

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF THE

MX-5 OWNERS CLUB

1. Defined terms

In the Articles, unless the context requires otherwise:-

“Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Club;

“AGM” means the Annual General Meeting of the Club ;

“Area” means a geographical area which will be determined by the National Committee;

“Area Coordinators” means those persons who from time to time are responsible for the running of an Area appointed according to article 14;

“Articles” means the Club’s Articles of Association;

“Chairman” has the meaning given in article 13;

“Club” means the incorporated body known as the MX-5 Owners Club;

“Club magazine” means the magazine published by the Club and circulated to all Members;

“Director” means a Director of the Club, and includes any person occupying the position of Director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“EGM” means an Extraordinary General Meeting of the Club;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“Member” means any person or persons who are registered as a holder of a valid Membership Card. In the event that more than one person is registered under the same membership number, then those people shall for the purposes of any rights or obligations arising from the Club be considered as one Member;

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“Membership Card” means a card issued to the Member for the purpose of proving that he/she is a valid Member according to article 9;

“National Committee” means the body of persons appointed under article 12;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“proxy notice” has the meaning given in article 18;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“Secretary” means the Secretary of the Club or any other person appointed to perform the duties of the Secretary of the Club, including a joint, assistant or deputy Secretary;

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Words importing the singular number only include the plural number and vice versa.
Words importing the masculine gender only also include the feminine gender.

References to “MX-5” or “Mazda MX-5” refer to the 2 seat convertible motor car produced by the Mazda Motor Corporation and marketed globally under various names including Mazda MX-5, Eunos Roadster, Mazda Roadster, Mazda Miata and derivatives thereof.

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Club.

2. Liability of Members

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Club in the event of its being wound up while he/she is a Member or within one year after he/she ceases to be a Member, for:-

- a) payment of the Club’s debts and liabilities contracted before he ceases to be a Member,
- b) payment of the costs, charges and expenses of winding up, and
- c) adjustment of the rights of the contributories among themselves.

3. Club objects

The Club’s objects are:-

- a) To encourage and promote the exchange of information, technical or otherwise.
- b) To encourage and promote social and sporting events.
- c) To encourage and provide matters of general interest to Mazda MX-5 owners and enthusiasts.
- d) To design, manufacture or purchase books, maintenance materials, merchandise, regalia, spare parts, etc. for resale to Members or other owners clubs.

4. Club powers

In furtherance of the objects set out in article 3 but not otherwise the Club shall have the following powers:-

- a) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which are necessary or expedient for

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- the promotion of these objects, and to construct, maintain, alter and manage any buildings or erections necessary or convenient for the work of the Club.
- b) To subscribe to any other regional, national or international club or association which may be of interest or benefit to Members.
 - c) To publicise, educate the public in, and provide information about the work of the Club and the MX-5.
 - d) To hold exhibitions, meetings, lectures and classes, to publish and or distribute newspapers, magazines, books and other literary works in connection with the activities and in furtherance of the objects of the Club.
 - e) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Club that may be expedient for the promotion of its objects.
 - f) To undertake and execute any charitable trusts which may lawfully be undertaken by the Club and which are conducive to its objects.
 - g) To borrow or raise money for the purpose of the Club on such terms and on such security as may be thought fit.
 - h) To invest the monies of the Club not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
 - i) To raise money for, establish and support or aid in the raising of money for, establishment and support of any charitable companies or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Club or calculated to further its objects.
 - j) To do all such other lawful things as are necessary to the attainment of the above objects or any of them.

Provided that :-

- i. In case the Club should take or hold any property which may be subject to any trusts, the Club shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- ii. The objects of the Club shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

5. Appointment of Directors

Directors will be appointed from members of the National Committee from time to time and will include the Chairman. Upon loss of office as either the Chairman under article 12 (e) or as a member of the National Committee under article 12 (j) that person will cease to be a Director.

6. Directors' delegation of powers

Subject to the Articles, the Directors delegate responsibility for the management of the Club's business to the National Committee.

7. Membership

- a) Any person who is interested in joining the Club may apply for and be admitted to membership of the Club. Two persons (but not more) may become Members in joint names.
- b) Applications to become a Member must be accompanied by the appropriate fee and may be made by:
 - i. completing and returning the Club's membership application form;
 - ii. completing an on-line application; or
 - iii. by telephone

In the event of applications on-line or by telephone, the act of authorising payment for the fee shall be deemed equivalent to a signature on a paper application.

