



The Companies Act 1948 to 1976

**A Company Limited by Guarantee
Without Share Capital**

**Articles of Association
of the
Singer Owners' Club Limited**

ARTICLES OF ASSOCIATION
of
SINGER OWNERS' CLUB LTD

General

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

<u>Words</u>	<u>Meanings</u>
The Act	The Companies Act 1948
These Presents	These Articles of Association, and the regulations of the club from time to time in force.
The Club	The above-named Club.
The Committee	The Committee of Management for the time being of the Club.
Office	The registered office of the Club.
Seal	The Common Seal of the Club.
Month	Calendar Month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Club shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. The number of Members with which the Club proposes to be registered is 100, but the Committee may from time to time register an increase in Members.
3. The provision of section 110 of the Act shall be observed by the Club, and every member of the Club shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.
4. The Club is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership in accordance with the provisions hereinafter contained shall be Members of the Club.
6. Every person who owns a Singer vehicle or Singer engined vehicle or a vehicle of the subsidiary companies of Calcott, Coventry Premier, and Motor Units, or persons interested in the promotion of the Marque whom the Committee shall in its absolute discretion consider fit person to be a member of the Club, shall be qualified to be elected as a Member of the Club.
7. The qualification of a Member shall be the payment of the Entrance Fee of an amount to be determined by the Committee from time to time and an Annual Subscription of an amount to be determined by the Committee from time to time. Provided that the Committee may from time to time and at any time increase, diminish or waive altogether the qualification of any or all of the members for such period as the Committee may think fit.
8. The Committee may at their discretion appoint Honorary Vice-Presidents such appointments to be made annually.
9. Any person desiring to be admitted to membership of the Club must sign and deliver to the Secretary for the time being of the Club an application for admission framed in such terms as the Committee may from time to time require together with the necessary subscription.
10. The application of every candidate for election shall be considered by the Committee who shall have an absolute right of admitting or refusing any application. The decision of the Committee as to the admission or otherwise shall be final and shall be communicated to the candidate forthwith.
11. The privileges of a Member shall not be transferable and shall cease on his death and in the case of subscribing Member on his failure in any year to pay his annual subscription on or before the first day of the month containing the anniversary of the date of acceptance as a Member.
12. Any Member wishing to resign his membership of the Club shall give notice in writing of his intentions so to do addressed to the secretary, on or before the first day of the month containing the anniversary of the date of acceptance as a Member, failing which such Member shall be liable to pay the subscription for the next year.

13. Any Member whose annual subscription is unpaid on the first day of the month containing the anniversary of the date of acceptance, as a Member in any year shall ipso facto cease to be a Member of the Club, and shall forfeit all rights in and claims upon the Club and its property but may be reinstated at the discretion of the Committee on payment of all arrears.

14. **EXPULSION OF MEMBERS.** It shall be the duty of the Committee if at any time they shall be of the opinion that the interests of the Club so require, by letter to invite any Member to withdraw from the Club within a time specified in such letter, and in default of such withdrawal to submit the question of his expulsion to a meeting of the Committee to be held within six weeks after the date of such letter. Members of the Committee shall be given at least seven days notice that a question of withdrawal or expulsion is to be discussed at a meeting of the Committee. 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 his conduct verbally or in writing and if two-thirds of the Committee present shall then vote for his expulsion he shall thereupon cease to be a Member of the Club.

BADGES. Any Club property acquired by, or badges or insignia issued to a Member by or for the Club shall remain the property of the Club. On termination of their membership Members shall deliver up such property, badges or insignia to the Secretary. The fee for any badges or insignia to be laid down by the Committee.

15. Every Member shall be entitled (subject to any Bye-Laws for the time being in force made by the Committee are hereinafter provided) to all the rights and be subject to all the duties of a Member of the Club including the right to be elected as an Officer of the Committee, and to attend and vote at any General Meeting of the Club.

GENERAL MEETING

16. A general meeting shall be held once in every calendar year at such time and place as may be determined by the Committee, provided that every general Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Meeting.

