

ALVIS OWNER CLUB Limited

RULES FOR THE CONDUCT OF THE COMPANY

1. These Rules, agreed at a Board meeting held on 9 April 2016 supercede all previous Rules. The Rules are issued to provide guidance to the members of the Board, Office Holders, specialist advisors and Members in the conduct and daily running of the Alvis Owner Club Limited. The contents of these Rules are subservient to the Articles of Association (the Articles) which hold dominance in the event of any conflict save where the Articles provide otherwise.

1.2 A key purpose of the Alvis Owner Club Limited is to help and provide support for all Members. It is expected Members will treat one another with respect and provide assistance and guidance in order to provide friendship and enthusiasm for the Alvis marque.

2. MANAGEMENT OF THE COMPANY

The authority and responsibility for the transaction of the business of the Company, and for its management, is vested in the Board of Directors constituted in accordance with the Articles. The Board shall meet no less than twice per year.

3. EXTRA ORDINARY BUSINESS OF THE BOARD

Notwithstanding the normal meetings of the Board provided for by Rule 2, any matter arising between Board meetings requiring prompt attention, but not requiring the calling of an extraordinary meeting of the Board, may be acted upon by the Board on a majority vote conducted by mail, e-mail, telephone, or telephone conference call. A record of the substance of such discussion is to be maintained by the General Secretary or any other Director appointed to do so. A resolution passed by such process shall be minuted and presented again, as an agenda item, to the Board for ratification at its next meeting.

4. DIRECTORS AND OFFICERS OF THE COMPANY

4.1 Officers shall be appointed in accordance with Rule 5.

4.2 Directors shall be elected in accordance with Rule 5.

4.3 Composition of the Board

4.3.1 The Board of Directors shall normally comprise; Chairman, Vice Chairman, General Secretary and Treasurer together with a Director appointed by each Section (the Section Director) and an International Director.

4.3.2 In the event that the Chairman is unable to fulfil the responsibilities of that office under these rules the Vice Chairman shall be obliged to assume those responsibilities but without any expectation or assumption that the Vice Chairman will assume the office of Chairman unless the procedure in Rule 5 is followed.

4.4 Appointment of Officials and Advisers

4.4.1 The Board shall appoint such Officials and Advisers as it deems necessary to assist in the operation of the Company. The Board may seek nominations from members for any such appointment but shall not be required to do so.

4.4.2 Such Officials and Advisers may include Bulletin Editor, Calendar Editor, Commercial Officer, Membership Secretary, Competition Secretary, Public Relations Officer, Technical Adviser, Webmaster, Boutique and Regalia officers and such other Officials and such third party Advisers as the Board may, from time to time, deem appropriate. Their roles and responsibilities shall be determined by the Board from time to time.

4.4.3 The Board may terminate the appointment of any Official or Adviser at its absolute discretion.

4.4.4 The Board may invite any of its Officials or Advisers to attend Board meetings as its absolute discretion. The Officials and Advisers may speak at the meetings, but will not be empowered to vote on any resolution.

4.4.5 The Board may appoint a Model Secretary Co-ordinator and Model Secretaries with such roles and responsibilities as the Board shall determine from time to time who may serve for such period as the Board shall determine.

4.4.6 The Board may appoint one or more members who will be responsible for liaison with DVLA or other relevant Government Agency, on matters concerning vehicle records and registrations or other matters as may be required.

5. ELECTION AND APPOINTMENT OF DIRECTORS

5.1 Chairman and Vice Chairman.

The Company Chairman and Vice Chairman shall be elected following advertisement of the posts in accordance with this Rule 5 at the AGM.

5.2 General Secretary and Treasurer

The General Secretary and Treasurer shall be elected following advertisement of the posts in accordance with this Rule 5 at the AGM. The offices of General Secretary and Treasurer may be filled by a single appointment.

5.3 UK Sections

5.3.1 The United Kingdom shall be divided into geographical Sections as defined by the Board from time to time. Each Member shall be allocated to the Section that includes the address given by the Member on their application form for membership or such other Section as the Directors shall from time to time on the application of the Member approve. Subject to the Rules the domestic affairs of each Section shall be the responsibility of the Committee of that Section, the Members of which shall be elected at the annual general meeting of that Section.

