

FEDERATION OF BRITISH HISTORIC VEHICLE CLUBS LIMITED

(a company limited by guarantee and not having a share capital)

ARTICLES OF ASSOCIATION

The articles of association that follow were adopted at an

Extraordinary General Meeting

of the

Federation of British Historic Vehicle Clubs Limited

held on

Saturday, 13 October 2007

[the memorandum of association is available as a separate document in photocopy form on application to:

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ARTICLES OF ASSOCIATION**1. Interpretation**

In these articles:

- 1.1 “the Act” means the Companies Act 1985 including any statutory modifications or re-enactment of it for the time being in force;
- 1.2 “the Federation” means the Federation of British Historic Vehicle Clubs Limited;
- 1.3 “Historic Vehicle” means any land based self propelled vehicle of the appropriate nationally/internationally accepted era;
- 1.4 “Subscriber Organisation” means any properly constituted vehicle club, museum, or collection, based in the United Kingdom, Isle of Man or Channel Islands, which supports the objects of the Federation and which has been admitted to membership following payment of a subscription;
- 1.5 “Supporter” means any individual or organisation that does not qualify to become a Subscriber Organisation but which nonetheless supports the objects of the Federation and which has paid the appropriate fee;
- 1.6 “Member” means any Subscriber Organisation or Supporter whose subscription or fee has not yet expired;
- 1.7 “the President” means the President for the time being of the Federation;
- 1.8 “Vice President” means a person who has been so appointed by the Board;
- 1.9 “the Chairman” means the Chairman for the time being of the Federation;
- 1.10 “the Secretary” means the Secretary for the time being of the Federation;
- 1.11 “the Treasurer” means the Treasurer for the time being of the Federation;
- 1.12 “Director” means a person who has been elected or appointed to serve on the Board;
- 1.13 “the Board” means the board of Directors for the time being of the Federation;
- 1.14 “Representative” means a duly appointed member of a Subscriber Organisation who is nominated by such Subscriber Organisation to represent that Subscriber Organisation at a general meeting of the Federation;
- 1.15 “Nominated Address” means the address provided to the Federation by a Member of any class for the purpose of receiving all formal documents and notifications from the Federation and may include an electronic mail address;
- 1.16 “Patron” means an individual so appointed by the Board;
- 1.17 the masculine includes the feminine and, where appropriate, the singular the plural.
- 1.18 unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modifications not in force when these articles become binding on the Federation;
- 1.19 the regulations constituting Table C as set out in the Companies (Tables A to F) Regulations 1985 shall not apply to the company.

2. Objects

The Federation is established for the purposes expressed in the memorandum of association.

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3. Membership

- 3.1 Those who are Members at the date of the adoption of these articles and such others as are admitted to membership in accordance with these articles shall be Members.
- 3.2 The Board shall have the right to create such class or classes of Members as it may from time to time think fit. The classes for the time being shall be set out in the bylaws of the Federation and the Members thereof shall have such rights, be subject to such liabilities of a Member and required to pay such annual subscriptions or fees as are from time to time determined by the Board.
- 3.3 Any person, body or organisation desiring to be admitted to membership of the Federation must deliver to the Secretary an application for admission framed in such terms and by such means as shall be set out in the bylaws of the Federation together with an entrance fee if required for the class in respect of which he/it desires to become a Member and the first annual subscription or fee.
- 3.4 The privileges of a Member shall not be transferable. They shall cease on the demise of the Member or on the failure of that Member in any year to pay the appropriate annual subscription or fee on or before the 1st September in that year.
- 3.5 The application of every candidate for membership may be considered by the Board which has an absolute right to admit or refuse any application without explanation. The decision of the Board as to admission or otherwise shall be communicated to the candidate promptly.

4. Cessation of membership

- 4.1 Any Member wishing to resign membership of the Federation shall give notice in writing of his intention so to do addressed to the registered office of the Federation.
- 4.2 Any Member whose annual subscription or fee is unpaid on the 1 September in any year shall cease to be a Member and shall forfeit all rights in and claims upon the Federation and its property but may be reinstated at the discretion of the Board on payment of all arrears.
- 4.3 The Board shall have power to request the resignation of any Member or to determine any membership without explanation but before such power may be executed (but only in the case of this power) the vote of not less than two thirds of those Board members present and voting shall be required.

