

THE COMPANIES' ACTS 1908 to 1959

Articles of Association

(registered 28 March 1964)

The Irish Veteran and Vintage Car Club Limited

1. In these Articles unless there is something in the subject or context inconsistent therewith:-

“The Club” means The Irish Veteran and Vintage Car Club Limited .

“The Directors” means the Directors for the time being of the Club.

“Table A” means the Statutory Regulations contained in the first Schedule to the Companies (Consolidation) Act 1908, and the word “Company” used therein shall read as if the word “Club” was therein inserted.

2. The Company is established for the purpose expressed in the Memorandum of Association.

3. For the purpose of Registration the Company is declared to consist of 50 Members but the Directors may when they think fit register an increase of Members.

4. The Directors may elect as Patron, Vice-Patrons, President or Vice-Presidents of the Club any member or members by a unanimous vote of the Directors present at a Directors' Meeting at which a quorum is present.

BORROWING POWERS

5. The Directors may from time to time at their discretion raise or borrow money for the purposes of the Club and may secure the repayment of the same by mortgage or charge upon the whole or any part of the assets of the Club present or future and may issue bonds or debentures either charged upon the whole or any part of the assets and property of the Club or not so charged.

6. A Register of the holders of the Debentures of Club shall be kept at the Registered Office of the Club and shall be open to inspection by the registered holders of such Debentures and of any member of the Club subject to such restriction as the Club in General Meeting may impose. The Directors may close the said Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETINGS

7. Clauses 46, 47 and 48 contained in Table A shall apply.

PROCEEDINGS AT GENERAL MEETINGS

8. Clauses 49 to 59 inclusive contained in Table A shall apply.

VOTES OF MEMBERS

9. Every member shall have one vote only and voting by proxy shall not be permitted and no Member shall be entitled to vote at any meeting unless all moneys due from him to the Club shall have been paid.

DIRECTORS

10. (a) Unless otherwise determined by the Club in General Meeting the number of Directors shall not be less than twelve nor more than twenty.

(b) The following shall be the first Directors of the Club: -

John Ellis	G W C McCrea	Kenneth T. Hall	Brendan O'Neill
John C. Mathews	T W Pegum	George Montgomery	Christine Rosborough
W. M. D. Montgomery	Knollys Stokes	Conor Murphy	Peter Thomas.

11. Any Member may be appointed a Director.

POWERS OF DIRECTORS

12. The business of the Club shall be managed by the Directors who may exercise all such powers of the Club as are not by the Statutes or by these Articles required to be exercised by the Club in General Meeting subject nevertheless to any regulations of these Articles to the provisions of the Statutes and to such regulations not being 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 any prior act of the Directors which would have been valid if such regulation had not been made.

13. Without prejudice to the general powers conferred by Article 12 hereof the Directors shall have power:-

(a) To pay the costs, charges, and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the Club.

(b) To purchase, hire or otherwise acquire for the purposes of the Club any real or personal property and to sell, demise, let, mortgage or dispose of the same.

(c) To create a Redemption Fund and to take thereout moneys for the purchase or discharge of all of the Debentures, Bills of Exchange, Promissory Notes or other obligations or securities of the Club or for any other purpose of the Club and to invest any of the moneys of the Club in the purchase of or redemption of any such obligations or securities.

(d) To erect, maintain, improve or alter any buildings for the purpose of the Club and in particular to erect from time to time all such buildings as they may think necessary for the requirements of the Club and to maintain, improve and alter such buildings.

(e) With the consent of a General Meeting to sell or exchange any part of the real or leasehold property of the Club and to give or receive any money for equality of exchange.

(f) To apply any part of the capital or income of the Club for or towards the maintenance, insurance, preservation, Improvement or management of any property of the Club for the time being or in its occupation as tenant or the paying or redeeming of any mortgage or charge which may at any time exist upon any property of the Club or any debts or liabilities to which the Club may for the time being be liable.

(g) To adopt any contracts entered in a on behalf of the Club.

(h) To enter into any contract or take any conveyance or lease in the name of the Club.

(i) To invest such part of the funds of the Club as shall not be required for the immediate purposes of the Club in such securities and on such terms as they may think fit and from time to time vary such

investments.

(j) To enter into such contracts and do all such acts and things as they may think expedient for the purposes of the Club.

(k) To appoint Committees consisting of such member or members of their body and to co-opt on such Committees any member or members of the Club other than Directors as they may think fit.