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- c) In the event of two persons becoming Members in joint names:
 - i. The joint holders of a membership shall be severally as well as jointly liable for the payment of membership subscriptions.
 - ii. All communications, publications, Membership Cards etc. shall be delivered to the person first named on the register of Members.
- d) No person may have more than one membership at any time.
- e) Membership shall continue, subject to payment of the appropriate annual subscriptions, until terminated according to article 8.
- f) The National Committee may from time to time formulate or draw up and thereafter amend or otherwise alter rules relating to any subscription be it of an annual or recurring nature or otherwise which Members shall be required to pay to the Club as a condition of membership or of continuing membership of the Club.

8. Termination of membership

Membership of the Club shall cease on the occurrence of any of the following events:

- a) A calendar month has elapsed since the expiry date of the most recent annual subscription.
- b) Receipt by the Club of the Member's resignation.
- c) Termination of Membership by the National Committee in accordance with article 8.e).
- d) In the event that membership of the Club is terminated no rebate of fees paid previously to the Club will be made, save in the case of a resignation received within 14 days of an initial application or subscription renewal..
- e) The National Committee shall have the power to terminate the membership of any Member for conduct that brings the Club into disrepute or is deemed to be contrary to Club interests. The Member must be given reasonable notice of the termination and the reasons for the termination.
- f) An appeal against termination may be made to the National Committee or, if still unresolved, to the Members at a general meeting.

9. Membership Cards

- a) The Membership Card itself shall convey no rights or privileges, but shall only be for identification.
- b) A Membership Card showing the name of the Member, or the names of the joint Members, the membership number and the expiry date of the subscription shall be issued within 28 days of a subscription being received by the Club.
- c) In the event that a Membership Card becomes lost or damaged, a replacement may be issued. A charge to be determined from time to time by the National Committee shall be payable for any such replacement.
- d) Unexpired Membership Cards must be surrendered upon ceasing to be a Member.

10. Members of the National Committee

The number of members of the National Committee shall not be less than five and there shall be no maximum number of members. The National Committee shall appoint suitably qualified members to the role of Treasurer and Secretary, other individual roles within the National Committee shall be decided by the National Committee from time to time.

11. Powers of the National Committee

Subject to the provisions of the Acts, the Memorandum of Association, these Articles and to any directions given by special resolution, the business of the Club shall be managed by the National Committee who may exercise all of the powers of the Club. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the National Committee which would have been valid if that alteration had not been made or that direction

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had not been given. The powers given by this article shall not be limited by any special power given to the National Committee by these Articles and a meeting of the National Committee at which a quorum is present may exercise all powers exercisable by the National Committee.

Without prejudice to the foregoing the National Committee shall have the following specific powers:-

- a) To enter into all contracts and agreements which the committee may deem necessary or desirable in connection with the management of the Club and to apply the funds of the Club in payment of the expenses of administration, management and running of the Club.
- b) To appoint a Chartered Accountant being a member of the Institute of Chartered Accountants in England and Wales or other appropriate person as Auditor to report on the accounts of the Club annually and to appoint lawyers and other professional advisers.
- c) To agree the remuneration of the auditors, lawyers and any other professional advisers from time to time appointed or instructed by or on behalf of the Club.
- d) To agree to be joined, bring, compromise or defend any claims or proceedings of any kind in relation to the affairs of the Club.
- e) The National Committee shall maintain or cause to be maintained a register of names and current addresses of the Members of the Club together with any other information they see fit with regard to the membership of that Member.
- f) The National Committee may, by power of attorney or otherwise, appoint any person to be the agent of the Club for such purposes and on such conditions as they determine.
- g) The National Committee may delegate any of their powers to any committee consisting of one or more members of the National Committee. All acts and proceedings of such committee or committees shall be reported back to the National Committee as soon as possible. Any such delegation may be made subject to any conditions the National Committee may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of the committee with two or more members shall be governed by these Articles regulating the proceedings of the National Committee in so far as they are capable of complying.
- h) The Members may, by special resolution, direct the National Committee to take, or refrain from taking, specified action. No such special resolution shall invalidate anything which the National Committee may have done before the passing of the resolution.

12. Appointment, retirement and removal of National Committee members

- a) Save as herein provided, election or removal of Members to or from the National Committee shall be dealt with only at an AGM or EGM of the Club or at committee meetings. Resolutions for the removal of a National Committee member may be made by any Member but must be seconded by another Member.
- b) No person who is not a Member shall in any circumstances be eligible to hold office as a member of the National Committee.
- c) At the AGM each year one third of the National Committee for the time being (other than the Chairman) must retire from office. The members to retire in each year shall be those who have been longest in office since their last election. Where a number of members came to office on the same day those to retire, unless agreed otherwise amongst themselves, shall be determined by lot.
- d) A retiring member of the National Committee shall be eligible for re-election.
- e) The term of office of the Chairman will be for one year although this will not prevent an existing Chairman from standing for re-election.