5. Annual general meeting

- 5.1 The Federation must hold a general meeting in each year as its annual general meeting in addition to any other meeting in that year, and must specify the meeting as the annual general meeting in the notice calling it.
- 5.2 Not more than 14 months may elapse between the date of one annual general meeting of the Federation and that of the next.
- 5.3 The annual general meeting shall be held at such time and place as the Board appoints.

6. Extraordinary general meetings

- 6.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 6.2 The Board may, whenever it thinks fit, and must, on a requisition made in writing by at least 10% of Members entitled to vote, convene an extraordinary general meeting.

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- 6.3 Any requisition made by the Members must state the object of the meeting proposed to be called, and must be signed by the requisitioners, deposited at the registered office of the Federation and a receipt obtained.
- 6.4 On receipt of the requisition, the Board must immediately proceed to convene an extraordinary general meeting.
- 6.5 If the Board does not proceed to call a meeting within 21 days from the date of deposit of the requisition, the requisitioners may convene such a meeting.

7. Notice of general meetings

- 7.1 Formal notice of general meetings shall be sent to the Nominated Addresses of Subscriber Organisations at least 28 days prior to the meeting.
- 7.2 In the case of the annual general meeting, all Members shall be advised of the date, time and location by means of the Federation newsletter appearing at least 28 days prior to the meeting.
- 7.3 In the case of an extraordinary general meeting convened in such a way as to make notification by means of the newsletter impossible, formal notice shall be sent to the Nominated Addresses of all Members at least 28 days prior to the meeting.
- 7.4 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.

8. Quorum

- 8.1 No business may be transacted at any general meeting unless a quorum is present.
- 8.2 Save as otherwise provided in these articles, Representatives from 20 Subscriber Organisations personally present is a quorum;
- 8.3 If within half an hour from the time appointed for a general meeting a quorum is not present, or if during a meeting such a quorum ceases to be present:
 - 8.3.1 if the meeting was convened on the requisition of Members, it must be dissolved;
 - 8.3.2 in any other case the meeting stands adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine and, if at the adjourned meeting a quorum of Members is not present within half an hour of the time appointed for the meeting, the voting Members present may form a quorum.

9. Chairman

- 9.1 The President of the Federation, or failing him the Chairman of the Federation, or failing him the Deputy Chairman shall preside as chairman at every general meeting of the Federation.
- 9.2 If there is no such chairman, or if at any meeting he is not present within 15 minutes of the time of holding the meeting, the Representatives of Subscriber Organisations present may elect one of their number who is a Director to be chairman of the meeting.
- 9.3 If there is no Director present, then the Representatives of Subscriber Organisations may elect any one of their number to be chairman of the meeting.

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10. Adjournment

- 10.1 The chairman may, with the consent of a meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.
- 10.2 No business may be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

11. Passing of resolutions

- 11.1 At a general meeting:
- 11.1.1 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
- 11.1.2 an entry to that effect in the record of proceedings of the Federation
- 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 5 Representatives of Subscriber Organisations.
- 11.2 If a poll is demanded in the above manner, it must be taken in such manner as the chairman directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.

12. Voting rights

- 12.1 Every Member of the Federation may attend general meetings of the Federation but only Representatives of Subscriber Organisations may vote at such meetings.
- 12.2 No Representative of a Subscriber Organisation may vote at any meeting unless all the money then due to the Federation by that Subscriber Organisation has been paid.
- 12.3 No person may act as a Representative of more than one Subscriber Organisation at any one meeting.
- 12.4 Votes shall normally be counted on the basis of one vote for each Representative of a Subscriber Organisation present, but a weighted vote can be called for by the Chairman or by not less than 20 per cent of the Representatives present.
- 12.5 When a weighted vote is taken under Rule 12.4 the number of votes available shall be determined by the weighted vote table below:-

Collections & up to 500 members	1 vote
from 501 up to 2000 -	2 votes
from 2001 up to 4000 -	3 votes
from 4001 up to 6000 -	4 votes
from 6001 up to 8000 -	5 votes
from 8001 up to 10000 -	6 votes
from 10001 up to 12000 -	7 votes
from 12001 up to 14000 -	8 votes
from 14001 and over	9 votes

For this purpose the number of members of each Subscriber Organisation shall be taken to be that as declared and paid for when making its most recent subscription payment.