(l) In their absolute and uncontrolled discretion without assigning any reason therefor to suspend any member of the Club provided always that no member shall be expelled from the Club save by a resolution of the members of the Club to be passed by a two-thirds majority of the members present and voting at a General Meeting specially convened for such purpose and of which ten clear days' notice shall have been given and such member shall be entitled to receive notice of such meeting and to attend thereat and to be heard in his own defence but shall not be entitled to vote on such resolution and provided further that any member so expelled shall forfeit all claim to a return of the money paid by him by way of entrance fee or subscription and shall cease to be a member of the Club.

BYE-LAWS

14. The Directors may from time to time make bye-laws in relation to the Club and may at any time in a like manner annul or vary any bye-laws so made and all byelaws so made and for the time being in force shall be binding on the members of the Club and shall have full effect accordingly and it is expressly declared that the following shall be bye-laws in relation to the Club. within the meaning of this Article, that is to say--- Regulations:----

(a) As to the persons eligible for membership of the Club.

(b) As to the conditions on which persons shall be admitted to membership of the Club and as to the classification of members.

(c) As to the entrance fees (if any) payable in respect of membership of the Club.

(d) As to the annual, quarterly or other subscriptions or payments to be payable by the members of the Club or by the different classes of members of the Club.

(e) As to visitors.

(f) As to the manner in which membership of the Club whether for life or otherwise may be determined or shall determine.

(g) As to the rights and privileges which shall be accorded to the members of the Club.

(h) As to the qualifications, restrictions and conditions which shall be attached to members of the Club.

(i) As to arrangements with any other Clubs or associations for reciprocal concessions or otherwise.

(j) As to Committees of members in connection with the management of the Club and as to the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of any such Committees.

(k) As to suspension of membership.

Provided always that no regulation shall be made under this article which would amount to such an addition to or alteration of these Articles as could be only legally be made by Special Resolution

DISQUALIFICATION OF DIRECTORS

15. The office of a Director shall be vacated:--

- (a) If he becomes bankrupt or insolvent or compounds with his creditors.
- (b) If he becomes of unsound mind or becomes a lunatic.
- (c) If he be convicted of an indictable offence other than under the Road Traffic Act 1961 or any Act extending or amending the same. .
- (d) If he ceases to be a member of the Club.
- (e) If he absent himself from the meetings of Directors for a period of six months without special leave of absence from the other Directors.
- (f) If he give the Directors one calendar month's notice in writing that he resigns his office .

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless prior to the doing of such act written notice has been served upon the Directors or an entry has been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Club.

16. A Director shall not be disqualified by his office from entering into contracts, arrangements or dealings with the Club, nor shall any such contract, arrangement or dealing with the Club be avoided nor shall a Director be liable to account to the Club for any profit arising out of any contract, arrangement or dealing with the Club by reason of such Director being a party to or interested in or deriving profit from any such contract, arrangement or dealing and being at the same time a Director of the Club provided that such Director discloses to the Board at or before the time when such contract, arrangement or dealing is determined upon his interest therein or if his interest be subsequently acquired provided that he on the first occasion possible discloses to he Board the fact that he has acquired such interest. But no Director hall vote as a Director in regard to any contract, arrangement or dealing in which he is interested or upon any matter arising thereout and if he shall vote his vote shall not be counted nor shall he be reckoned for the purpose of constituting a quorum of Directors when any matter in which he is interested as aforesaid is under consideration.

17. The continuing Directors may act notwithstanding any vacancy in their body but if and so long as the number of Directors is reduced to below twelve the continuing Directors may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Club but for no other purpose.

ROTATION OF DIRECTORS

18. A t the Ordinary General Meeting in the year 1964 and at the Ordinary General Meeting in every subsequent year one-third of the Directors for the time being or if their number is not a multiple of three then the number nearest to one-third shall retire from office, the Directors to retire each year being those who have been longest in office since their last election but as between persons who become Directors on the same day those to retire shall (unless they agree otherwise among themselves) be determined by lot.

19. Clauses 80 to 86 Inclusive contained in Table A shall apply.

PROCEEDINGS OF DIRECTORS

20. Clauses 87, 88, 90, 92, 93 and 94 contained in Table A shall apply.

MINUTES

21. The Directors shall cause Minutes to be made in books provided for the purpose:-

(a) Of all appointments of officers made by the Directors.