5.3.2 Each UK Section will hold its annual general meeting and elect its own Committee which shall be a minimum of a Chairman, Treasurer and Secretary. The Members at the Section AGM shall appoint one of its Members as a Section Director. In the event that there is no Section Committee then the management of the Section shall revert to the Board.

5.3.3 UK Section Officers, including Chairman, Treasurer, Secretary, Section Director and any others appointed by the Section shall be elected, at the appropriate

Section AGM for a term of one year at the end of which term they must retire but may offer themselves (with the exception of the Section Director who may only serve in accordance with Rule 8) for re-election for an unlimited number of terms. In the event that an officer does not wish to offer his services for re-election or a Section position is to be contested, then such position is to be advertised in accordance with Rule 7.

5.4 International

5.4.1 The Board shall encourage the establishment of an Owner Club or Section in any country where sufficient local members wish to establish such a club.

5.4.2 One Director, the International Director, shall be responsible for representing international members at Board meetings and at other Club meetings.

5.4.3 The International Director will be nominated and elected by ballot from the overseas membership and ratified at the Annual General meeting of the Club. The appointment is for three years after which they may offer themselves for re-election, subject to Rule 8.

5.5 UK Nominations and Election

The election of the UK Directors, excluding the Section Directors, shall take place in the following manner:

5.5.1 Any 2 Members may nominate any other Member to serve as a Director of the Club, having previously received their assent, save that no Member standing for election may nominate another Member and no Member may nominate more than one member.

5.5.2 The name of each Member nominated in accordance with Rule 5.6.1, together with the names of their proposer and seconder, must be sent in writing signed by all 3 of them to the General Secretary at least two months before the Annual General Meeting.

5.5.3 A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be circulated to the Members three weeks prior to the AGM.

5.5.4 A balloting list must be prepared (in the event of a contested election) containing the names of the candidates only in alphabetical order.

5.5.5 Each Member present at the Annual General Meeting and qualified to vote may vote for any number of candidates not exceeding the number of vacancies.

5.5.6 If insufficient candidates are nominated, the Directors after election may co-opt a member or members to fill the remaining vacancy or vacancies.

5.5.7 If any candidate declines to serve after being elected, the candidate who has the next largest number of votes must be deemed to be elected.

5.5.8 If 2 or more candidates obtain an equal number of votes, the Board must select by lot from such candidates the candidate or candidates who is or are to be elected.

5.6 International Nominations and Election

Since all other countries outside the UK do not necessarily have specific Sections or Section Committees, overseas interests will be represented by an elected International Director who will be elected in the following manner:

5.6.1 Any 2 overseas Members may nominate any other overseas Member to serve as International Director, having previously received that Member's assent, save that no Member may nominate more than one candidate.

5.6.2 The names of each Member nominated, together with the names of the proposer and seconder, must be sent in writing signed by all 3 of them to the Secretary of the Club at least two months before the Annual General Meeting.

5.6.3 In the event of a contested election a list of the candidates' names in alphabetical order, with proposers' and seconders' names shall be circulated to overseas Members of the Club at least three weeks prior to the AGM.

5.6.4 In the event of a contested election each overseas Member may vote for one candidate and return the ballot papers to the General Secretary before the Annual General Meeting.

5.6.5 If no candidate is nominated, the Directors will nominate an Overseas Representative to act on behalf of overseas members.

5.6.6 If any candidate declines to serve after being elected, the candidate who has the next largest number of votes must be deemed to be elected.

5.6.7 If 2 or more candidates obtain an equal number of votes, Board must select by lot from such candidates the candidate who is to be elected.

6. PRESIDENT AND PATRON

The Board may at its absolute discretion elect both a President or Patron. The President shall previously have been a Member of long standing (minimum 10 years) who in the opinion of the Board has contributed to the conduct and well being of the Club over many years. A Patron may not necessarily have been a member but shall, in the opinion of the Board, be a valuable champion of the Club and the Alvis marque. Both the President and the Patron may attend meetings of the Board at the Board's discretion but shall have no voting rights. The Board will invite suggestions from the membership via the Section and International Directors for prospective candidates for President and appropriate prospective Patrons. The Board shall not be restricted to candidates put forward in this manner.

7. ADVERTISING OF VACANCIES

All vacancies for the Board, including the Section and International Directors, and Section Committee members shall be advertised at least two months in advance of any meeting at which elections are to be held.