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13. Board

13.1 The Federation shall be managed by a Board of Directors. Until otherwise determined by the Federation in general meeting, the number of members of the Board shall be not less than seven and not more than 10 and shall include

13.1.1 the President;

13.1.2 the Chairman;

13.1.3 a Deputy Chairman;

13.1.4 a Director who shall have responsibility for monitoring legislation; and

13.1.5 Directors taking such specified responsibilities as are set out in the bylaws of the Federation

All members of the Board shall be Directors of the Federation and shall be required to sign a form of consent to act as a Director.

13.2 The Board may from time to time and at any time appoint any member of any Subscriber Organisation as a member of the Board either to fill a vacancy or by way of addition provided that the maximum number specified in article 13.1 is not thereby exceeded.

13.3 No person who is not a member of a Subscriber Organisation of the Federation shall in any circumstance be eligible to hold office as a Director.

13.4 No Director shall receive any remuneration in respect of duties as a Director of the Federation, but that shall not preclude remuneration in respect of other duties. Directors may claim out of pocket expenses as set out in the bylaws of the Federation.

14. Appointment rotation removal and disqualification of members of the Board

14.1 All Directors shall be elected at an annual general meeting of the Federation and the first such Directors shall hold office until a date specified at the time of that election or:-

14.1.1 until terminated under articles 14.5 or 14.6

14.1.2 in the case of the President, until the earlier of a date chosen by the President or a date determined by the Board;

14.1.3 in the case of a member of a Subscriber Organisation appointed by the Board in accordance with article 13.2, until the conclusion of the next following annual general meeting;

14.1.4 in the case of a member of a Subscriber Organisation elected to fill a vacancy (whether or not article 14.1.3 applies), until the conclusion of the annual general meeting at which the period of office would have ended had the vacancy not arisen;

14.1.5 in all other cases, until the conclusion of the second annual general meeting after election;

Subject to article 14.4 all Directors may offer themselves for re-election at the annual general meeting at which their period of office is due to end.

14.2 The Board shall from time to time as the need arises nominate candidates who are members of a Subscriber Organisation for election to the positions described in articles 13.1.1 to 13.1.4.

14.3 Subscriber Organisations may nominate members of that Subscriber Organisation for election to fill any vacancies on the board.

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- 14.4 Unless nominated by the Board in accordance with article 14.2, no person may stand for election to the Board at any general meeting unless he has been nominated in writing by a Subscriber Organisation of which he is a member and has indicated in writing his willingness to serve on the Board and both the nomination and the indication of willingness to serve have been received at the registered office of the Federation not less than 42 days before the date of the meeting or such other period as may be decided by the Board such period being published in the Federation Newsletter at least 90 days before the date set for the general meeting.
- 14.5 The Federation may, by extraordinary resolution or (subject to the provisions of section 303 of the Act) by ordinary resolution of which special notice has been given in accordance with the Act, remove a Director before the expiration of his period of office and may, subject to article 14.4 or to the provisions of section 303 as the case may be, by ordinary resolution appoint another person in his stead.
- 14.6 The office of a Director shall automatically be vacated if:-
- (a) the Director ceases to be a member of any Subscriber Organisation or all Subscriber Organisations of which he is a member cease to be Members;
 - (b) the Director resigns his office by notice in writing under his hand sent to or left at the registered office of the Federation;
 - (c) he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (d) he be absent from two successive meetings of the Board without special leave of the Board or good cause and the Board resolve that his office be vacated;
 - (e) he ceases to be a Director by virtue of or becomes prohibited from being a Director by reason of any order made under any provision of the Act.

