
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

MOTOR INDUSTRY PUBLIC AFFAIRS ASSOCIATION LIMITED

INTERPRETATION

1 In these Articles:

“**Act**” means the Companies Act 1985;

“**associate member**” means a former individual member who has retired or who no longer qualifies as an individual member under article 6, or a person who is seeking to make a career in the International Motor Industry but at the relevant time has less than 12 consecutive months of qualifying experience;

“**corporate subscription**” means the subscription rate available to those members whose organisation has 4 or more members;

“**full member**” means a member paying either the full or corporate subscription, and honorary members appointed as such by the Directors for past or present service;

“**International Motor Industry**” means:

- (a) car, transport and motorcycle manufacturers;
- (b) specialist vehicle constructors;
- (c) automotive engine builders;
- (d) manufacturers of accessories, components and materials for cars, transport and motorcycles;
- (e) suppliers of services to the motor industry; and

(f) retail automotive, transport, motorcycle and distribution.

“**General Secretary**” means any person appointed to perform the duties of the secretary of the Company; and

“**United Kingdom**” means Great Britain and Northern Ireland.

Expressions referring to writing shall unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible and non-transitory form. Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

2 The number of members with which the Company proposes to be registered is 2 but the Directors may from time to time register an increase in the number of members.

3 The subscribers to the memorandum of association and such other persons as the Directors shall admit to membership shall be members of the Company.

4

(a) There shall be 2 categories of membership:

(i) full; and

(ii) associate.

(b) The Directors in their absolute discretion shall set the level of subscription and corporate subscription and notify the rates to the members in October of each calendar year. Each member shall pay the applicable non-refundable subscription by the immediately following January of each calendar year.

(c) Each new member must pay a joining fee fixed by the Directors from time to time.

5 Except as provided in article 6, the Directors shall have absolute discretion on matters of membership.

6 Every individual member must be engaged in communications activity with or on behalf of any company within the International Motor Industry. Membership shall be dependent upon proof (satisfactory to the Directors in their absolute discretion) being provided by the applicant that he/she has worked within the International Motor Industry for a period of 12 consecutive months immediately prior to the application.

7 A member may at any time withdraw from the Company by giving at least seven clear days notice to the Company. Membership shall not be transferable and shall cease on death.

8 A person may be removed as a member of the Company by a unanimous resolution of the Directors.

GENERAL MEETINGS

- 9 The Company shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that calendar year, and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held at such time and place, as the Directors may appoint but not later than 31 March of each calendar year. The quorum for the general meeting shall be 10 full members.
- 10 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 11 The annual general meeting shall be held for the purposes of receiving the Finance Director's report for the preceding calendar year and transacting any other business as may be brought before it.
- 12 The Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on requisition made by not less than 15% of the full members. A quorum of the Company at an extraordinary general meeting shall be not less than 25% of the full members.

NOTICE OF GENERAL MEETINGS

- 13 All meetings of the Company shall be called by not less than twenty-one days notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting, and the general nature of that business and shall be given in accordance with article 74 or in such other manner, if any, as may be prescribed by the Company in general meeting to such persons as are, under the articles of the Company, entitled to receive such notices from the Company:

PROVIDED that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed;

- (a) in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting being a majority together representing not less than ninety five per cent of the total voting rights at that meeting of all the members.
- 14 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 15 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors.

- 16 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 17 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of full 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 to such other day and at such other time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the full members present shall be a quorum.
- 18 The Chairman shall preside as chairman at every general meeting of the Company, or if there is no such chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be chairman of the meeting.
- 19 If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting the full members present shall choose one of their number to be chairman of the meeting.
- 20 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 21 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the chairman; or
 - (b) by any full member or full members present in person or by proxy and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

- 22 Except as provided in article 21, if a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 23 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 24 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 25 Subject to the provisions of the Act a resolution in writing signed by all the full members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

- 26 Every full member shall have one vote.
- 27 On a poll votes may be given either personally or by proxy.
- 28 The instrument appointing a proxy shall either be in writing under the hand of the appointer or of his attorney duly authorised or contained in an electronic communication sent to such address as the Company may notify. A proxy must be a full member of the Company.
- 29 The instrument appointing a proxy and the power of attorney or other authority, if any, shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
- 30 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

“

I of in the County of being a member of the above named Company hereby appoint of or failing him of as my proxy to vote for me on my behalf at the annual (extraordinary) general meeting of the Company to be held on the day of and at any adjournment thereof.