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- f) A retiring Chairman may act in an advisory role to the new Chairman should the new Chairman request it. This advisory role does not include any rights to attend committee meetings or to vote on committee matters – unless it is by virtue of them currently holding another role on the committee.
- g) If a Member wishes to stand for election to the National Committee they must be nominated by an existing Member and seconded by an existing Member. They must also have been a Member for at least three months as of the date for receipt of submission of nominations, unless agreed by the National Committee at least two weeks prior to the notice of the AGM being sent to the Members.
- h) In the event of any casual vacancy on the National Committee occurring through death, illness, resignation or otherwise of an existing member the National Committee may agree to fill the vacancy by appointing a Member to the committee. All such persons so appointed shall hold office only until the next AGM but shall be eligible for election at that time.
- i) The members of the National Committee may at any time appoint any other persons to be members of the National Committee. All such persons so appointed shall hold office only until the next AGM but shall be eligible for re-election at that time.
- j) The office of a member of the National Committee shall be vacated if:
 - i. They cease to be a Member.
 - ii. If they resign their office by written notice to the National Committee.
 - iii. If the role occupied on the National Committee is deleted.
 - iv. If the National Committee resolves that they are incapable of performing their duties as a committee member.
 - v. If there is a vote of no confidence in the member, by the other members of the National Committee.
 - vi. If, without leave, they be absent otherwise than on affairs of the Club, from meetings of the National Committee for twelve consecutive months.
 - vii. If they do not enter into the register of interests an item that should be registered in the register of interests as set out in Article 21 below.
 - viii. They become bankrupt or make any arrangements or compromise with their creditors generally.
 - ix. If they cease to be a member of the National Committee by virtue of any provision of the Acts or they become prohibited by law from being a member of the National Committee.

13. Proceedings of the National Committee

- a) The National Committee shall meet as often as is necessary and at least once every twelve months.
- b) The National Committee shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the National Committee at which he shall be present but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the National Committee present shall choose one of their number to be chairman of the meeting.
- c) On the request of any two member[s] of the committee, the Chairman or Secretary shall, at any time, summon a meeting of the National Committee by serving notice upon the members of the National Committee. A member of the committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- d) Subject to article 12.a) the National Committee may meet together for the dispatch of business, adjourn or otherwise regulate their meetings as they see fit.
- e) Five members of the National Committee will constitute a quorum.
- f) A meeting of the National Committee at which a quorum is present shall be competent to exercise all the authorities, discretions and powers by or under these Articles for the time being vested in the National Committee generally.

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- g) Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- h) All acts bona fide carried out by any meeting of the National Committee or any person acting as a member of the National Committee 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 are disqualified, be as valid as if every person had been duly appointed or had duly continued in office and was qualified to be a member of the National Committee.
- i) A resolution in writing by all the Members for the time being of the National Committee who are entitled to receive notice of a meeting of the National Committee shall be as valid and effectual as if it had been passed at a meeting of the National Committee.
- j) Members of the National Committee may be reimbursed reasonable expenses properly incurred by them in connection with the discharge of their duties. Sums in excess of £50 must be authorised by the Treasurer before they are incurred.
- k) Members of the National Committee will have their annual subscription to the Club waived in recognition of their work for the Club during their term in office.

14. Appointment of Area Coordinators

For practical reasons the Club is organised into geographic areas currently defined by post code. Each Area shall have an Area Coordinator elected by the local Area Members but subject to the approval of the National Committee. At the discretion of the local Area and subject to the approval of the National Committee a maximum of two joint Area Coordinators may be elected. Area Coordinators will have their annual subscription to the Club waived in recognition of their work for the Club during their term in office.

15. General meetings

- a) The Club shall hold a general meeting in every calendar year as its AGM at such time and place as may be determined by the National Committee and shall specify the meeting as such in the notices calling it, provided that every AGM shall be held not more than fifteen months after the holding of the last preceding AGM.
- b) All general meetings other than AGM's shall be called EGM's
- c) The National Committee may call general meetings and, on receipt of a written request from not less than 5% in number of the total membership from time to time, shall proceed to convene an EGM for a date not later than eight weeks after receipt of the request.