15. Powers and proceedings of the Board

- 15.1 The Board may exercise all such powers of the Federation as are not by the Act or by these articles required to be exercised by the Federation in general meeting. No resolution passed by the Federation in general meeting shall invalidate any prior act of the Federation which would have been valid if such resolution had not been passed. The general powers given by this article shall not be limited or restricted by any special authority or power given to the Federation by any other article.
- 15.2 The continuing members of the Board may act notwithstanding any vacancy in their body provided always that in case Directors shall at any time be reduced in number to less than the minimum prescribed by article 13 it shall be lawful for them to act as the Board for the purpose of filling vacancies in their body or of summoning a general meeting but not for any other purpose.
- 15.3 Subject always to article 15.4, the Board may establish, and subsequently disband, sub-committees and working groups as it deems appropriate. Any sub-committee or working group must include a Director who shall act as chairman and be responsible for reporting back to the Board.
- 15.4 There shall be a standing sub-committee, known as the legislation committee, under the chairmanship of the Director noted in article 13.1.4. This sub-committee is to be responsible for monitoring primary legislation and subordinate regulations and for such other matters as may from time to time be determined by the Board. The Board shall ensure:-

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- 15.4.1 that the proceedings of the legislation committee are properly recorded; and
- 15.4.2 that the composition of the legislation committee is broad and includes individuals with experience and knowledge in the fields that shall from time to time be set out in the bylaws.
- 15.5 Always having regard to article 15.4 the Board may delegate any of its powers to any sub-committee which includes one or more Director. The Board may also delegate to any Director holding an executive office any such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Board may impose either collaterally with or to the exclusion of its own powers and may be revoked or altered.
- 15.6 Subject to any conditions imposed under article 15.5, the proceedings of a sub-committee shall be governed by rules and/or bylaws made by the Board for the conduct of the sub-committee and any directions given to it by the Board from time to time.
- 15.7 The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The Board shall wherever possible operate by consensus. Where this is not possible, matters shall be determined by a majority of votes unless otherwise provided for in these articles and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote. The Secretary will give all Directors at least 7 days notice of any forthcoming Board meeting.
- 15.8 The quorum necessary for the transaction of business at Board meetings shall be a majority of Directors.
- 15.9 The Chairman of the Federation shall be Chairman of the Board and shall preside at all meetings of the Board at which he is present. If the Chairman is not present then the Deputy Chairman shall preside and if he also be absent, the Directors present at the meeting shall choose one of their number to be chairman of that meeting.
- 15.10 A resolution in writing signed by a majority of those entitled to receive notice of a meeting of the Board or of a sub-committee shall be valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) the sub-committee of the Board duly convened and held and may consist of several documents in the like form each signed by one or more members of the Board or (as the case may be) sub-committee. In this context, an electronic message received by the Secretary shall be deemed to have been signed by the sender.
- 15.11 At the request of not less than one third of the Board the Secretary shall at any time summon a meeting of the Board by notice served upon all Directors.
- 15.12 All acts bona fide done by any Meeting of the Board or of any sub-committee of the Board or by any person acting as a member of the Board or (as the case may be) sub-committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member 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 member of the Board or (as the case may be) sub-committee.
- 15.13 Minutes of all meetings of the Board and any sub-committee shall be recorded and circulated to all members of the Board or sub-committee as the case may be. The Secretary shall be entitled to be present at any meeting of the Board or any sub-committee and shall be present if that is requested by any member present at any such meeting even if the meeting has to be adjourned for that purpose. If any such meeting is held in the absence of the Secretary those members present shall choose one of their number to record the minutes.

