



## The Companies Acts 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

### ARTICLES OF ASSOCIATION OF TVR CAR CLUB LIMITED (“the Company”)

1 (a) The Regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 (S1 1985 No 805) as amended by the Companies (Tables A to F) (Amendments) Regulations 1985 (S1 1985 No. 1052) (such Table being hereinafter called "Table C") the Companies (Tables A to F) Amendment Regulations 2007 (S1 2007/2541) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (S1 2007/2826) shall not apply to the Company and these Articles hereinafter contained shall be the regulations of the Company.

1 (b) In these Articles the following words shall have the following meanings: -

<b>Words</b>	<b>Meaning</b>
<b>The Act</b>	The provisions of (i) the Companies Act 1985 and (ii) the Companies Act 2006 as amended and in force prior to the amendment of these Articles (including any statutory modification or re-enactment thereof for the time being in force)
<b>These Articles</b>	These Articles of Association, and the regulations of the Company from time to time in force
<b>Auditor</b>	The auditor appointed by the Club from time to time
<b>The Board of Directors</b>	The Board of Directors for the time being of the Club
<b>The Chairman</b>	Any Director of the Club who is appointed at the Annual General Meeting to chair the Club
<b>The Club</b>	The above named Company
<b>Director</b>	Any Director of the Club
<b>Family</b>	Family members in accordance with section 253(2) of the Companies Act 2006
<b>Intellectual Property</b>	Patents, trademarks, service marks, rights in designs, trade names, copyrights in any drawings, designs, plans, specifications, manuals, computer software and computer data (including websites), films, photographs, text content, topography, maps, concepts, ideas and trade secrets, specifications in respect of products and packaging specifications and any know-how, whether or not any of these is registered and including applications for any such right, matter or thing or registration thereof and any right under licenses or consents in relation to any such right, matter or thing and all rights or forms of protection of a similar nature or having equivalent or similar effect to any of these which may subsist anywhere in the world and all other information necessary for the technical exploitation of any of the same, and “Intellectual Property Rights” shall be construed accordingly
<b>Know-How</b>	Any skills, knowledge, experience, technical information or techniques of whatsoever nature utilised or gained by the relevant person in the course of the Club’s business
<b>Member</b>	A Member of the Club
<b>Month</b>	Calendar Month
<b>Regional Organiser</b>	A Member approved by the Board of Directors to supervise the organisation of Members’ activities in a geographic region of the UK, Isle of Man, Channel Islands or the Republic of Ireland.
<b>The Registered Office</b>	The registered office for the time being of the Club
<b>Seal</b>	The Common Seal of the Club

1 (c) 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 corporation.

The headings are inserted for convenience only and shall not affect the construction of these Articles.

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

2. There is no maximum number of Members with which the Club proposes to be registered but the Board of Directors may from time to time register a maximum if they so require.

3. The provisions of Section 352 of the Companies Act 1985 shall be observed by the Club, and every Member of the Club shall sign a written consent to become 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 Board of Directors shall admit to membership in accordance with the provisions hereinafter contained shall be Members of the Club.

6. There shall be 4 classes of membership, namely: (a) Full (b) Family (c) Under 18 and (d) Honorary.

7. (i) The qualifications for each class of membership shall be as follows:-

**(a) Full** - any person of 18 years or over who applies for such membership of the Club.

**(b) Family** - any family who apply for such membership of the Club. One person nominated by the family will hold one membership (and all the rights and duties that arise from such membership) on behalf of the family

**(c) Under 18** - any person under 18 years who applies for membership of the Club

**(d) Honorary** - a form of membership to be offered at the absolute discretion of the Board of Directors (who may ask for ratification of their decision at a general meeting of the Club where such membership is more than 12 months in duration).

For the purposes solely of determining annual subscriptions any Member whose registered address is or becomes outside the United Kingdom may in addition be designated an Overseas Member.

(ii) The special rights and duties attaching to each class of membership are as follows:

Rights & Duties	Class of Membership			
	Full	Family	Under 18	Honorary
Contribute on winding up	✓	✓	X	X
Vote at General Meetings	✓	✓	X	✓
Eligible to be a Director	✓	✓	X	✓
Pay annual subscription	✓	✓	✓	X

8. Any person desiring to be admitted to membership of the Club must deliver to the Club an application for admission framed in such terms as the Board of Directors may from time to time require, together with the appropriate subscription for the first year.