17. The above mentioned General Meeting shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary Meetings.

18. The Committee may call an Extraordinary meeting whenever they think fit, and Extraordinary Meetings shall also be conveyed on such requisition, or in default may be convened by such requisitionists, as is provided by Section 132 of the Act.

PROCEEDING AT GENERAL MEETINGS

19. All business shall be deemed special that is transacted by an Extraordinary Meeting, and all that is transacted by an Ordinary Meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheet, and the reports of the Committee and of the Auditors for election of Members of the Committee and other Officers at the place of those retiring by rotation.

20. Subject to the provisions of Section 141 (2) of the Companies Act, when Members wish a matter to be discussed at a General Meeting, the text of such matter signed by at least two Members shall be sent to the Secretary at least twenty-one days before the general Meeting whereupon the said matter shall be included in the Agenda in the name of the Members concerned. A copy of the Agenda shall be sent to each Member at least five days prior to the General Meeting but the fact that any Member has not received a copy of the Agenda shall not invalidate the proceedings. No business which is not included in the Agenda shall be discussed at the Meeting.

21. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the quorum shall be twenty Members personally present.

22. 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 on 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 and place, or at such other place as the Chairman shall appoint, and if at such 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.

23. With the consent of any meeting at which a quorum is present the Chairman may adjourn a meeting from time to time, and place to place, as the meeting shall determine. No notice need be given of an adjourned meeting. 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.

24. The President, or failing him, the Chairman, or failing the Chairman being present, the senior Member present of the Committee, or failing any Member of the Committee being present, such Member as those present shall choose, shall preside at every General Meeting.

25. At all General Meetings a resolution put to vote of the meeting shall be decided on a show of hands by a majority of the Members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least thirty Members present in person and entitled to vote, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Club shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

26. If a poll be deemed in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

27. No poll shall be demanded on the election of a Chairman of a meeting, or on the question of adjournment.

28. In the case of an equality of votes, either on a show of hands or at the poll, the Chairman of the meeting shall be entitled to a further or casting vote.

29. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

30. Subject as herein after provided, every Member shall have one vote.

31. Save as herein expressly provided, no person other than a Member duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Club in respect of this membership, shall be entitled to be present or to vote on any question, at any General Meeting.

COMMITTEE OF MANAGEMENT

32. The signatories hereto or such of them as shall consent to act, shall be the first Members of the Committee, with power to appoint other Members of the Committee. The Committee shall consist of not less six nor more than twenty.

33. The Club in General Meeting shall appoint from among the Members of the Club a President, Chairman, Secretary, Treasurer, Competition Secretary and Social Secretary who shall hold office until the next Ordinary Meeting and shall ipso facto be members of the Committee. Any President or other officer so appointed shall retire from office at the Ordinary Meeting in the year 1980 and in every subsequent year shall be deemed to include the President, Chairman, Secretary, Treasurer, Competition Secretary and Social Secretary.

34. The Committee shall have power to appoint other Members of the Club as Members of the Committee.

35. The Committee may from time to time and at any time appoint any Member of the Club as President, Vice President, Chairman, Secretary, Treasurer, Competition Secretary and Social Secretary or as a Member of the Committee, either to fill a casual vacancy or (in the case of members of the Committee) by way of addition provided that the prescribed maximum be not thereby exceeded. Any Member so appointed shall retain his office only until the next Ordinary General Meeting but he shall then be eligible for re-election.

36. No person who is not a Member of the Club shall in any circumstances be eligible to hold office.

POWERS OF THE COMMITTEE

37. The business of the Club shall be managed by the Committee, who may pay all such expenses of, and preliminary and incidental to the promotion, formation establishment and registration of the Club as they think fit, and may exercise all such powers of the Club and do on behalf of the Club all such powers of the Club, and do on behalf of the Club all such acts as may be exercised and done by the club, and as are not by the Act or by these presents required to be exercised or done by the Club, in General Meeting subject nevertheless to any regulations of these presents, to the provisions of the act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Club in General Meeting, but no regulation made by the Club in General Meeting shall invalidate an prior act of the Committee which would have been valid if such regulation had not been made.

38. The continuing members of the Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the committee shall at any time 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 Committee for the purpose of filling up vacancies in their body or of summoning a general meeting, but not for any other purpose.