Signed this day of

- 31 Where it is desired to afford full members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

“

I of in the County of being a member of the above named Company hereby appoint of or failing him of as my proxy to vote for me on my behalf at the annual (extraordinary) general meeting of the Company to be held on the day of and at any adjournment thereof.

Signed this day of

This form is to be used in favour of/against* the resolution. Unless otherwise instructed the proxy will vote as he thinks fit.

* Strike out whichever is not desired.

- 32 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 33 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death insanity or revocation as aforesaid shall have been received by the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

THE BOARD OF DIRECTORS AND COMMITTEES

- 34 The persons who become Directors upon incorporation of the Company shall co-opt 3 full members as Directors to form the Interim Executive Committee. As soon as practicable after the co-option, the Interim Executive Committee shall invite nominations for the Elected Directors positions. The first election of the Elected Directors shall take place in November in accordance with the procedure set out in article 35.
- 35 In November of each calendar year the full members shall elect, in a manner to be decided by the Directors (which may include online voting on the Company website), the following:
- (a) a Chairman;
 - (b) a Deputy Chairman;
 - (c) a Finance Director; and
 - (d) a Membership Director, (the “**Elected Directors**”),

from among the full members who together with the General Secretary, shall be known as the Executive Committee.

- 36 The Elected Directors shall have the power to appoint and remove a General Secretary who shall be an ex officio Director for the period of service as General

Secretary. The period of service may be terminated upon 3 months written notice by either a majority of the Elected Directors or the General Secretary.

- 37 The Elected Directors must be full members of the Company. The General Secretary must be a member of the Company. The Elected Directors and the General Secretary shall be directors for the purposes of the Act.
- 38 The Executive Committee shall serve for a term starting from the date of the first meeting of the Executive Committee in each calendar year to the date of the first meeting of the Executive Committee in the following calendar year.
- 39 No Chairman may serve as Chairman for more than 3 consecutive calendar years.
- 40 Unless otherwise determined by ordinary resolution, the number of Directors shall be not less than two.
- 41 The Executive Committee shall form a permanent committee to which it may delegate such actions and responsibilities as it sees fit including operational matters, the development of membership services, the representation of specialist sectors, short-term planning, and implementation, evaluation and reporting of projects, tasks and activities, and such committee shall be known as the Operating Committee.
- 42 The Operating Committee shall be comprised of:
 - (a) the Selected Members;
 - (b) the immediate past Chairman;
 - (c) the Executive Committee; and
 - (d) up to 5 members nominated by the Executive Committee.
- 43 The Executive Committee shall notify the members of its intention to create an Operating Committee in writing (which may include a notice on the Company website) by no later than 30 November of each calendar year and shall invite members to apply to become members of the Operating Committee. Members must notify the General Secretary of their wish to be selected for the Operating Committee by 31 December of each calendar year.
- 44 At the first meeting of the Executive Committee in each calendar year, the Executive Committee shall select up to 5 members from those who have nominated themselves in accordance with article 43 to serve as Selected Members of the Operating Committee for a term starting from the end of that meeting until the first meeting of the Executive Committee in the following calendar year. No Selected Member shall serve for more than 5 terms.
- 45 The Executive Committee shall have the power to appoint and remove up to 5 additional members to serve as nominated members of the Operating Committee. These members shall serve as members of the Operating Committee until they are removed from the Operating Committee on notice from the Executive Committee.

- 46 No person other than a retiring Director shall be appointed or reappointed as a Director unless not less than fourteen nor more than thirty-five clear days before the date appointed for the election, notice from a full member has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of Directors together with notice from that person of his willingness to be appointed or reappointed.
- 47 Not less than seven nor more than twenty-eight clear days before the date appointed for holding the election, notice shall be given to all who are entitled to receive notice of the election of any person in respect of whom notice has been duly given to the Company of the intention to propose him for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of Directors.
- 48 The Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
- 49 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director. A Director so appointed shall hold office only until the next following election. If not reappointed at such election, he shall vacate office at the conclusion thereof.

POWERS AND DUTIES OF DIRECTORS

- 50 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Directors by the articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
- 51 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, indorsed, or otherwise executed as the case may be, in such manner as the Directors shall from time to time by resolution determine.
- 52 The Directors shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees of Directors;

and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF DIRECTORS

- 53 The office of a Director shall be vacated if:
- (a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he is, or may be, suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - (d) he resigns his office by notice to the Company;
 - (e) he shall for more than two consecutive meetings of the Directors have been absent without permission and the Directors resolve that his office be vacated; or
 - (f) he ceases to be a member.
- 54 A Director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

PROCEEDINGS OF DIRECTORS

- 55 Both the Operating Committee and the Executive Committee will meet at least four times per calendar year and otherwise may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. 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 second or casting vote. A Director may, and the General Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.
- 56 The quorum necessary for the transaction of the business of the Operating Committee and for the Executive Committee shall be two.
- 57 Notwithstanding Article 53, should the number of Directors fall below two the continuing Director may act until such time as replacement Directors are appointed.
- 58 The Operating Committee and the Executive Committee may delegate any of their powers to committees consisting of such member or members of their body as they

think fit and any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors and shall report all acts and proceedings fully and promptly to the Directors.