9. Any application for membership of the Club may be considered by the Board of Directors who shall have an absolute right of admitting or refusing any applications without explanation. The decision of the Board of Directors as to admission or otherwise shall be final and shall be communicated to the applicant forthwith.

10. Any Member whose annual subscription is unpaid after three months of the due date in any year shall cease to be a Member of the Club, and shall forfeit all rights in claims upon the Club and its property and shall from the date the annual subscription fell due cease to be entitled to any benefits of membership of the Club.

11. The Board of Directors shall have power to request the resignation of any Member or to determine any Member's membership but before the Board of Directors may determine any Member's membership, the question of his membership must be submitted to a meeting of the Board of Directors. Not less than 21 days notice in writing of the meeting, its time and place, the nature of complaints against him and the intended resolution of the Board of Directors to determine his membership must be given to the Member concerned and he must be given an opportunity of appearing before the Directors at such meeting and he must be allowed to offer an explanation or defence of his conduct verbally and in writing. All Directors of the Club shall be present at such meeting (with the exception of not more than one Director who need not be physically present but must be involved in discussions, resolutions and voting on any decision at such meeting). If after the meeting not less than two-thirds of the whole Board of Directors shall resolve that such Member is guilty of an act of gross misconduct or of bringing the Club into disrepute or of conduct injurious to the best interests of the Club or its members and that the Member has failed to justify or explain his conduct satisfactorily, the Member's membership will be determined and the Member shall be notified in writing by recorded delivery of the decision forthwith. The member shall have no further right of appeal. Upon any membership being determined under this Article such Member's subscription for the current year may be refunded to him wholly or in part at the discretion of the Board of Directors.

12. Any member wishing to retire from the Club shall give written notice of resignation to the Membership Secretary at least one calendar month prior to the end of their Membership year. Subject to Article 11 subscriptions are not refundable once paid.

### General Meetings

14. An Annual General Meeting of the Club shall be held once every calendar year at such time and place as may be determined by the Board of Directors provided that every Annual General Meeting shall be held not more than 15 months after the holding of the last preceding Annual General Meeting. All other General Meetings shall be called Extraordinary General Meetings.

15. The Board of Directors may call an Extraordinary General Meeting whenever it thinks fit, and shall call an Extraordinary General Meeting on the requisition of at least 10% of the members entitled to vote at General Meetings unless more than 12 months has elapsed since the end of the last Annual or Extraordinary General meeting in which case the required percentage is 5%. Notice of such meeting shall be given by the Board of Directors within 8 weeks of receipt of the requisition and such meeting shall be convened on a date not less than 28 days nor more than 42 days after the date of the notice.

In the event of failure by the Board of Directors to confirm to the requisitionists within 14 days of receipt of the requisition that notice of the Meeting will be given or in the event of a failure by the Board of Directors to give notice of the meeting, the requisitionists may give notice of the Meeting (which shall be convened on a date not less than 28 days nor more than 42 days after the date of the notice) in the Club's monthly publication in a prominent position. Sections 304, 305 and 307 of the Companies Act 2006 shall be varied accordingly.

16(a) 28 days notice of all General Meetings shall be given to all Members and to the Auditor of the Club from time to time. The notice shall in each case specify the time and place of the Meeting and the general nature of the business to be transacted. In the case of an Annual General Meeting the notice shall specify the Meeting as such. The accidental omission to give notice of a Meeting to, or the non-receipt of such notice, by any Member shall not invalidate any resolution passed, or proceedings made at any Meeting.

16(b) Questions may be raised at a General Meeting by any Member entitled to vote and attend at a General Meeting. Preferably, questions are to be received in writing at the Registered Office of the Company at least 14 days before the date of the Meeting. There is no limit to the number of questions that can be asked by any Member at an Annual General Meeting or Extraordinary General Meeting. The Chairman at his discretion, may choose to provide the answer(s) in writing at the commencement of the General Meeting to previously received written questions so as to avoid the proceedings being unduly interrupted, provided that the written questions and written answers thereto shall be included in and form part of the published minutes of the General Meeting.