In the event of unexpected vacancy, the Board/Section may co-opt a Member to fill a vacant position without advertisement, but such position is to be correctly advertised prior to, and the appointment of the co-opted member or of another alternative member confirmed at, the following relevant AGM.

The vacant post of International Director may only be filled by an International member.

The Directors may act notwithstanding vacancies.

8. MAXIMUM CONTINUOUS PERIODS OF OFFICE

All Office Holders, Board members and Section Committee Members serve for a period of one year and are elected at the Company or Section AGM.

The maximum continuous period in office for the various officers of the Club are as follows:

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| President | Five years with no extension |
| Chairman | Three years with the possibility of election for one further period of three years |

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| Vice Chairman | Three years with the possibility of election for one further period of three years |
| General Secretary | Three years with the possibility of election for two further periods of three years. |
| Treasurer | Three years with the possibility of election for two further periods of three years. |
| UK Section Directors | 10 years |
| International Director | 3 years with the possibility of re-election for two further periods of three years |
| Section Officers other than Section Directors | 1 year with unlimited extension |
| Officers and Advisers | 3 years with the possibility of unlimited extensions of up to three years |

The Board may at its discretion extend any of the above periods.

For each period of appointment, those standing for election shall be nominated by two full Members who are not themselves standing for election.

9. NOTICE OF COMPANY GENERAL MEETINGS

9.1 The Club shall hold a general meeting in each year as its Annual General Meeting in addition to any other meetings in that year, and must specify the meeting as the Annual General Meeting in the notices calling it.

Not more than 18 months may elapse between the date of one annual general meeting of the company and that of the next.

9.2 Members shall be informed a minimum of two months before any General or Annual General Meetings of the proposed date, time and venue. This information shall not constitute a notice of meeting within the meaning of the Companies Act 2006.

9.3 An invitation for nominations for positions (other than Section positions) becoming vacant at any Annual General Meeting, shall be given to all members not less than 2 months before the meeting. Any such nominations must be made in accordance with Rule 5.

9.4 A notice incorporating an agenda, nominations for election and arrangements for proxy votes shall be circulated to Members a minimum of 21 days before the meeting.

9.5 Accidental omission to give notice of any meeting to or non-receipt of such notice by any Member does not invalidate the proceedings at that meeting.

9.6 Proposals by Members for agenda items for consideration at the meeting shall be notified to the General Secretary no less than two months prior to the date of the meeting, such proposals shall be supported by at least two other Members.

9.7 Business raised by any Member under the Any Other Business agenda item shall only be taken at the discretion of the Chairman and the Chairman's decision shall be final.

10. REQUEST BY MEMBERS FOR A GENERAL MEETING

10.1 On a request made in writing by at least 30 members or members representing not less than one-tenth of the total voting rights of all the members having at the date of deposit of the request a right to vote at general meetings, whichever is the lesser, the Directors must convene an extraordinary general meeting.

10.2 Any requisition made by the members pursuant to clause 10.1 above must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the Club.

10.3 On receipt of the requisition the Directors must immediately proceed to convene an extraordinary general meeting.

10.4 If the Directors do not proceed to call a meeting within 21 days from the date of deposit of the requisition, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may convene such a meeting.

11. MINUTES

11.1 Minutes shall be taken at Company and Section General and Annual General Meetings and at Board meetings by an official appointed by the Company or Section Chairman as appropriate. Minutes shall be recorded in the relevant minute book.

11.2 Draft minutes, agreed by the Chairman, of Board meetings are to be circulated to all Directors for comment normally not later than 14 days after the date of the meeting.

12. MEMBERS AND VOTING RIGHTS

12.1. Full, Young Members and Family members (as defined by Rule 12.4) of 18 years and above are entitled to vote at Company General and Section General meetings. A Young Member is a Member aged under 30 years at the commencement of the subscription year.

12.2.1 Any member who has given exceptional service to the club over a period of years may be invited by the Directors to become a life member. Every life member is entitled to all the privileges but is subject to all the duties of membership of the Club during his life but is excused from paying the annual subscription. Life Members shall have full voting rights as at 12.1 above.

12.2.2 The Board have the right to withdraw the privilege of Life Membership at their absolute discretion. If the privilege is withdrawn the member may apply for normal membership unless they have been dismissed under rule 13.3.

