

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

THE MOTOR SCHOOLS ASSOCIATION OF GREAT BRITAIN LIMITED (MSA GB)

1. The name of the Company (hereinafter called "the Association") is "THE MOTOR SCHOOLS ASSOCIATION OF GREAT BRITAIN LIMITED.

GENERAL

2. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

WORDS

MEANINGS

The Act ...

The Companies Act, 2006.

These presents ...

These Articles of Association, and the regulations of the Association from time to time in force.

The Association ...

The above-named Association.

The Board ...

The Board of Management for the time being of the Association.

The Office ...

The registered office of the Association.

The Seal ...

The common seal of the Association.

The United Kingdom

Great Britain and Northern Ireland.

Month ...

Calendar month.

In writing ...

Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And 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 corporations.

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

3. The registered office of the Association will be situate in England.
4. The objects for which the Association is established are:
 - (A) (1) To keep its members informed on any matters of practical or professional interest to them. To advise members on any difficulties encountered by them. To offer suggestions for improvement where necessary, and generally to assist members in achieving and maintaining high professional standards.
 - (2) To safeguard the interests of the public in the matter of services provided by members of the Association.
 - (3) To encourage members of the Association to maintain a standard of remuneration which is consistent with providing professional training.
 - (4) To institute and maintain relations with the public, with Government departments, Members of Parliament, the media, trade organisations, road safety associations and others in regard to any matter affecting the work and welfare of driver/rider trainers.
 - (5) To do any other act or thing which will be for the benefit or advantage of driver/rider trainers or which will promote road safety.
 - (B) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects. and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
 - (C) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
 - (D) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
 - (E) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
 - (F) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
 - (G) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable

purposes in any way connected with the purposes of the Association or calculated to further its objects.

- (H) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

Provided also that in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law, having regard to such trusts.

5. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in these Articles of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered nor the provision for and payment of any reasonable pension to any salaried or previously salaried officer or servant or to the widow of any such officer or servant, nor prevent the payment of interest at a rate not exceeding 20 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Association.

6. The liability of the members is limited.
7. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1 (one pound).
8. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Association and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Association 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.

9. The Association shall keep a register of members in accordance with the provisions of section 113 of the Act.

MEMBERSHIP

10. Such persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.
11. (i) The Board may admit to membership of the Association any person who shall in the opinion of the Board be genuinely engaged in the work of driver/rider training and who shall be in the opinion of the Board conducting such work in a fit and proper manner.
 - (ii) Applicants for membership may at the Board's discretion be admitted to Probationary Membership and whilst being such Probationary Members shall have all the rights powers and duties of members except the right to display the Association's emblem or describe themselves as Members except as Probationary Members for a period to be specified by the Board but not exceeding six months or until the necessary enquiries have been completed whichever shall be the shorter.
 - (iii) Any applicant for membership shall be required to agree to the conditions of membership contained in these Articles and in the bye laws and such provisions as the Board may require.
 - (iv) The Board may in its unfettered discretion refuse any application for membership.
 - (v) The Board may in accordance with the byelaws of the Association create other categories of member with such rights and privileges as the Board may from time to time determine, save that (with the exception of any honorary members or equivalent) any persons assigned to classes of membership created under this Article may not vote at General Meetings of the Association.
 - (vi) The Board may delegate its powers under this Article - in accordance with the byelaws of the Association from time to time in force.
12. (i) Each member shall pay an annual subscription of such amount as shall from time to time be determined by the Board the amount to become effective on the first day of the calendar month following the month in which the Annual General Meeting of the Association next following such determination shall be held and as regards the individual member shall be payable from the first day of the calendar month after such Annual General Meeting on which his subscription shall become due.
 - (ii) The amount of such annual subscription may be increased or decreased by the Association by Ordinary Resolution passed by the Association in General Meeting and such increased or decreased subscription shall be effective as if the amount thereof had been the amount determined by the Board prior to the Annual General Meeting.

- (iii) The Board may at its discretion in the case of any member extend the period covered by any subscription.
- 13. The rights of a member shall be as follows:
 - (i) The right to attend General Meetings of the Association and to vote thereat as hereinafter provided.
 - (ii) The right to represent themselves as a member of the Association in the exercise of his profession. No member shall be entitled to use the name of the Association, or its abbreviation, for commercial benefit in any correspondence, literature or advertising unless a current fully paid-up membership is held.
 - (iii) The right to receive all publications as the Board shall determine to circulate to the members generally.
 - (iv) Such other rights as the Board shall decide to confer upon members.
- 14. (i) A member may resign from the Association by giving one month's notice in writing of his intention to do so, but any subscription and other liabilities which may have accrued due from such member prior to the expiration of such notice shall remain due notwithstanding such resignation.
- (ii) If the Board is satisfied after due and proper enquiry (at which the member concerned shall have the right to appear and to state his case) that any member is unsuitable for membership or has been engaged in unsatisfactory conduct, the Board may by notice in writing expel such member: Provided that a member so expelled as aforesaid shall be entitled to appeal to the next succeeding General Meeting of the Association and at such General Meeting the members shall have power by a majority of not less than three quarters of the number present and voting to reverse the decision of the Board.

