proper books of account to be kept in respect of all sums of money received and expended by the Register and the assets and liabilities of the Register. The books of account shall be kept by the Treasurer. The books and accounts shall be open to the inspection of the Directors who may decide when any Member, not being a Director, may inspect the books and accounts.
40. The full statement of accounts to be presented at the Annual General Meeting shall include a statement of income and expenditure, a balance sheet, and a report from the Directors. Each document shall be signed by two Directors.
41. The Board shall ensure that records, in writing, of all meetings including all decisions made therein, be kept for at least ten years. Any decisions made by the Directors between meetings shall be recorded at the next meeting.

AMENDMENTS TO THE ARTICLES

42. Any amendment to the Articles of Association shall not become effective until it is presented to and agreed by a General Meeting.

DISSOLUTION

43. If the Register be wound up, whether voluntarily by decision of a General Meeting or otherwise, the Board, at their discretion, or the liquidators shall, after meeting all liabilities, distribute the remaining assets to another association committed to Triumph cars or to a registered charity.

Every Member of the Register undertakes to contribute to the assets of the Register in the event of its being wound up while they are a Member or within one year afterwards, for payment of the debts and liabilities contracted before they cease to be a Member and the costs, charges and expenses of winding up and for the adjustment of the rights of contributors among themselves, such amount as may be required, not exceeding £5.00.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS AND WITNESSES TO SIGNATURES

As appended to the Memorandum of Association

Dated 4 December 2001.

Amended 6 July 2002, 7 September 2003, 24 June 2012, 29 June 2014 and 16 June 2024.