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THE COMPANIES ACTS 1908 to 1959
COMPANY LIMITED BY GUARANTEE

James F. O'Connell
Chairman £1.50 CA



MEMORANDUM OF ASSOCIATION
of
THE IRISH VETERAN AND VINTAGE CAR CLUB LIMITED

1. The name of the Company (hereinafter in Clause 3 called "the Club") is "The Irish-Veteran and Vintage Car Club Limited".

2. The Registered Office of the Company will situate in Eire.

3. The objects for which the Company is established are:-

(a) To promote interest in and preservation of veteran, vintage and post-vintage motor vehicles, and the organisation of events of all kinds in connection with the foregoing vehicles.

(b) To establish, maintain and conduct a Club or Clubs for the furtherance of (a) and to provide a Club-house or Club-room, library and other conveniences and afford its members facilities for any games, sports and pastimes (indoor and outdoor) and to manufacture, buy, sell, exchange, let on hire and deal in all articles, tools, implements, fixtures, furniture, apparatus, utensils and things used in any Club, game, sport or pastime, and generally afford to Members and their friends such support, tuition and assistance, whether legal, moral, pecuniary or otherwise as may be thought fit, towards the protection and defence of their rights as a motor car driver or a motor cyclist.

(c) To hire and let to Members of the Club or to others upon such terms as shall be agreed upon, any room or rooms in the Club-house or any other house which the Club may acquire to hold for the purpose of apartments or bedrooms or for any other purpose.

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(d) To manufacture, buy, sell, let on hire, and conveyances, appliances and apparatus of every kind and the component parts thereof, and all kinds of engines, machinery, fuel, oil, instruments and apparatus for use in connection therewith, and to acquire, provide and maintain garages, sheds, appliances and apparatus and accommodation of every kind for or in relation to motor conveyances of every description and to establish and carry on passenger and other services.

(e) To carry on business as mechanical and electrical engineers, retailers of fuel and oil, restaurateurs, licensed victuallers and any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above business or the general business of the Company.

(f) To make rules and regulations for the admission to the use of the Club premises and the conduct of the Members and the guests, and from time to time to rescind, vary or modify the same and to collect and receive either an aggregate sum or sums from the Members of such Club or entrance fees and subscriptions from the individual Members by way of consideration for the advantages afforded to the Members of such Club.

(g) To employ officers, managers, servants, attendants and other persons necessary for the management and the carrying on of the Club, to purchase and supply refreshments of all kinds and to cater for the Members of the Club; to provide periodicals, billiards and other games and all things usually required by the members of a social club, and to purchase furniture, fittings, appliances and all things necessary for furnishing and equipping the Club premises.

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no change

(h) To purchase, take on lease or otherwise acquire for the purposes of the Club any real or personal property and any rights and privileges which the Club may think necessary or convenient for the purpose of its business and in particular any lands, building, furniture, club and household effects, plant and stock-in-trade, and to sell, manage, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club for such consideration as the Club may think fit.

(i) To erect, maintain, improve or alter any buildings for the purposes of the Club.

(j) To purchase, hire or otherwise acquire or to join with others in the purchase or hiring of motor vehicles and the component parts of motor vehicles and generally to carry on the business of engineers and to sell or hire out any of the Club's assets upon such terms as the Club shall think fit.

(k) To carry on any other business which the Club may deem calculated directly or indirectly to enhance the value of or render more profitable any of the Club's property.

(l) Generally to procure, provide and do all such articles, matters and things as may from time to time be required for the purpose of maintaining, developing and carrying on to the best advantage and promoting the interests of the Club, either in its existing form or in any extended, altered or reconstituted condition.

(m) To promote and hold, either jointly or with any other association, club or persons, competitions and matches or other games and pastimes and to offer, give or contribute towards prizes, medals and awards and to promote, give or support dinners, balls, concerts and other entertainments.

(n) To establish, promote or assist in establishing or promoting and to subscribe to or become a member of any other association, union or club the objects or which are similar or in part similar to the objects of the Club or the establishment or promotion of which may be beneficial to the Club.

(o) To invest and deal with the monies of the Club not immediately required upon such securities and in such manner as may from time to time be determined.