16(c) A resolution at an Annual General Meeting may be proposed by a group of at least 25 Members entitled to vote and attend at such Meeting (providing it is received at the Registered Office of the Club by the 31st January which immediately precedes the date of such Meeting). Such resolution shall be circulated by the Club together with the notice of the Meeting.

17. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. The quorum for General Meetings shall be as follows: -

(i) Annual General Meetings - 25 members entitled to attend and vote at such meeting.

(ii) Extraordinary General Meetings - 25 Members entitled to attend and vote at such meetings.

18. 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.

19. With the consent of any meeting at which a quorum is present, the Chairman may adjourn a meeting from time to time, and from place to place, as the meeting shall determine. No notice need be given of an adjourned meeting and no business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

20. The Chairman, or failing him, the Vice-Chairman, or failing him, the senior Member present of the Board of Directors, or failing any Member of the Board of Directors being present, such Member as the Members present shall choose, shall preside at every General Meeting.

21. Other than as required by the Act or expressly provided in these Articles at all General Meetings a resolution put to the 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 by the Chairman or in writing by at least five Members present in person and entitled to vote. Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or 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.

22. If a poll be demanded 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.

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

24. 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.

25. 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**

26. Subject as herein expressly provided every Member shall have one vote.

27. 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 his membership, shall be entitled to be present or to vote on any question at any General Meeting.

---

#### **Board of Directors**

28(a) The Board of Directors shall consist of not less than 3 Directors. Directors shall be elected at the Annual General Meeting of the Club in accordance with this Article 28. However, in the event of a Director vacating office, the Board may co-opt Directors onto the Board as they see fit. Save as set out in this Article 28, in order to be eligible to be a Director, a Member must be a Member of the Club. Eligible Members must be nominated and seconded by fellow Members for election to the Board of Directors and must have indicated in writing their willingness to serve on the Board of Directors and prepared a Manifesto for election ("Manifesto"). The nomination, indication of willingness to serve and Manifesto must be received at the Registered Office of the Club not later than the date prescribed by the Board of Directors in the Club's monthly publication in a prominent position.

28(b)(i) Where more than one eligible candidate nomination is received for a Director vacancy, the Director shall be elected by the eligible Members of the Club at the Annual General Meeting, in which case the Manifestos shall be sent to all Members eligible to vote. The eligible members shall stand for election at the Annual General Meeting and shall be elected on a majority show of hands.

28(b)(ii) If no candidate nomination is received for a Director vacancy, the Board shall be entitled to propose a suitable candidate who shall stand for election at the Annual General Meeting and who shall be elected on a majority show of hands.

29(a) Subject as provided herein, each Director, subject to termination of office by resignation or otherwise, shall remain in such office until the Annual General Meeting following election by Members. This is the term of office. The retiring Members of the Board of Directors shall be eligible for re-election.

29(b) The Board of Directors shall appoint from amongst its Members a Chairman, a Vice-Chairman and a Treasurer, who shall remain in office for his term as Director.

30. The Board of Directors may appoint any Member of the Club who satisfies the requirements set out in Article 28(a) as a Director either to fill a casual vacancy or by way of addition. Any Member so appointed shall, subject to termination of office by way of resignation or otherwise, hold temporary office until the next Annual General Meeting at which he/she shall be eligible for election in accordance with Article 28(a) and 28(b). If the Board of Directors shall be reduced in number to less than the minimum number prescribed in Article 28(a) the appointment of a Director pursuant to this clause shall be required.

31. No person who is a Director of or an employee of TVR Limited (or any company that is a successor in title to or carries on the business thereof) or who is an employee of the Club shall be entitled to become a Director.

---

#### **Expenses and interests of the board of Directors**

32(a) The Chairman and the Directors may be paid such sums in respect of lost professional earnings as the Board of Directors may think fit and all reasonable expenses properly incurred by them in connection with attendance at meetings of the Board of Directors or committees thereof or otherwise in connection with the discharge of their duties.