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- 15.14 The Board shall, subject to the Act, have power from time to time to make, alter and repeal all such bylaws as they may deem necessary or expedient or convenient for the proper conduct and management of the Federation. The Board shall notify Members of all such bylaws alterations and repeals by notice in accordance with article 20.2. In the absence of any objection, such bylaws alterations and repeals shall become binding upon all Members after the expiry of 90 days from the date of the notice. Provided nevertheless that no bylaw shall be inconsistent with or shall affect or repeal anything contained in the memorandum or articles of association of the Federation and that any bylaw may be set aside by a special resolution of a general meeting of the Federation. In the event of an objection received in writing by the Secretary within the requisite 90 days, the Board may:-
- 15.14.1 seek to persuade the objector or objectors to withdraw the objection or objections;
 - 15.14.2 withdraw the proposal giving rise to objection; or
 - 15.14.3 refer the matter to general meeting for decision by ordinary resolution.
- In the case of 15.14.2 or 15.14.3, the Board shall notify Members by means of the next available newsletter.
- 15.15 The Board shall have power to appoint Vice Presidents. Such appointments shall generally, but not necessarily, be in recognition of significant past service to the Federation. Vice Presidents shall remain in office until the earlier of a date chosen by themselves or a date determined by the Board.
- 15.16 The Board shall have the power to appoint Patrons.

16. Appointment of Secretary

- 16.1 The Board shall appoint a Secretary for such term, at such remuneration and upon such conditions as the Board thinks fit. The Secretary may not be a Director.
- 16.2 The Board may terminate the Secretary's appointment and fill a vacancy in the office as it thinks fit.

17. Appointment of Treasurer

- 17.1 The Board shall appoint a Treasurer for such term, at such remuneration and upon such conditions as the Board thinks fit. The Treasurer may be:-
- 17.1.1 the Secretary;
 - 17.1.2 a Director; or
 - 17.1.3 a suitably qualified person who is neither the Secretary nor a Director.
- 17.2 The Board may terminate the Treasurer's appointment and fill a vacancy in the office as it thinks fit.

18. Financial Records

- 18.1 The Board shall ensure that proper financial records are kept in respect of:-
- 18.1.1 all sums of money received and expended by the Federation and the matters in respect of which the receipts and expenditure take place; and
 - 18.1.2 the assets and liabilities of the Federation.
- 18.2 The financial records must be kept at the registered office of the Federation or such other place or places as the Board think fit and must always be open to the inspection of the Directors.

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- 18.3 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the financial records of the Federation or any of them are to be available to the inspection of Members of the Federation.
- 18.4 Annual accounts shall be prepared for presentation to Members in accordance with the requirements of the Act and applicable Accounting Standards.

19. Indemnity

Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled every Director or other officer of the Federation shall be indemnified out of the assets of the Federation against any liability incurred by him 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, breach of duty or breach of trust in relation to the affairs of the Federation.

20. Notices

- 20.1 Any notice to be given to or by a person pursuant to the articles shall be in writing except that a notice calling a meeting of the Board need not be in writing.
- 20.2 The Board may give any notice to a Member of the Federation either personally or by sending it by post in a pre-paid envelope or by electronic mail addressed to the Member at the Nominated Address appearing in the Federation's records or by leaving it at that address.
- 20.3 A Director present at any meeting of the Board shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 20.4 Proof that an envelope containing a notice was properly addressed, pre-paid and posted and in the case of electronic mail that the transmission was clearly despatched shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted and in the case of a notice transmitted by electronic mail the next following business day after the day of transmission.

21. Winding up

- 21.1 The Federation may be wound up by a resolution carried by at least a two thirds majority vote of the paid up Subscriber Organisations present at any properly constituted general meeting, provided that the proposal to wind up the Federation was specified on the agenda.
- 21.2 The winding up shall take effect from the date of the effective resolution and the Board shall be responsible for the winding up of the assets and liabilities of the Federation.
- 21.3 In the event of winding up the assets of the Federation, after all debts and expenses in connection therewith have been paid, these assets shall be disposed of to such charity or charities or other body or bodies with an historic vehicle connection, and if more than one, then in such shares as shall be determined by the vote of the last general meeting.
- 21.4 In the event of the winding up of the Federation, the outgoing Board shall ensure those records of the Federation, (except those documents required to be preserved by law) which cannot be preserved intact by any successor organisation are placed in a suitable archive, or are destroyed.