16. Notice of general meetings

- a) An AGM shall be called by giving at least three months notice.
- b) An EGM shall be called by giving at least 14 days notice.
- c) Notice of AGMs and EGMs shall be exclusive of the day for which it was given, and shall specify the place, day and hour of the meeting and the general nature of the business to be transacted, and in the case of an AGM, shall specify the meeting as such.
- d) The notice shall be given to all Members.
- e) Any notice shall include a form of voting proxy for the Members unable to attend. Forms of proxy not completed or returned according to the instructions given in the notice or on the form will be invalid.
- f) An Agenda for the meeting shall include the exact wording of any resolution to be voted upon at the meeting and shall, together with any supporting documents, be sent to the Members at least one calendar month before such meeting in the case of an AGM or , in the case of an EGM, with the notice calling the meeting.

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- g) The accidental omission to give notice of a meeting to, or non receipt of a notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

17. Resolutions

Any resolution to be proposed otherwise than by the National Committee at any general meeting of the Club shall be submitted in writing to the Chairman or Secretary not less than two calendar months before the date of the meeting if it is an AGM or one calendar month if it is an EGM and shall be signed by a proposer and a seconder who must both be Members.

Any resolution involving a change to these Articles shall be a special resolution requiring that not less than 75% of all votes cast are in favour.

18. Proceedings of general meetings

No business shall be transacted at any general meeting unless a quorum is present. Ten persons entitled to vote, each being a Member or a proxy for a Member, shall be a quorum. Should the total number of Members fall to less than the quorum, then the quorum shall be made up of all the remaining Members.

Subject to the above, the meeting shall proceed as follows:-

- a) No business other than that specified in the Agenda of the meeting and documents therewith shall be considered at the meeting.
- b) The Chairman of the National Committee shall preside at every general meeting. If there be no Chairman currently or if at any meeting he shall not be present within fifteen minutes of the time appointed for the holding of the same, or shall be unwilling to preside, the Members present shall choose some member of the National Committee, or if no such member be present, or if all the members of the National Committee present decline to take the chair, they shall choose some Member to preside.
- c) 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 at the request of Members, shall be dissolved. In any other case it shall stand adjourned to a date, time and place as the chairman of the meeting may appoint.
- d) The chairman of the meeting 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 which would have been transacted if the meeting had not been adjourned. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as for the 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.
- e) Members will be entitled to appoint a Proxy to vote in their stead. A Proxy need not be a Member.
- f) The instruments appointing a Proxy shall be in writing under the hand of the appointer or his attorney duly appointed in writing and will be in the format approved by the National Committee for that meeting.
- g) A resolution put to the vote of a meeting shall be decided on a show of Membership Cards or proxy form unless before, or on the declaration of the results of, the show of Membership Cards a poll is duly demanded according to the Articles. Unless a poll is duly demanded upon a declaration by the chairman of the meeting that a resolution has been carried or lost by any particular majority, or unanimously, an entry to that effect in the minutes of the meeting shall be conclusive evidence of that fact without proof of the number or proportion of votes cast in favour of or against the resolution.

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- h) At all meetings, in the case of an equality of votes, whether by show of Membership Cards or by poll, the chairman of the meeting shall have a second or casting vote.
- i) Subject to the provisions of the Acts, a poll may be demanded:-
 - i. By the Chairman; or
 - ii. By at least two Members having the right to vote at the meeting; or
 - iii. By a Member or Members representing not less than 10% of the total voting rights of all the Members having the rights to vote at the meeting.

And a demand by a person as proxy for a Member shall be the same as a demand by the Member.

- j) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

19. Financial year end

The financial year of the Club shall end on 31st December in each year or on such other date as the National Committee may decide.

20. Accounts

The National Committee shall cause proper books of account to be kept with regard to:

- a) All sums of money received and expended by the Club and the matter of which such receipts and expenditure took place.
- b) The assets and liabilities of the Club.
- c) At the AGM in every year the National Committee shall lay before the Members the financial statements of the Club for the preceding financial year. A copy of the financial statements shall be sent to the Members at least one calendar month before the meeting.

21. Register of interests

- a) The Chairman shall keep a register of interests of members of the National Committee and Area Coordinators.
- b) All members of the National Committee (and their partner or spouse) and all Area Coordinators (and their partner or spouse) must declare any benefits (with a value over £50) that they receive that they would not have ordinarily received had they not been members of the National Committee or an Area Coordinator.
- c) If a member of the National Committee or an Area Coordinator fails to declare an interest then they will automatically cease to be a member of the National Committee or an Area Coordinator (as appropriate) unless agreed otherwise by a majority of the votes of the National Committee. It will then be up to the National Committee to decide whether they should accept or decline such benefits.