32(b) No officer or employee of the Club shall be disqualified by his office from being appointed or requested by the Board of Directors or otherwise to act as arbitrator or to give his professional services or to perform any special services or to make special exertions of any nature whatsoever for any of the purposes of the Club or from accepting any remuneration or reward by way of fees or otherwise in respect of any arbitration or award or the provision of such services.

32(c) Each Director owes various fiduciary duties to the Club. These include, without limitation, acting in the Club's best interests at all times and not putting him/herself in a position of conflict between his/her duty to the Club and his/her own personal interests. All Intellectual Property of the kind defined in Article 1(b) developed by a Director for the purposes of the Club shall be owned by the Club and such Director shall forthwith on the Club's request unconditionally assign to the Club with full title guarantee such Intellectual Property. Where such Intellectual Property relates to copyright work, the Director shall waive his/her moral rights to the work unless otherwise agreed in writing by the Board of Directors. Any work commissioned for or on behalf of the Club by a Director, any Member of the Club or a servant of the Club shall be the property of the Club and such Director, Member or servant shall forthwith procure unconditional agreement to assign with full title guarantee all Intellectual Property and title to such work or property to the Club prior to commencement of effecting such commission unless the Board of Directors otherwise direct. Where such work incorporates copyright, a waiver of moral rights shall also be procured and such commission shall be conditional upon the waiver unless the Board of Directors otherwise direct. The Director, Member or servant of the Club shall do all such acts and execute any documents as may be necessary to vest such rights in the Club.

#### **Powers of the board of Directors**

33. The business of the Club shall be managed by the Board of Directors, who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Club as they see fit, and may exercise 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, 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 any prior act of the Board of Directors which would have been valid if such regulation had not been made. The Board of Directors shall not dispose of any Heritage Items (as hereinafter defined) recorded in the Club's archive of heritage items ("Archive") without the previous sanction of a special resolution made at a General Meeting, the notice of which contained particulars of the proposed disposal. The term "Heritage Item" shall be defined as any document, book, magazine, record, picture, poster, painting, vehicle, part of vehicle, award, trophy, cup, souvenir, model car, items of clothing, furniture, jewellery, object, chattel, article, photograph, video, film, drawing, design, work of art, flag, banner, sign, stationery, artefact, ephemera, memorabilia or other item connected with the history and heritage of TVR Limited or the Club, purchased by the Club or donated to the Club and accepted by the Board of Directors from time to time to form part of a collection of such items. If such item(s) is or are held by or on behalf of the Club for 12 months or more, it/they will be deemed accepted as a Heritage Item. The Board of Directors shall cause any Heritage Item to be recorded in the Archive. The Club in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the Archive and subject to such conditions and regulations the Archive shall be open to inspection by Members at all reasonable times during business hours.

34. The continuing Members of the Board of Directors may act notwithstanding any vacancy in their body provided always that in the event that the Members of the Board of Directors shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board of Directors for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

35. Subject to the provisions of the Act, the Secretary shall be appointed by the Board of Directors for such term and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

36. The seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of at least two Directors or one Director and the Secretary and the said Director 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.

## Vacation, removal and meetings of Directors

37A. The office of a Director 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 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*

(f) *If he fails to attend any duly convened meeting of the Board of Directors for a continuous period of six months without special leave of absence from the Board*

(g) *If, by a majority of two Directors, the Board of Directors determines him to be guilty of an act of gross misconduct or of bringing the Club into disrepute provided that at the Meeting of the Board of Directors at which such a decision is made, it is mandatory for all Directors to be present (except the Director against whom the vote is being taken) and, with the exception of not more than one Director, who, need not be physically present but must be involved in the discussions, resolutions and voting on any decision at such meeting. Not less than 21 days notice in writing of the Meeting, its time and place, the nature of the complaints against him/her and the intended resolution of the Board of Directors to determine his/her Directorship shall be given to the Director concerned.*

37B. In the event of the occurrence of any event specified in Article 37A above the Member will not be entitled to serve as a Director again for a period of one year from the date of the next Annual General Meeting following the vacation of office (or if less, the period between the date of the next Annual General Meeting following the vacation of office and the following Annual General Meeting).