GENERAL MEETINGS

- 15. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
- 16. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 17. The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by sections 303 and 305 of the Act.
- 18. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both

of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

19. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

20. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided forty members personally present shall be a quorum.
21. 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 Board may determine, 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.
22. The Chairman of the Board shall preside as Chairman at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the chair shall be taken by the Deputy Chairman of the Board. If there be neither Chairman nor Deputy Chairman present the members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
23. 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
24. 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 upon the declaration of the result of

the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

25. Subject to the provisions of Article 27, 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.
26. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
27. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
28. 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

29. Subject as hereinafter provided, every member shall have one vote.
30. Save as herein expressly provided, no member other than a member duly registered, whose annual subscription payments in respect of their membership are up to date, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting. For the avoidance of doubt, Probationary Members are not permitted to vote at any General Meeting.
31. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote.
32. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.
33. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty eight hours before the time appointed 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. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

34. 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 the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
35. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"THE MOTOR SCHOOLS ASSOCIATION OF GREAT BRITAIN LIMITED

"I, _____ ,
"of _____ ,
"a member of THE MOTOR SCHOOLS ASSOCIATION OF GREAT _____ ,
BRITAIN LIMITED hereby appoint _____ ,
"of _____ ,
"and failing him _____ ,
"of _____ ,
"to vote for me and on my behalf at the (Annual or Extraordinary, _____ ,
"or Adjourned, as the case may be) General Meeting of the _____ ,
"Association to be held on the _____ day _____
of _____ , "and at every adjournment thereof.
"As witness my hand this _____ day of _____ ,20 _____ ."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

BOARD OF MANAGEMENT

- 36.(i) The Board shall from and after the first General Meeting of the Association be the following persons:
- (A) One person elected by each of the Regions/Nations set up in accordance with the byelaws of the Association.
 - (B) A Chairman and Deputy Chairman to be elected by the board either from amongst the elected members or co-opted by the elected members as soon as may be after the commencement of their term of office.

- (ii) At each Regional Annual General Meeting of the Association the previous member of the Board shall retire and a new member shall be elected, provided that any member of the previous Board shall be eligible for re-election.
 - (iii) The Chairman and Deputy Chairman shall retire annually, and each newly-elected Board shall, at its first meeting, elect and co-opt a new Chairman and Deputy Chairman: Provided that those retiring shall be eligible for re-election.
 - (iv) The Board shall have power to co-opt three further members.
37. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Board.

POWERS OF THE BOARD

38. The business of the Association shall be managed by the Board, who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting subject nevertheless to any regulations of these presents, to the provisions of the Statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
39. The members for the time being of the Board may act notwithstanding any vacancy in their body.

SECRETARY

40. The Association shall have a Secretary, who shall be appointed by the Board for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

41. If the Association has a seal, it shall not be affixed to any instrument except with the authority of the Board. The Board may decide by what means and in what form any seal is to be used. Unless otherwise decided by the Board, if the Association has a seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature. For the purposes of this article, an authorised person is:
- (A) any member of the Board;

- (B) the Secretary; or
- (C) any person authorised by the Board for the purpose of signing documents to which the seal is applied.

DISQUALIFICATION OF MEMBERS OF THE BOARD

42. A member of the Association may not stand for membership of the board and the office of a member of the Board shall be vacated: -
- (A) If a bankruptcy order is made against him or he makes any arrangement or composition with his creditors.
 - (B) If a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a member of the Board and may remain so for more than three months.
 - (C) If he ceases to be a member of the Association.
 - (D) If he is a member of the board or governing body or committee of an organisation that has similar aims to the Association and whose membership is driver trainers.
 - (E) If by notice in writing to the Association he resigns his office.
 - (F) If he ceases to be a company director by virtue of any provision of the Act or is prohibited from being a company director by law.

PROCEEDINGS OF THE BOARD

43. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
44. A member of the Board may, and on the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board.
45. The Chairman of the Board or, failing him, the Deputy Chairman, shall be entitled to preside at a meeting of the Board at which he shall be present, but if at any meeting neither the Chairman nor the Deputy Chairman be present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board shall choose one of their number to be Chairman of the meeting.
46. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board generally.

47. The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.
48. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office 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 or had duly continued in office and was qualified to be a member of the Board.
49. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes 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 sufficient evidence without any further proof of the facts therein stated.
50. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

ACCOUNTS

51. The Board shall cause accounting records to be kept in accordance with section 386 of the Act.
52. The accounting records shall be kept at the registered office of the Company or, subject to section 388 of the Act, at such other place or places as the Board think fit, and shall always be open to the inspection of the officers of the Association.
53. The Association in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than members of the Board, of the accounts and books of the Association, or any of them, and subject to such restrictions the accounts and books of the Association shall be open to the inspection of such members at all reasonable times during business hours.
54. At the Annual General Meeting in every year the Board shall lay before the Association a proper income and expenditure account for the period since the last preceding account made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every

such balance sheet shall be accompanied by proper reports of the Board and (if appointed) the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to the Auditors (if appointed) and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

55. If required by law, once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and the balance sheet ascertained by one or more properly qualified Auditor or Auditors.
56. Auditors shall be appointed and their duties regulated in accordance with the requirements of the Act.

NOTICES

57. Subject to these Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.

BYELAWS

59. The Association in General Meeting shall have power to make byelaws for the purposes hereinbefore specified and generally for regulating the activities and procedure of the Association: Provided always:
 - (A) Such byelaws shall not conflict with the provisions of the Articles of Association of the Association; and
 - (B) Such byelaws may be added to, altered or rescinded from time to time by the Association in General Meeting.
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