12.3. On the recommendation of the Directors any person having a connection with the Alvis marque may be appointed an honorary member of the club without any payment for such membership, for such a period as the Directors determine. Honorary Members shall have no voting rights.

12.4. The Club offers Family Membership to the spouse/partner, sons and daughters (up to and including the age of 21 years) of a full member. Family members shall have the same membership number as the full member. In the event of the death of the full member, the spouse/partner of the full member shall be offered the opportunity to become the full member with the same membership number and voting rights as provided for by Rule 12.1. If the spouse/partner of the full member declines such an offer or if a full member leaves the club for any reason other than death, all family memberships relating to that full membership shall cease at the end of the current subscription year.

12.5 Save as provided for in this Rule, the rights of a Member are personal and are not transferrable and cease upon the Member's death.

13. MEMBERSHIP: REFUSAL AND EXPULSION

13.1 The Directors may at any time acting reasonably decline to accept any annual renewal subscription

13.2 Subject to Article 27 a member may only be expelled from membership in accordance with these sub-clauses.

13.3 If the conduct of any member is, in the opinion of the Directors, injurious to the character of the Club or objectionable in any respect, such member may be, by not less than two thirds majority resolution of the Directors, subject to such sanctions including suspension from membership or expulsion, as the Directors may agree providing that prior to such action the member shall be given the opportunity to make representations in writing to the Board as to why the member should not be expelled from membership, the member having previously been given by the Board brief details of the relevant injurious conduct. The Board will not be obliged to give reasons for the Member's expulsion.

13.4 Any member expelled in accordance with these articles, or otherwise ceasing to be a member of the Club, forfeits all rights to or claim upon the Club or any Director or Officer or its property or funds or any return of subscription paid and remains liable for any outstanding subscriptions or charges due from him at the date of expulsion or cessation.

14 CONDUCT OF MEETINGS

14.1 At any general meeting:

a) a declaration by the chairman that a resolution has been carried, or carried unanimously, or carried by a particular majority, or lost, or not carried by a particular majority,

and

b) an entry to that effect in the book of proceedings of the club,

are conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution, unless a poll is demanded by the chairman or by at least 2 members having the right to vote at the meeting or by a

member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

15. FINANCIAL CONTROL

15.1 Financial control of the Company affairs shall be vested in the Board and the Board shall ensure proper books of account are kept in accordance with the requirements of the Companies Act 2006 and good accounting practice.

15.2 The financial year of the Company shall commence on 1 April.

15.3 The books of account must be kept at the registered office of the Club, or at such other place or places as the directors think fit, and must always be open to the inspection of the Directors

15.4 Annually, at a full Board meeting, the Board shall prepare an itemised budget, including the costs of Board and Officers meetings, for the following financial year.

15.5 No Director, Official or Member of the Club may incur expenditure in a sum greater than £300 in excess of a budgeted item without prior approval of the Board.

15.6 No Director shall approve expenditure in excess of £1000 per item on non-budgeted expenditure without prior approval of the Board.

15.7 The accounts of the Company shall be maintained by the Treasurer. The draft annual accounts shall be presented to all Board members for agreement prior to publication to the Club members and approval at the next Annual General Meeting.

15.8 Once at least in every year the Directors must lay before the Club in annual general meeting an account of income and expenditure and balance sheet for the period since the preceding account in accordance with the provisions of the Companies Act 2006.

15.9 A balance sheet must be made out in every year and laid before the Club in general meeting, made up to a date not more than 9 months before such meeting.

15.10 A copy of the balance sheet must be sent to, or made available to Members 21 days or more prior to the meeting.

15.11 Every account and balance sheet must be accompanied by a report of the Directors and the account, report and balance sheet must be signed in accordance with the Companies Act 2006.

15.12 No Member who is not a Director has any right to inspect any account or book or document of the Club except as conferred by statute or authorised by the Directors.

15.13 The guidelines issued by the Company Treasurer shall govern the accounting of Section funds and contributions (if any) from Company central funds.

15.14 Section annual accounts shall be approved by the Section Committee and presented to the Section AGM for Section members' approval prior to submission to the Company Treasurer by 30 April each year.

15.15 A Section organising its Section Day and AGM may claim up to a maximum of £150 per annum in each case from Central Funds, where in the opinion of the Board, Section Funds are limited.