39. The Committee may from time to time by resolution appoint a temporary substitute for the Secretary and any person so appointed shall for all the purposes of those present be deemed during the term of his appointment to be the Secretary.

40. The seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of at least two members of the Committee and of the Secretary, and the said Members and Secretary shall sign every instrument to which the seal shall be affixed in their presence and in favour of any purchaser or person bona fide dealing with the Club such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

41. The office of a member of the Committee shall be vacated:-

- a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- b) If he is found lunatic or becomes of unsound mind.
- c) If he ceases to be a Member of the Club.
- d) If by any notice in writing to the Club he resigns his office.
- e) If he ceases to hold office by virtue of any provision of the Act.

ROTATION OF MEMBERS OF THE COMMITTEE

42. At the Ordinary Meeting to be held in the year 1980 and in every subsequent year, all the members of the Committee for the time being shall retire from office.

43. A retiring officer of the Club shall retain his office until the dissolution or adjournment of the meeting, which his successor is elected or it is determined not to fill his place. A retiring officer of the Club shall be eligible for re-election.

44. The Club shall, at the meeting at which any officers of the Club retire in manner aforesaid fill up the vacated office of each member by electing a person thereto, unless at such meeting it shall be determined to reduce the number of members of the Committee.

45. Nominations of a candidate for election as an Officer must be received by the Secretary not less than twenty one days before the Annual General Meeting, under exceptional circumstances and subject to the discretion of the Committee, nominations may be accepted later than this. Nominations of candidates shall be signed by the Member proposing them. Before nominating a candidate, the proposer must obtain an intimation that the member nominated is willing to serve.

46. The Club may from time to time in General Meeting increase or reduce the number of members of the Committee and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for affecting any such increase.

47. The Club may by Extraordinary Resolution remove any member of the Committee before the expiration of his period of office and may by an ordinary resolution appoint another member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COMMITTEE

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

49. The Committee shall meet whenever summoned by the Secretary, who may convene a meeting of his own accord, or shall do so by direction of the Chairman, or on a requisition signed by at least four Members of the Committee.

50. The Chairman for the time being of the Club shall be Chairman of the Committee and shall preside at all meetings of the Committee at which he shall be present. In the event of the Chairman not being present within 15 minutes of the time appointed for holding a meeting the members of the Committee present shall choose some one of their own members to be Chairman of the Meeting.

51. A meeting of the members of the Committee for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Club for the time being vested in the Committee generally.

52. The Committee may delegate any of their powers to Sub-Committees consisting of such member or members of the Committee as they think fit, and any Sub-Committee so formed shall conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such Sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee as aforesaid.

53. All acts bona fide done by any meeting of the Committee or of any Sub-Committee of the Committee, or by any person acting as a member of the Committee, shall not withstanding it be afterwards discovered that there was some defect in the appointment 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 and was qualified to be a member of the Committee.

54. The Committee shall cause proper minutes to be made of the proceedings of all meetings of the Club and of the Committee and of Sub-Committees, of the Committee and all business transacted at such meetings, and any such minute of any meetings, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be conclusive evidence without further proof of the facts therein stated.

55. A resolution in writing signed by all the members for the time being of the Committee or of an Sub-Committee of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such Sub Committee duly conveyed and constituted.

56. The Committee shall have power from time to time to make, alter and repeal all such bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Club, and shall adopt such means as they deem sufficient to bring to the notice of the members of the Club all such bye-laws, alterations, and repeals and all such bye-laws so long as they shall be in force shall be binding upon all Members of the Club. Provided nevertheless that no bye-laws shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Articles of Association of the Club and that any bye-law may be set aside by a Special Resolution of a General Meeting of the Club.

ACCOUNTS

57. The Committee shall cause proper books of account to be kept with respect to:-

- a) The assets and liabilities of the Club.
- b) The sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place; and
- c) All sales and purchases of goods by the Club.

58. The books of account shall be kept at such place as the Committee shall prescribe and shall always be open to the inspection of the Members of the Committee at any reasonable time.

