

BYLAWS OF
THE TRIUMPH ROADSTER CLUB LIMITED (TRCL)
A Private Company limited by Guarantee without Share Capital

1. These Bylaws are intended to document matters not covered by the Articles of Association which require to be clarified or emphasised. They will be updated in accordance with decisions reached in Company and Management Committee Meetings. Members will be expected to abide by these Bylaws and by the Company's Articles.

Membership

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. 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.

The Management Committee

5. Only Company members shall be eligible to stand on the Committee and any appointment will last until the next AGM. Any Company member wishing to join the Committee must be proposed and seconded by other Company members.
6. The Committee shall meet at least four times a year either physically or by teleconference or other electronic means for the dispatch of business and to adjourn and otherwise regulate their meetings as they think fit. Four shall be a quorum. Decisions shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. Not less than seven days notice of each meeting shall be given by the Secretary to the Committee.
7. A member of the Committee may at any time request the Secretary to call a meeting of the Committee by a notice served to all members of the Committee.
8. If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, the members of the Committee present shall choose one of their number to be Chairman for the duration of the meeting.
9. The Committee may delegate any of their powers to specific members or sub-Committees they think fit, and any individuals or sub-committees shall conform to any regulations imposed on it by the Committee.
10. If it is subsequently discovered that there was some defect in the appointment or continuance in office of any member of the committee or a sub committee, then any bona fide acts already undertaken by that group shall be considered valid.
11. The Directors shall cause proper minutes to be made of the proceedings of all meetings of the Committee and of sub-committees of the Committee which shall be agreed and approved at the following Committee meeting and shall be sufficient evidence without any further proof of the facts.

Accounts, Audit and Indemnity

12. The Directors shall cause proper books of account to be kept in respect of:
- All sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place.
 - All sales and purchases of goods by the Company.
 - The assets and liabilities of the Company.
 - All movements of assets and liabilities.
- Proper books shall not be deemed to be kept if they do not comply with the provisions of the applicable Acts in force at the time and do not give a true and fair view of the state of the affairs of the Company at any one time.
13. Unless determined to be different by members in the Annual General Meeting the accounting period will be 1st April to 31st March.
14. The Directors shall draw up a Procedure covering financial limits and responsibilities in respect of expenditure, receipts and contractual commitments which may be entered into at any time either collectively or by individual members of the Committee. This Procedure shall also cover any delegation of responsibilities to individuals or outside organisations. The Directors must authorise any expenditure outside this procedure.
15. Funds shall be lodged in Accounts at reputable Financial Institutions agreed by the Committee. The accounts shall be administered by a minimum of two, and a maximum of four, Directors. Any two of the nominated Directors must sign any financial instruction.
16. At the Annual General Meeting in every year the Committee shall lay before the Company an independently examined income and expenditure account for the period since the last preceding account made up to a date not more than nine months before such meeting together with an independently examined balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Committee and the Independent Examiner and/or Auditors. Copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than fourteen clear days before the date of the meeting and provisions of the Act, sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Independent Examiner's report shall be open to inspection and be read before the meeting as required by the Act.
17. In that the Triumph Roadster Club Limited qualifies as a Small Company, exemption from audit under the Act will apply subject to no notice requiring an audit having been deposited by members in accordance with the Act. However once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more Independent Examiners nominated by the Committee. Such Examiners shall be entitled to present any report to the members at the Annual General Meeting.
18. If at any time the Triumph Roadster Club Limited does not qualify for Small Companies exemption, Auditors shall be appointed and their duties regulated in accordance with the Act.
19. 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 or Auditor appointed by the Company shall be indemnified out of the assets of the Company 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 Company.