22. Minutes of meetings

The National Committee shall cause minutes to be made of all proceedings at meetings of the Club, and of the National Committee, and of committees of the National Committee, including the names of the members of the National Committee present at all such meetings. Minutes of general meetings of the Club will be circulated to all Members within 3 months of the meeting taking place.

23. Income and property

The income and property of the Club shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise whatsoever by way of profit to Members.

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Provided that nothing herein shall prevent any payment in good faith by the Club:-

- a) Of reasonable and proper remuneration to any Member, officer or servant of the Club for any services rendered to the Club;
- b) Of interest at a rate per annum not exceeding 2 percent greater than the Bank of England Base Rate from time to time on money lent; or reasonable and proper rent for premises demised or let by any Member;
- c) To any member of the National Committee or Area Coordinator of reasonable out-of-pocket expenses.

24. Resolution to dissolve

Subject to the Acts, the Club shall remain in existence until a special resolution is passed in general meeting of the Members calling for the Club to be dissolved.

If, upon the winding up or dissolution of the Club, there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income or property amongst its or their members to an extent as least as great as contained in these Articles, such institution or institutions to be determined by the Members at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable object.

25. Notices given to or by any person

- a) Any notice to be given to or by any person pursuant to these Articles shall be in writing.
- b) Any notice sent by post shall be deemed to have been given on the second day following that on which the envelope containing the same is posted, and in the proving such service it shall be sufficient to prove that such envelope was properly addressed, stamped and posted.
- c) Any notice sent in electronic form shall be deemed to have been given 24 hours following the sending of the communication.
- d) Any notice given by means of a website shall be deemed to have been given when the notice is first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material is available on the website.
- e) Service of a notice or document on any one joint Member shall be deemed effective service on the other joint Member.
- f) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by a person entitled to receive notice shall not invalidate the proceedings of that meeting and accidental omission shall include an omission which was deliberate but which arose out of or was connected with an honest but mistaken view of law or fact by a member of the National Committee.
- g) A Member whose registered address is not within the United Kingdom and who gives the committee an address within the United Kingdom at which notices may be given to them shall be entitled to have notice given to them at that address.
- h) A person present, either in person or by proxy, at any meeting of the Club or of the National Committee shall be deemed to have received notice of the meeting.

26. The Club Seal

The seal shall only be used by the authority of the National Committee or of a committee of the National Committee authorised by the National Committee. The National Committee may determine who shall execute any instrument to which the seal is affixed and unless otherwise so determined it shall be executed by two members of the National Committee.

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27. Authority

No Member may bind the Club without the express approval in writing of the National Committee.

28. No right to inspect accounts or other records

Except as provided by law or authorised by the National Committee or an ordinary resolution of the Club, no person is entitled to inspect any of the Club's accounting or other records or documents merely by virtue of being a Member.

29. Means of communication used

- a) Subject to the Articles, anything sent or supplied by or to the Club under the Articles may be sent or supplied in any way in which the Companies Act 2006 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 Club.
- b) Subject to the Articles, any notice or document to be sent or supplied to the Chairman, Secretary, or National Committee in connection with the taking of decisions by the National Committee may also be sent or supplied by the means by which the National Committee has asked to be sent or supplied with such notices or documents for the time being.
- c) The National Committee may agree with the Club that notices or documents sent to the National Committee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

30. Indemnity

Every relevant member of the National Committee, or a committee of the National Committee, or other officer of the Club may be indemnified out of the Club's assets against:-

- a) Any liability incurred by that member in connection with any negligence, default, breach of duty or breach of trust in relation to the Club,
- b) Any other liability incurred by that member as an officer of the Club.

This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

In this article a "relevant member" means any member or former member of the National Committee or of a committee of the National Committee, and "other officer" includes a former officer of the Club.

31. Insurance

The National Committee may decide to purchase and maintain insurance, at the expense of the Club, for the benefit of any relevant member of the National Committee or a committee of the National Committee, or other officer of the Club in respect of any relevant loss.

In this article—

- a) A "relevant member" means any member or former member of the National Committee or of a committee of the National Committee, and "other officer" includes a former officer of the Club.
- b) A "relevant loss" means any loss or liability which has been or may be incurred by a relevant member or officer in connection with that member or officer's duties or powers in relation to the Club.