38. Subject to the provisions of the Act the Club may in General Meeting remove any Director before the expiration of his period of office and appoint another Director who satisfies the requirements of Article 28(a) in his stead but any person so appointed shall hold office until the next Annual General Meeting and shall then be eligible for election to the Board in accordance with Articles 28(a) and 28(b).

39. The Board of Directors may meet together for the dispatch of business; adjourn and otherwise regulate their meetings as they think fit. Two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a further or casting vote.

40. On the request of a Director, the Club Secretary shall, at any time, summon a meeting of the Board of Directors by notice served upon all the Directors. A Director who is or is intending to be absent from the United Kingdom may request the Club Secretary to give him notice of meetings at an address provided by him for that purpose. Notices of Meetings of the Board of Directors shall be sent to him at that address but, if he does not provide an address, it shall not be necessary to give a notice of meetings to him while he is absent from the United Kingdom.

41. The Chairman for the time being of the Board of Directors shall preside at all meetings of the Board of Directors 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 Vice-Chairman of the Board of Directors shall be Chairman of the meeting failing him the Directors present shall choose someone of their number to be Chairman of the meeting.

42. A meeting of the Board of Directors 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 Board of Directors generally.

43(a). The Board of Directors may delegate any of its powers to sub-committees consisting of such Director or Directors as it thinks fit, and any sub-committees so formed shall conform to any regulations imposed on it by the Board of Directors. The meetings and proceedings of any such sub-committees shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board of Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Board of Directors as aforesaid.

43(b). The Board of Directors may delegate any matter to a sub-committee of Members and such sub-committee shall conform to any regulations imposed upon it by the Board of Directors. Any decisions of a sub-committee shall not bind the Club, but shall be provided to the Board of Directors who may ratify them (or not) as the case may be.

44. All acts bona fide done by any meeting of the Board of Directors or any subcommittee of the Board of Directors or by any person acting as a Director shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director 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 Director.

45. The Board of Directors shall cause proper minutes to be made of the proceedings of all meetings of the Club and of the Board of Directors and of sub-committees, and all business transacted at such meetings, 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.

46. A resolution in writing signed by all the Members for the time being of the Board of Directors or of any sub-committee of the Board of Directors shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors or of such sub-committee duly convened and constituted.

## Accounts

47. The Board of Directors shall cause proper books of account to be kept with respect to: -

(a) *the assets and liabilities of the Club; and*

(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.*

48. The books of account shall be kept at the Office or at such other place or places as the Board of Directors shall think fit and shall always be open to the inspection of any Director.

49. The Club in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members of the accounts and books of the Club, or any of them, and subject to such conditions and regulations the accounts and books of the Club shall be open to inspection of Members at all reasonable time during business hours.

50. Once at least in every year the Board of Directors shall lay before the Club in General Meeting an income and expenditure account for the period since the last preceding account together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Board of Directors and a report of the Auditors and a copy of such account balance sheet and reports shall 21 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

51. 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.

52. Auditors shall be appointed and their duties regulated in accordance with the Act.

## Notices

53 (a) Any notice to be given to or by any person pursuant to these Articles shall be in writing, in electronic form or by means of a website.

(b) The Club may give any written notice to a Member either personally or by sending it by post in a pre-paid envelope addressed to the Member at his registered address as appearing in the Register of Members.

(c) Proof that an envelope containing a notice was properly addressed pre-paid and posted shall be conclusive evidence that a notice was given.

(d) A Member present in person at any meeting of the Club shall be deemed to have received notice of the meeting and where necessary of the purposes for which it was called.

## Indemnity

54. Subject to the provisions of the Act every Chairman Director Secretary Auditor employee or officer of the Club shall be indemnified out of the assets of the Club against any liability incurred by him in that capacity in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence default or breach of duty in relation to the affairs of the Club.

55. A Director shall not vote at a meeting of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest which is material and which conflicts or may conflict with the interests of the Club. Such Director shall not be counted in the quorum present at the meeting and any question arising as to the right of a Director to vote, shall be referred to the other Directors present at the meeting and their decision on the matter shall be final and conclusive.