59. The Committee shall lay before the Club at every Annual General Meeting a Statement of the Income and Expenditure for the past year or in the case of the first meeting for the period up to the 31st December then last past together with a Balance Sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Committee, report of the Auditors and a copy of such account, balance sheet and reports shall be twenty-one days before the meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

60. Once at least in every year the accounts of the Club shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

61. Auditors shall be appointed and their duties regulated in accordance with Sections 159, 160, 161 and 162 of the Act

NOTICES

62. A notice may be served by the Club upon any Member either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the register of Members.

63. Any member other than an Overseas Member, described in the register of Members by an address not within the United Kingdom, who shall from time to time give the Club an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, no Member other than a Member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Club.

64. Any Notice, if served by post, shall be deemed to have served on the day following that on which the letter containing the same is put into post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

The Companies Acts 1948 to 1976

**A COMPANY LIMITED BY GUARANTEE
WITHOUT SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION
of
SINGER OWNERS CLUB LIMITED**

1. The name of the Company (Hereinafter called "the Club") is "**SINGER OWNERS CLUB LIMITED**"
2. The registered office of the Club will be situated in England.
3. The objects for which the Club is established are
 - a) To **PRESERVE** and **DEVELOP** the **INTEREST** in all types of **SINGER VEHICLES**
 - b) To promote the sport and pastime of motoring in connection with motor vehicles of all types and with that object in view to promote, organise and conduct whether alone or in conjunction with any other person or persons, firm or company, tours, trials, races and tests of all sorts including social runs, reliability trials, time trials, speed trials, hill climbs and competitions of all sorts, and to offer, give or contribute prizes, medals and awards therefore, and to promote, give or support dinners, concerts, or other entertainments, and to publish or cause to be published, magazines, news sheets, manuals, books and other printed matter.
 - c) To encourage social intercourse between Members of the Club.
 - d) To buy, prepare, make, supply, sell and deal in all kinds of components, parts or accessories or apparatus or fuels or oils used in connection with motor vehicles, or trials or competitions of any sort in respect thereof and all kinds of liquors, provisions and refreshments (including alcoholic liquors) Club insignia and publications required or used by Members of the Club.
 - e) To hire and employ all classes of persons considered necessary for the purpose of the Club and to pay to them or any other person, firm or company in return for services rendered to the Club such salaries, wages, gratuities and expenses as may be deemed expedient.
 - f) To establish, promote or assist in establishing or promoting and to subscribe to, or become a member, of any other companies, clubs or associations whose object are in whole or in part similar to the objects of the Club, or the establishment or promotion of which may be beneficial to the Club. Provided that no subscription be paid to any such Company, Club or Association out of the funds of the Club except bona fide in furtherance of the objects of the Club.
 - g) Subject to the provisions of Section 14 of the Companies Act 1948, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Club may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Club.
 - h) To sell, let, mortgage, manage, improve, maintain, dispose of or turn to account all or any of the property or assets if the Club as may be thought expedient with a view to the promotion of its objects.
 - i) To undertake and execute any trusts which may lawfully be undertaken by the Club and may be conducive to its objects.
 - j) To borrow or raise money for the purpose of the Club on such terms and on such security as may be thought fit.
 - k) To invest the monies of the Club not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
 - l) To establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions and to subscribe or guarantee money for charitable and benevolent purposes in any way connected with the purposes of the Club or calculated to further its objects.
 - m) To do all such other things as are incidental or the Club may think conducive to the attainment of all or any of the above objects.
4. The income and property of the Club, whensoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly (except upon a winding up) by way of dividend, bonus or otherwise howsoever, by way of profit, to the Members of the Club. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Club, or to any member of the Club, in return for any services actually rendered to the Club, nor prevent the payment of interest at a rate not exceeding the current bank rate per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Club and so that a Member of the Committee or Governing Body of the Club may be appointed to any salaried office of the Club or any office of the Club paid by fees.
5. Liability of the Members is limited.
6. Every member of the Club undertakes to contribute to the assets of the Club in the event of the Club being wound up during the time he is a Member or within one year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustments of the rights of the contributories amongst themselves the sum £5.
7. True accounts shall be kept of the sums of money received and expended by the Club, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Club; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Club shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors who may be a Member or Members of the Club.