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BYLAWS**B1 Membership**

- B1.1 Membership is open to individuals or organisations based in the United Kingdom, Isle of Man or the Channel Islands having an interest in at least one type of historic vehicle. There shall be five classes of Member:-
- B1.1.1 **Clubs** - comprising membership organisations;
 - B1.1.2 **Collections** - comprising museums or collections that are open to the public;
 - B1.1.3 **Associations** - comprising groups of clubs united by a specific interest;
 - B1.1.4 **Traders** - comprising individuals and businesses that derive some or all of their turnover by serving the historic vehicle movement; and
 - B1.1.5 **Individuals** - comprising individual historic vehicle enthusiasts who are not Traders as defined in B1.1.4.
- B1.2 Any organisation, business or individual wishing to become a Member of the Federation must submit an application for membership in the appropriate class that includes:
- B1.2.1 an undertaking at all times to abide by the memorandum and articles of association and bylaws of the Federation.
 - B1.2.2 an address (which may also include an electronic mail address) to be recorded by the Federation as the Nominated Address of the applicant that shall be used as the main point of contact between the Federation and the applicant.
 - B1.2.3 in the case of Clubs, a declaration of the maximum number of members at any time in the preceding 12 months. For the purpose of counting members, a club may ignore:-
 - B1.2.3.1 members not resident in UK, Isle of Man or the Channel Islands; and
 - B1.2.3.2 in the case of clubs catering for all ages of vehicle, those members whose interests lie only with vehicles under 15 years old provided:
 - i. that such members are clearly identifiable; and
 - ii. that the method of counting has been agreed by the Board.
 - B1.2.4 in the case of Associations a list of all clubs within the Association.
- B1.3 Every Member shall notify the Secretary of any change in their Nominated Address within one month of such change occurring.
- B1.4 Every Club Member shall annually on renewal declare the number of members calculated in accordance with bylaw B1.2.3 and every Association Member shall annually on renewal notify any changes to its composition in accordance with bylaw B1.2.4.

B2 Subscriptions

- B2.1 In general, the subscription year shall run from 1 June to the following 31 May.
- B2.2 Subscriptions shall be levied as follows:
- B2.2.1 For Clubs, there shall be an annual per capita charge payable unless the number of members of the club in question is such that the amount due would fall below a specified minimum level, in which case the subscription shall be that minimum.

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B2.2.2 For Associations:

B2.2.2.1 where all clubs within the association are Members in their own right, the subscription shall be the minimum level applicable for Clubs;

B2.2.2.2 where no clubs within the association are Members in their own right, the subscription shall be the annual per capita charge payable by Clubs assessed on the gross membership of the clubs within the association that have an interest in historic vehicles;

B2.2.2.3 in other cases, a formula for calculating fees shall be decided by the Board.

B2.2.3 For other classes of Member, there shall be a flat-rate subscription appropriate to each class.

B2.3 The Board shall from time to time determine the annual rate of subscription for each class of Member and shall notify Members of any changes at least three months before such changes are due to take effect. A notice in the Federation's Newsletter shall be sufficient notification.

B2.4 The Board may reduce the annual subscription fee for new Members when the fee will cover a period of less than six months, and may offer discounted rates of subscription for those paying for more than one period.

B2.5 The Secretary shall invite the renewal of subscriptions by sending notices to Members at their Nominated Addresses.

B2.6 Subscriptions shall not be refundable.

B3 Composition of the Board

B3.1 In addition to the requirements of article 13.1.1 to 13.1.4, there shall be Directors with responsibility for:-

B3.1.1 budgets, finance and planning;

B3.1.2 heritage matters;

B3.1.3 communications;

B3.1.4 international relations;

B3.1.5 liaison with event organisers and participants;

B3.1.6 relations with traders.

B3.2 No individual Director may take more than two of the responsibilities specified together by Article 13.1 and this bylaw.

B4 Duties and powers of the Board in addition to article 15

B4.1 The Board shall ensure:-

B4.1.1 that the composition of the legislation committee includes individuals with a comprehensive understanding of the technical and practical problems that may face owners and users of vehicles in each of the following categories:-

B4.1.1.1 very early vehicles of all types made prior to 1919;

B4.1.1.2 motorcycles made prior to 1946;

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- B4.1.1.3 cars made prior to 1946;
 - B4.1.1.4 motorcycles made since 1945;
 - B4.1.1.5 cars made since 1945;
 - B4.1.1.6 commercial passenger vehicles of all types and ages;
 - B4.1.1.7 commercial goods vehicles of all types and ages;
 - B4.1.1.8 steam vehicles of all types and ages;
 - B4.1.1.9 agricultural vehicles of all types and ages;
 - B4.1.1.10 ex-military vehicles of all types and ages.
- B4.1.2 that the legislation committee has a list of individuals who can be called upon to attend meeting or provide specific advice when the need arises who have specialist expertise in at least each of the following fields:-
- B4.1.2.1 vehicle construction and use and lighting regulations
 - B4.1.2.2 road traffic regulations
 - B4.1.2.3 MoT testing;
 - B4.1.2.4 DVLA procedures;
 - B4.1.2.5 fuel technology;
 - B4.1.2.6 motor sport regulations;
- B4.1.3 that no individual member of the legislation committee shall be relied upon to provide expertise in respect of more than three categories listed in B4.1.1. and B4.1.2.
- B4.2 The Board shall provide written terms of reference for any new sub-committee or working group that it may establish using its powers under article 15.3. Such terms of reference shall include at least:-
- B4.2.1 the name of the Director who shall be chairman;
 - B4.2.2. the purpose for which the body has been established;
 - B4.2.3 its likely duration;
 - B4.2.4 expected frequency of meetings;
 - B4.2.5 recording and reporting requirements;
 - B4.2.6 any delegated powers.
- B4.3 The Board shall appoint members of the legislation committee and any other sub-committee or working group, saving always that the Director appointed by the Board to be the chairman of such body shall have the right to veto such appointment. No person shall serve as a member of any sub-committee or working group unless they are a member of a Subscriber Organisation. In making appointments to sub-committees and working groups, the Board shall (where appropriate) ensure that the views of appropriate subscriber organisations are taken into account.
- B4.4 The Board may:-
- B4.4.1 invite any person to attend Board meetings;
 - B4.4.2 appoint in an ex-officio capacity an Honorary Legal adviser;
 - B4.4.3 appoint in an ex-officio capacity a representative of any nationally recognised body that is relevant to the work of the Federation;

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(a company limited by guarantee and not having a share capital)

Persons so invited or appointed may attend and participate in Board meetings, but may not vote.

- B4.5 The Board may decide the Federation should subscribe to such other body or bodies and upon such terms as it sees fit.

B5 Conduct

- B5.1 Directors and members of sub-committees and working groups must:

- B5.1.1 work with the best interests of the Federation in mind doing all in their power to ensure that the Federation is not brought into disrepute by their actions;
- B5.1.2 recognise that their duty is to act on behalf of the whole of the historic vehicle movement and not to be a partisan representative of any individual Member;
- B5.1.3 not vote on matters in which they have a personal financial interest;
- B5.1.4 abide by decisions of the Board;
- B5.1.5 keep notes of external meetings attended on Federation business and provide copies to the Secretary for filing or distribution to all Board members;
- B5.1.6 keep copies of all correspondence undertaken on behalf of the Federation and provide copies to the Secretary for filing or distribution to all Board members;
- B5.1.7 not use their position in the Federation for personal benefit or gain;
- B5.1.8 not on their own account enter into any undertaking that could place the Federation under any financial commitment or legal liability without prior approval.
- B5.1.9 take all practical steps to minimise costs that will be claimed as expenses.

B6 Expenses

- B6.1 Directors and members of sub-committees and working groups may claim expenses as follows:-

- B6.1.1 in respect of travel to scheduled meetings of the Board, any sub-committee or working group either at actual cost of public transport or at a rate per mile as shall from time to time be determined by the Board;
- B6.1.2 in respect of travel in UK on FBHVC business for other purposes at the same rate as B6.1.1 provided those purposes have been approved in advance by the Chairman or, in his absence, another Director;
- B6.1.3 in respect of travel to foreign destinations on FBHVC business that has been approved by the Chairman or a Director at actual cost;
- B6.1.4 in respect of accommodation and meals necessary in connection with business described at B6.1.2 and B6.1.3 at the lesser of actual cost or a maximum daily rate that shall be determined from time to time by the Board.