(p) To borrow or raise and give security for money as the Club shall think fit and particularly by the issue of or upon bonds, debentures (perpetual or otherwise) deposit, bills of exchange, promissory notes or other obligations or securities of the Club or by mortgage or charge upon all or any part of the property or assets of the Club (whether present or future) and also to secure and guarantee the performance by the Club of any obligation or liability it may undertake.

(q) To support or subscribe to any charitable or public body or any institution, society or club which may be for the benefit of the Club or its employees; to give pensions, gratuities, Christmas boxes or charitable aid to any person or persons who may have served the Club or to the wives, children or relatives of such persons, to make payments towards Insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Club.

(r) To promote or join in the promotion of any provisional order or Act of the Oireachtas for the benefit of motoring or motor cycling generally and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice motoring or motoring cycling generally.

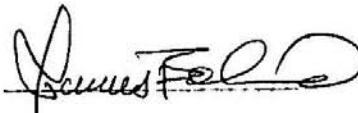
(s) To apply to any Court having jurisdiction for and to obtain and hold (either in the names of the Company or in the name of its nominee) any intoxicating liquor licence or any licence, permit or authority required to enable the Company to sell or deal in intoxicating liquor.

(t) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

4. The liability of the Members is limited.
5. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a Member and of the costs, charges and expense of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding one guinea.
6. The rights of a Member as such shall be personal and shall not be transferable and shall cease upon his death.
7. The income and property of the Company wheresoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Company provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant of the Company in return for services actually rendered to the Company or prevent the payment of interest on money lent by any Member or reasonable or proper rent for premises demised or let by any members to the Company but that no Director of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fee and that no remuneration or other benefit in money or monies worth shall be given by the Company to any Director except repayment of out-of-pocket expenses or interest at the rate aforesaid on money lent or reasonable or proper rent for the premises demised or let to the Company.
8. If upon winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the Members of the Company but shall be given or transferred to some other club, association, company or body having objects similar to the objects of the Company that is to say to promote in full for the purpose of the advancement of motor sport and which shall prohibit the distribution of its or their income amongst its or their Members to an extent at least as great as is imposed on the Company under and by virtue of Clause 7 hereof. Such club, association, company or body to be determined by the Members of the Company at or before the time of dissolution and in default by

such judge of the High Court as may have or acquire jurisdiction in the matter and if and insofar as effect cannot be given to the aforesaid provision then to some charity or charities having as its or their principal object the furtherance of motor sport.

9. The Clauses 7 and 8 hereinbefore contained may not be amended or deleted without the prior consent of the Minister for Finance or of any other Minister given powers after consultation with the Minister for Finance.

Signature 
Director and Chairman

Presented By Story and Phelan

66 Fitzwilliam Lane, Dublin 2

THE COMPANIES ACTS 1908 TO 1959

21485

ARTICLES OF ASSOCIATION

OF

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 ~~in 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 the 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, Kenneth T. Hall, John C. Mathews, George Montgomery,
W.M.D. Montgomery, CONOR Murphy, G.W.C. McCrea, Brendan O'Neill, T.W. Pegum,
Christine Rosborough, Knollys Stokes, 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 of such obligations or securities.

(d) To erect, maintain, improve or alter any buildings for the purposes 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.

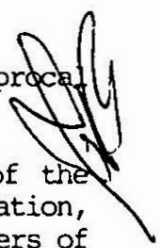
(f) To apply any part of the capital or income of the Club for or towards the maintenance, insurance, preservation, improvement or management of any property of the Club for the time being or in its occupation as tenant or the paying or redeeming of any mortgage or charge which may at any time exist 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 into 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 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 therefore 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 bye-laws 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 deemed to 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.

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- (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 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 gives the Directors one calendar months'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 the Board the fact that he has acquired such interest. But no Director shall 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. At any 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 otherwise agree 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 Committee of 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 regulated 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 this purpose the said Sections shall have effect as if the words "members" were substituted for "shareholders" and as if "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.

Signature: 
Director & Chairman

Presented by: Story & Phelan.
66 Fitzwilliam Lane, Dublin 2.