

THE COMPANIES ACT 1985

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 1985. "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.

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) Honorary Members, (b) Ordinary Members, and (c) Family Members.

MEMBERS

7. The Ordinary Members of the Register shall be the signatories to the Memorandum of Association and these Articles and every person who had, at the date of incorporation of the Register, paid the current subscription and was an Ordinary Member of the unincorporated Register. Subsequent Ordinary Members shall be admitted in accordance with Article 10.
8. Honorary Members shall be elected by The Board by simple majority. Members may submit nominations, which shall be supported by no less than one other Member in writing for election.
9. Family Members shall be the relations or partners of Ordinary Members resident at the same address. They will not be entitled to receive copies of the Register magazine or such other publications that the Register shall produce. The first Family Members shall be every person who had, at the date of incorporation of the Register, paid his or her subscription and was a Family Member of the unincorporated Register.

APPLICATION FOR MEMBERSHIP

10. Except as provided previously in these Articles, 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 entrance 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 Memorandum and Articles of Association.

ENTRANCE FEE AND SUBSCRIPTIONS

11. The entrance fee and annual subscriptions payable by Ordinary Members of the Register shall be decided in a General Meeting providing that the Board may decide an increase of up to 25 per cent in any one year. 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 his or her annual subscription within two months of the date it becomes due shall cease to be a Member.

12. Family Members shall pay an annual subscription as decided in a General Meeting.

RESIGNATION FROM THE REGISTER

13. Any Member, not being a Director, who wishes to resign 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, who wishes to resign his membership shall do so by giving one month's notice in writing to the Chairman and, unless the notice is withdrawn before it expires, he shall at the end of the notice 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 entrance fee.

EXPULSION OF A MEMBER

14. The Board shall be empowered to invite, by 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 his or her 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 his expulsion he 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 duly audited 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 with an Agenda 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.

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 sent to the Secretary at least seven days before the date of the publication of the Agenda.

RIGHT TO BE PRESENT

23. No one can take part in a General Meeting unless he has been duly accepted as a Member of the Register, has paid his subscription in accordance with these Articles and has 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.
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.
31. The President shall be elected by any General Meeting following a proposal from the Board carried by two-thirds of the Members present voting. If the General Meeting is not an Annual General Meeting a postal ballot shall be held. The President may attend Board meetings but shall not vote. He or she shall not pay an annual subscription. He or she shall hold office for three years and may be re-elected by a General Meeting for one or more further terms of three years.

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. Members of the Committee of the unincorporated Register elected at the 2001 Annual General Meeting shall become Directors on incorporation. 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 received 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 he or she absents himself or herself 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 he or she gives one calendar month's notice to the Secretary in writing that he resigns his office
 - if he or she is 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.

DISSOLUTION

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS AND WITNESSES TO SIGNATURES

As appended to the Memorandum of Association

Dated 4 December 2001. Amended 24 June 2012. Further amended June 2014. Further amended November 2022.