(b) Of the names of the Directors present at each meeting of the Directors and of any Committees of the Directors.

(c) Of all resolutions and proceedings at all Meetings of the Club and of Directors and of Committees of Directors.

And any such Minute of any Meeting 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 any further proof of the facts therein stated.

22. A resolution in writing by all the Directors shall be as effective for all purposes as a resolution passed at a Meeting of Directors duly convened, held and constituted.

THE SEAL

23. Clause 76 of Table A shall apply.

SECRETARY

24. The Directors may from time to time by resolution appoint a temporary substitute for the Secretary who shall be deemed to be the Secretary during the term of his appointment.

ACCOUNTS

25. Clauses 103 to 106 inclusive contained in Table A shall apply.

26. A Balance Sheet shall be made out and laid before the Club at the Ordinary General Meeting in every year made up to a date not more than six months before such Meeting. The Balance Sheet shall be accompanied by a Report of the Directors upon the general state of the Club.

27. Auditors shall be appointed and their duties related in the manner provided by Sections 112 and 113 of The Companies (Consolidation) Act 1908 or any statutory modification thereof for the time being in force and for the purpose the said Sections shall have effect as if the word "members" were substituted for "shareholders" and as "First General Meeting" were substituted for "Statutory Meeting".

NOTICES

28. 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.

29. No member shall be entitled to have a Notice served on him at any address not within the State of Eire. Any member not having a registered address within the State of Eire shall be deemed to have received in due course any notice which shall have been displayed in the Club's office and shall remain there for the space of forty-eight hours after such Notice shall be deemed to have been so first displayed.

30. Any Notice if served by post shall be deemed to have been served twenty-four hours after the letter containing the same shall have been posted and in proving such Notice it shall be sufficient to prove that the letter containing the Notice was properly addressed and put into the Post Office.

INDEMNITY

31. The Directors, Auditors, Secretary and other officers for the time being of the Club and any Trustees for the time being acting in relation to any of the affairs of the Club and their heirs, executors and administrators respectively shall be indemnified out of the assets of the Club from and

against all actions, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective offices or trusts except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively and no such officer or trustee shall be answerable for the acts, receipts, neglects or defaults of any other officer or trustee or for joining in any receipt for the sake of conformity or for the solvency or honesty of any bankers or other persons with whom any moneys or effects belonging to the Club may be lodged or deposited for safe custody or for any insufficiency or deficiency of any security upon which any moneys of the Club shall be invested or for any other loss or damage due to any such cause as aforesaid or which may happen in or about the execution of his office or trust unless the same shall happen through the wilful neglect or default of such officer or trustee.

32. In Clause 48 of Table A the word "Eire" shall be substituted for the words "the United Kingdom".

ARBITRATION

33. Every dispute or difference which shall arise between the Club and any of its members touching the meaning or construction of these presents or of any regulation of the Club or in respect of the rights, duties, and liabilities of the Club or of any such person as aforesaid thereunder or in respect of anything done or omitted in pursuance thereof or of the Companies Acts or otherwise relating to the affairs of the Club may at the discretion of the Directors be referred to two Arbitrators (of whom one shall be appointed by each of the parties in difference) and an Umpire to be appointed by the said Arbitrators.

Names, Addresses and Descriptions of Subscribers.

~~Knolly Clarke~~ 124 Patrick Street Cork City Cork
Brendan J. Neill 10 Parkmore Drive Dublin 6. Civil Engineer

Thomas White Legum, Kildonon, Goatstown, Co. Dubl. Dist. Manager

Christine Rughrough 124 Patrick St. Cork City Cork Director

Bruce Murphy, Blenheim Co. Cork. Mechanic

John Ellis Temple Mills House, Bellbridge, Co. Kildare. None

G.W. Montgomery 8 Myrtle Grove Stillorgan Electronic Engineer

Jack C. Mathews. Portarlinton, Leix, Cork City Director

Red Shroas Hermitage Cork City Company Director

Leedsesum Montgomery Beaumont, Ballymore Company Director

John P. O'Connell BALLYRANG KILLEN BELFAST 4 FLEXOGRAPHER

H. Seal Purose Hill Engineer Company Director

Dated the 23rd day of April, One thousand nine hundred and sixty-four.

Witness to the above signatures:

Walter
Whiter
18 Enstone St.
Dublin 2.