15.16 The Club International event, when organised by a Section approved by the Board, should wherever possible be planned on a break-even basis and a budget for the event is to be submitted to the Board for approval in advance. The Board may, at its discretion, refund a portion of any surplus made by the event to the Section and cover any unexpected losses.

16. BANKING

16.1 All monies of the Company shall be placed to an account in the name of the Company (or Section sub-accounts in respect of Section activities). Cheques must be made payable to the Company.

16.2 Drawings on the account may only be made jointly by two authorised officials who shall be drawn from the Company (or Section) Chairman, Vice Chairman, Treasurer or Secretary.

17. EXPENSES

17.1 Directors, Section Directors, Officials and Advisors including Section Officials and other Members of the Club, when conducting Club business, may claim reasonable expenses on a direct repayment basis from Central or Section funds on production of justification and receipts to the appropriate Treasurer.

17.2 The International Director may attend Board meetings in person or by teleconferencing media, and may apply for re-imbusement of travelling and any other out-of-pocket expenses, supported by VAT receipts up to a maximum of £1000 per annum.

18. EVENTS

18.1 Responsibility for the organisation of Alvis International, the main Club event of the year, is normally delegated to one of the Sections following agreement between the relevant Section and the Board. A budget for the event shall be prepared and approved by the Board. The Board shall decide, and publish, by no later than July of the previous year, the date and place for this event.

18.2 The organisation of other Section social and competitive events is the responsibility of the relevant Section committee.

18.3 The guidelines issued by the Competition Secretary shall govern the conduct of all types of motoring events organised centrally or by the Sections. The organising body for each event shall appoint a 'Secretary of the Meeting'.

18.4 For competitive events involving moving vehicles it is the responsibility of the Secretary of the Meeting to ensure that all participants show a current Company membership card, or equivalent evidence in the case of invited organisations (e.g. 12/50 Register Ltd), and have signed a declaration stating 'I certify that I hold an appropriate full driving licence currently valid for use in the UK and that the vehicle I am driving is road legal and insured against third party risks'. Failure to comply with these regulations has the effect of negating the Motor Sports Association insurance cover for the event and may render the Company liable for any accident or damage sustained by any person or property during the event. All events shall comply with the MSA regulations in force at the time of the event.

18.5 Sections are to publish their yearly calendar of events through the medium of the Calendar, preferably by the January issue of this publication supported by the AOC web sites and Section news letters and shall take all reasonable precautions to ensure that events organised by one Section do not clash with those of another Section within a similar geographical area. Principal Section Days should, where possible, be spaced at least two weeks away from another such event or International.

18.6 Any member wishing to organise a motoring or social event in the name of the Company shall inform the Section Director and Section Secretary/Events Co-ordinator to obtain their approval before proceeding with any arrangements.

18.7 Other motoring and social events may be attended by members "by invitation". In doing so it is the responsibility of the organising member and/or individual member attending the event to satisfy him/herself as to the level and worth of insurance cover on offer for the event. Such events do not attract any insurance cover from the Company.

19. CAR VALUATIONS

19.1 The Club offers a valuation service for Alvis cars the property of Club members and third parties. This service is free to Club members but a fee approved by the Board from time to time but not less than the UK annual subscription rate may be made to those who are not members.

19.2 Valuations may be conducted by Directors, Section Officials, the Registrar and Model Secretaries, approved by the Board, who may recover, from the applicant, their personal travel and any other costs incurred in providing this service

20. SUBSCRIPTIONS

20.1 The subscription year shall run from the 1st April.

20.2 Subscription rates and joining fees (if any) shall be determined by the Board and reviewed annually.

21. ALTERATION TO THE RULES

21.1 The Rules may be modified or changed by the Board by agreement at a Board meeting.

21.2 Any changes to the Rules agreed by the Board shall be notified to Members through The Bulletin or Calendar at the first suitable opportunity and such changes shall not be effective until so published. Publication may take place by other means but changes not published to the full Membership in either The Bulletin or Calendar shall not be effective.

21.3 Any Member proposing an alteration or addition to the Rules must submit a proposal to the General Secretary in writing at least 2 months before the next Board meeting. The proposal is to be circulated by the General Secretary to all Directors not less than one month in advance of the meeting at which the Board shall give consideration to any changes proposed under a fixed agenda item. The Board may agree or disagree with the proposal as appropriate. The Board need not give reasons to the said proposer for rejection of the alteration or addition.