

BYLAWS
OF THE TRIUMPH ROADSTER CLUB LIMITED (TRCL)
A Company limited by Guarantee with No Share Capital

1. These Bylaws are empowered by the Company's Memorandum and Articles of Association through which the conduct of the Company and its members is governed. They are intended to clarify current practice and emphasise areas of the Articles which, in the opinion of the Management Committee, require to be clarified or emphasised. They will be updated in accordance with decisions reached in Company and Management Committee Meetings.
2. Members will be expected to follow the objectives of the TRCL as set out in the Memorandum of Association, the main aspect of which is to encourage the preservation and use on the road of Triumph Roadster Models 18TR and 20TR. Members are encouraged to display the Club Badge on their vehicles.
3. Membership is open to owners of the above vehicles and persons interested in furthering the TRCL's objectives. Members may be elected by the Management Committee or through delegation as laid down in the company authorisation and review procedure, on the receipt of a completed application form, payment of the annual subscription and the signing of the Limited Liability Guarantee. Any member joining in the last three months of the year will not be required to renew membership until the end of the following membership year.
4. The membership year will be from 1st January to 31st December. For those members electing to receive the Company's magazines electronically, reduced subscription rates shall apply. The rates and any additional fees shall be determined by Resolution in a Company General Meeting. Failure to pay the current year's subscription within one month of its becoming due will be considered as notice of resignation. Any member so resigning will be liable under the guarantee for one year from that resignation. Such a member may be readmitted after payment of the due subscription and subject to the approval of the Committee.
5. Any member may resign from the Club at any time but will not be entitled to any refund of subscription paid for the current year and will be liable under the guarantee for at least 12 months subsequent to their resignation. If resignation is due to the sale of the vehicle, on written notification the unexpired portion of the membership may be transferred to the new owner. Any person receiving a transfer of membership from a member from whom he has acquired a car, must sign the Limited Liability Guarantee before being eligible for the benefits of membership.
6. If an email address is provided on a membership application form it will be assumed that the applicant agrees that all future notices may be given by email, unless on the form it is stipulated otherwise or such notice is given within 28 days of the date of the application. An exception will be the Company Review and Newsletter where the level of subscription determines whether hard copy is desired.
7. Joint membership may be granted to one person residing at the same address as a Full Member. Joint Members shall not be entitled to receive any notices or publications but may vote at any Company Meeting provided they have signed the Limited Liability Guarantee.

8. If a member is guilty of any injurious behaviour in respect to the character or interests of the Company, he will be asked to provide an explanation of such behaviour. If any explanation is considered to be unsatisfactory, a two thirds majority of the Management Committee may expel such member with the option to resign. Any such expulsion shall be subject to any appeal made to a Company General Meeting.

9. The affairs of the TRCL shall be administered by a Management Committee. Members of the Management Committee shall be elected by Ordinary Resolution at the Annual General Meeting (AGM) for one year; they may seek re-election each year. The Committee shall meet at least four times a year either in person or via a teleconference link. Decisions shall be by majority vote with the Chairman having a second or casting vote. A quorum shall consist of a minimum of four Committee members. The Committee shall consist of up to 12 members, the composition and positions being published in the Company's Magazine. The Committee may fill any vacancy which may arise during the year but any such appointment must be ratified at the next AGM.

10. The financial year of the TRCL will be 1st April to 31st March. Accounts shall be prepared and circulated to members and examiners prior to consideration for approval at the following AGM. Such accounts shall be reviewed by an independent examiner qualified to perform such work.

11. The Committee shall produce a procedure setting out the financial limits of the Committee, collectively and individually, with any delegation of their responsibilities to an individual or group of individuals. This document shall be available for inspection by members at the AGM.

12. The AGM of the TRCL shall be held within 9 months of the financial year end, to consider the Statement of Accounts and Examiner's Report and the Committee's Reports, and to elect Directors and Members of the Management Committee. Any other item for discussion and the nomination of Directors and Committee Members to be elected or re-elected must be duly proposed and seconded and communicated to the Company Secretary in writing not less than six weeks prior to the meeting. No member may propose more than two resolutions at an AGM. All resolutions shall be decided by a majority vote (including postal votes), the Chairman having a second or casting vote. Ten members shall be present to form a quorum. At least fourteen days notice must be given of the time and place of any Company General Meeting.

13. An Extraordinary General Meeting may be convened at any time by the order of the Management Committee or on the written requisition of at least twelve members. Such meeting shall be held within eight weeks of the receipt by the Secretary of such order or requisition.

14. Any decision at any Company General Meeting shall be on a majority show of hands and a count of postal votes. Postal votes must reach the Company Secretary at least 48 hours prior to the meeting. In the case of an equality of votes the Chairman of the Meeting shall have a second or casting vote.

15. Members will be expected to abide by these Bylaws and the Company's Articles of Association. Changes to these Bylaws may be made by majority decision in General Meeting.