- 59 The Chairman shall be entitled to preside at all meetings of the Operating Committee and the Executive Committee at which he shall be present, but if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting. Like provision shall apply to any committee of the Directors.
- 60 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman shall have a second or casting vote.
- 61 All acts bona fide done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or persons 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.
- 62 The Directors shall cause proper minutes to be made of all appointments of officers made by the Directors and of the proceedings of all meetings of the Company, the Board of Directors, committees of the Directors and all business transacted at such meetings, and any such minutes of any meeting, if purported to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 63 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

PARTICIPATION IN MEETINGS

- 64 Any meeting of the Directors, or committee of the Directors, may with the consent of all those participating, be held by means of conference telephone, video conference or similar communication equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

GENERAL SECRETARY

- 65 The General Secretary shall be appointed by Directors for such term at such remuneration and upon such conditions as they may think fit; and any General Secretary so appointed by them may be removed by them.
- 66 A provision of the Act or these articles requiring or authorising a thing to be done by or to a Director and the General Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place, of the General Secretary.
- 67 The General Secretary shall be the Company Secretary for the purposes of the Act.

EXPENSES

- 68 The General Secretary may be paid all travelling, and other expenses properly incurred by him or her in connection with his or her attendance at meetings or otherwise in connection with the discharge of his or her duties.

ACCOUNTS

- 69 The Directors shall cause proper books of account to be kept with respect to:
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Company; and
 - (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and explain its transactions.

- 70 The books of account shall be kept at the registered office of the Company or, subject to Sections 221, 222 and 223 of the Act, at such other place or places as the Directors think fit and shall always be open to the inspection of the Directors.
- 71 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of full members not being Directors, and no full member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.
- 72 The Directors shall from time to time in accordance with Sections 229, 233, 239, 245, 261(2) and 736 of the Act cause to be prepared and to be laid before the Company in general meeting such as profit and loss accounts balance sheets group accounts (if any) and reports as are referred to in those Sections.
- 73 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting shall not less than twenty-one days before the date of the meeting be sent to every member of the Company provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

NOTICES

- 74 The Company can deliver a notice or other document to a shareholder:
- (a) By delivering it by hand to the address recorded for the member on the register;
 - (b) By sending it by post or other delivery service in an envelope (with postage or delivery paid) to the address recorded for the member on the register;

- (c) By fax to a fax number notified by the member in writing;
- (d) By electronic mail (except a share certificate) to an address notified by the member in writing; and
- (e) By publication on its website (provided the Company has notified the members of an address).

This article does not affect any provision in any relevant legislation or the articles requiring notices or documents to be delivered in a particular way.

If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the shareholder.

If a notice or document is sent by post or other delivery service not referred to below, it is treated as being delivered:

- (a) 24 hours after it was posted, if first class post was used; or
- (b) 72 hours after it was posted or given to delivery agents, if first class post was not used;

provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:

- (a) properly addressed; and
- (b) put into the post system or given to delivery agents with postage or delivery paid.

If a notice or document (other than a share certificate) is sent by fax, it is treated as being delivered at the time it was sent.

If a notice or document is sent by electronic mail, it is treated as being delivered at the time it was sent, and in proving such service, it shall be sufficient to prove that the email was properly addressed and that it had not been returned as undeliverable.

If a notice or document is published on the Company's website, it is treated as being delivered when the Company sends the host instructions relating to the notice or document.

75 Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them; and
- (b) every person being a trustee in bankruptcy of a full member where the full member but for his bankruptcy would be entitled to receive notice of the meeting.

No other person shall be entitled to receive notices of general meetings.

DISSOLUTION

76 Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

| NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS | SIGNATURES |
|--|------------|
| Mark Harrison 23 Maple Road, Redhill, Surrey RH1 5HE Heather Yaxley Little Grange, Church Street, West Grimstead, Salisbury, Wiltshire SP5 3RE | |

Witness to the above signatures:

Signature:

Print name:

Address:

Occupation:

Date:

Witness to the above signatures:

Signature:

Print name:

Address:

Occupation:

Date: