

NEW ARTICLES OF ASSOCIATION

Amended 1st December 2019

OF

BRITISH MOTORSPORTS MARSHALS' CLUB LIMITED (Formerly known as: BRITISH MOTOR RACING MARSHALS CLUB LIMITED)

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

In the articles, unless the context requires otherwise:-

- “articles” means the company’s articles of association;
- “bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
- “chairman” has the meaning given in article 16;
- “chairman of the meeting” has the meaning given in article 33;
- “club” has the same meaning as company
- “council” has the meaning given in article 12
- “officers of the club” has the meaning given in article 21
- “Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;
- “director” means a director of the company, and includes any person occupying the position of director, by whatever name called (article 21);
- “document” includes, unless otherwise specified, any document sent or supplied in electronic form;
- “electronic form” has the meaning given in section 1168 of the Companies Act 2006;
- “member” has the meaning given in section 112 of the Companies Act 2006;
- cadet member is any member under the age of 16
- “ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;
- “participate”, in relation to a directors’ meeting, has the meaning given in article 14;
- “proxy notice” has the meaning given in article 31;
- “special resolution” has the meaning given in section 283 of the Companies Act 2006;

- “subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and
- “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.

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 company.

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 is a member or within one year after he ceases to be a member, for:-

- Payment of the club’s debts and liabilities contracted before he ceases to be a member,
- Payment of the costs, charges and expenses of winding up, and
- Adjustment of the rights of the contributories among themselves

PART 2

DIRECTORS – EXECUTIVE OFFICERS – NON-EXECUTIVE OFFICERS POWERS AND RESPONSIBILITIES

3. Directors’ general authority

Subject to the articles, the directors are responsible for the management of the club’s business, for which purpose they may exercise all the powers of the company.

4. Members’ reserve power

- The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- No such special resolution invalidates anything which the directors have done before the passing of the resolution.

5. Directors may delegate

1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:-

- To such person or committee;
- By such means (including by power of attorney);
- To such an extent;
- In relation to such matters or territories; and
- On such terms and conditions as they think fit.

2) If the directors so specify, any such delegation may authorise further delegation of the directors’ powers by any person to whom they are delegated.

- 3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 4) Any delegation of Director's powers must be evidenced in writing either as a matter of record or by specific letter of delegation

6. Directors may appoint Executive Officers

- 1) Subject to the articles, the directors may appoint executive officers, nominally for a period of three years, to serve on the national council to undertake specific functions they authorize
- 2) Executive officers shall have voting rights on Council as defined in the Club Rules.

7. Directors may appoint Non-executive Officers

- 1) Subject to the articles, the directors may appoint non-executive officers to undertake specific functions and report to Council
- 2) Non-executive officers may attend Council meetings but do not have any voting rights.

8. Council may appoint or employ agents

Council may appoint, employ and remunerate auditors and agents as deemed necessary and may terminate such appointments or employment as required.

9. Council may elect a president and vice president

Council may elect a president and vice president who may, be invited to attend council meetings but they shall not be entitled to vote at those meetings.

10. Committees

- 1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- 2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.
- 3) Regional committees shall be maintained for the day to day working of each region. The regions will be defined geographically, the precise lines of demarcation being approved by council and may be modified as council see fit to provide the maximum benefit to the club and its members
- 4) Council will approve the appointment of regional officers at the earliest opportunity

DECISION MAKING BY DIRECTORS and EXECUTIVE OFFICERS

11. Directors and Executives to take decisions collectively

Any decision of the directors and executives must either be a majority decision in Council or a decision taken in accordance with article 12 or 13.

12. Unanimous decisions

- 1) A unanimous decision is when all eligible directors and executives indicate to each other by any means that they share a common view on a matter.

2) References in this article to eligible directors and executives are to directors and executives who would have been entitled to vote on the matter had it been proposed as a resolution at a Council meeting.

3) A decision may not be taken in accordance with this article if the eligible directors and executives would not have formed a quorum at such a meeting

13. Force majeure

In exceptional circumstances, where urgent decisions are required, the three officers of the club may reach a majority decision by any means; such decisions to be ratified by council

14. Council

1) The general Management of the Club shall be vested in a Council the membership of which shall be made up of Directors and Executives.

2) Any member of the Council absenting himself from three consecutive meetings without satisfactory explanation in writing to the Chairman shall cease to be a member of the Council

15. Calling a council meeting

1) The Council shall meet at such times and places as they shall themselves arrange, but once at least in every 6 months.

2) The Club Secretary may at any time at his discretion and shall, on the request of the Club Chairman and on the request in writing of any three Directors of the Council, call a special meeting of the Council, 2 weeks' notice being given by him in such case to every member of the Council.

3) Notice of any council meeting must indicate:-

(a) Its proposed date and time;

(b) Where it is to take place; and

(c) If it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

4) Regional chairmen and chairmen of each special interest section may nominate a member of their committee to represent them at Council meetings and their representative shall be entitled to a vote in their stead.

16. Participation in a council meeting

1) Subject to the articles, council members participate in a council meeting, or part of a council meeting, when—

(a) The meeting has been called and takes place in accordance with the articles, and

(b) They can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

2) In determining whether council members are participating in a council meeting, it is irrelevant where any member is or how they communicate with each other.

3) If all the council members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

17. Quorum for council meetings

1) One half of those members of the Council shall form a quorum, provided always that if the number of members of Council is at any time an odd number then the quorum shall be calculated by adding one to the number of members prior to calculating the relevant quorum.

2) At a council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

18. Chairing of council meetings

1) The club chairman will chair all council meetings.

2) In their absence the club secretary or club treasurer will take the chair.

3) If none of the officers of the club are present the attending directors will elect a chairman so that the meeting can be adjourned in accordance with article 35.

19. Casting vote

If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

20. Conflicts of interest

1) If a proposed decision of the directors or council is concerned with an actual or proposed transaction or arrangement with the company in which a member is interested, that member is not to be counted as participating in the decision-making process for quorum or voting purposes.

2) But if paragraph (3) applies, a director or council member who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

3) This paragraph applies when the member's interest cannot reasonably be regarded as likely to give rise to a conflict of interest.

4) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting, council or committee meetings or part of such meetings.

5) Subject to paragraph (6), if a question arises at a meeting or committee as to the right of a member to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any member other than the chairman is to be final and conclusive.

6) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the those present at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

21. Records of decisions to be kept

The directors must ensure that the club keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

22. Directors' discretion to make further rules

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to members.

APPOINTMENT OF COUNCIL MEMBERS

23. Directors

The Directors of the club shall be:-

(a) The Club Chairman, The Club Secretary and The Club Treasurer (which persons are hereinafter collectively referred to as the "Officers of the Club").

(b) The Chairman of each of the existing Regions – A chairman can refuse to be a director if they perceive there might be a conflict of interest with their profession.

(c) The Chairmen of any Special Interest Sections of the Club which may be in place from time to time

24. Executives

The Executives of the Council shall be such person or persons as the directors elect to serve in any capacity for a nominal period of three years.

25. Method of appointing directors

1) Any person who is willing to act as a director, and is permitted by law to do so, may be nominated to be a director

2) At the annual general meeting each year one of the officers of the club shall retire and shall be eligible for re-election in accordance with the rules of the club in force at the time.

3) No person shall hold an appointment as an officer of the club for a period in excess of three years without offering themselves for re-election or re-appointment.

4) Regional chairmen and special interest group chairmen shall be nominated as directors by their relevant committees and their appointment is to be confirmed by Council.

5) No person shall hold an appointment as regional chairman for a period in excess of three years without offering themselves for re-election.

6) Any one person may concurrently act as a Director and an Executive, but a Regional Chairman may not concurrently hold office as Club Chairman, Club Secretary or Club Treasurer.

7) No matter how many posts on council a person will hold they will only have one vote, excepting the chairman who will hold a casting vote.

26 Termination of a director's appointment

A person ceases to be a director as soon as:-

(a) That person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

(b) A bankruptcy order is made against that person;

(c) A composition is made with that person's creditors generally in satisfaction of that person's debts;

(d) A registered medical practitioner who is treating that person gives a written opinion to the club stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

(e) By reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

(f) Notification is received by the club from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;

(g) A person ceases to be a member of the club or fails to pay their annual subscription.

27. Directors' and executives' remuneration

1) Directors act in an honorary capacity and shall receive no reward or payment in kind for their time or services except as specified in article 28.

2) Save that this article shall not prevent the payment of any sum of money or the presenting of any gift on the retirement of any Director or Executive provided such payment or gift is an "ex Gratia" payment for past services and is approved or subsequently ratified by the members of the Club in General Meeting

3) Executives are entitled to such remuneration as the directors determine:-

(a) For their services to the club as executives, and

(b) For any other service which they undertake for the club.

28. Expenses

The club may pay any reasonable expenses which members properly incur in connection with their attendance at:-

(a) Meetings of council or committees of the club,

(b) General meetings, or

(c) Otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the club.

PART 3 MEMBERS

BECOMING AND CEASING TO BE A MEMBER

29. Applications for membership

1) There is no limit on the number members the club may have.

2) No person shall become a member of the club unless—

(a) That person has completed an application for membership in a form approved by the directors,

- (b) That person has paid the annual membership subscription agreed by council,
- (c) The relevant region has approved the application, and
- (d) Members and intending members are required to disclose to the membership secretary any disability or incapacity which is or may be prejudicial to their safety.

30. Termination of membership

- 1) A member may resign from the club by giving written notice at any time.
- 2) Membership is not transferable.
- 3) A person's membership terminates when that person dies or ceases to exist.
- 4) Council reserves the right to expel any member for misconduct or a breach of the rules of the club in accordance with article 29.

31. Expulsion from the club

- 1) If council feels that the conduct of a member is prejudicial to the interests of the club or has damaged the reputation of the club, council shall invite that member to resign.
- 2) If the member refuses to resign within fourteen days of receipt of the council's invitation, the club secretary will call a meeting of the directors by whatever means to consider the matter.
- 3) If at least 80% of the directors participating in the meeting vote for expulsion the member shall be expelled except as specified in article 30.
- 4) A member expelled under this Article shall forfeit all right in, and claim upon, the Club and its property but the subscription of such member for the current year (if it shall have been paid) shall be returned to him.

32. Right of appeal against expulsion

- 1) Any member expelled from the club in accordance with article 29 has the right of appeal to an extraordinary general meeting.
- 2) The member must exercise their right of appeal by giving notice to the club secretary within 48 hours of receipt of the notice of expulsion.
- 3) The club secretary will call an extraordinary general meeting within ninety days of the receipt of the appeal.
- 4) At least twenty-one days notice shall be given to each member stating the date, time and place of the extraordinary general meeting and the object of the meeting.
- 5) No other business other than that referred to in the notice shall be undertaken at the extraordinary general meeting.
- 6) For the member to be re-instated at the extraordinary general meeting at least 80% of those present shall need to vote against his expulsion. Voting shall be by secret ballot.

ORGANISATION OF GENERAL MEETINGS

33. Attendance and speaking at general meetings

- 1) A person is able to exercise the right to speak at a general meeting when that person is in a

position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when—

(a) That person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) That person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

34. Quorum for general meetings

1) The quorum for a general meeting shall be 20 members

2) No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

35. Chairing general meetings

1) The club chairman will chair general meetings.

2) If the club chairman is absent one of the officers of the club will chair general meetings.

3) If none of the officers of the club are present the attending directors will elect a chairman so that the meeting can be adjourned in accordance with article 37.

36. Attendance and speaking by non-members

The chairman of the club and/or council might invite non-members to attend and speak at general meetings.

37. Adjournment

1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

(a) The meeting consents to an adjournment, or

(b) It appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

3) The chairman of the meeting must adjourn a general meeting if directed to do so by a majority vote of the meeting.

4) When adjourning a general meeting, the chairman of the meeting must—
(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
(b) Have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the club must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
(a) To the same persons to whom notice of the club's general meetings is required to be given, and
(b) Containing the same information which such notice is required to contain.

6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

38. Voting: general

1) Every member of the Club shall be entitled to one vote at General Meetings and Extraordinary General Meetings and no more save only that the Chairman shall be entitled to a casting vote in accordance with Article 17.

2) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

39. Errors and disputes

1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to be tendered, and every vote not disallowed at the meeting is valid.

2) Any such objection must be referred to the chairman of the meeting whose decision is final.

40. Poll votes

1) A poll on a resolution may be demanded:-

- (a) In advance of the general meeting where it is to be put to the vote, or
- (b) At a general meeting, before a show of hands on that resolution

2) A poll may be demanded by:-

- (a) The chairman of the meeting;
- (b) The directors;
- (c) Two or more persons having the right to vote on the resolution; or
- (d) A person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

3) A demand for a poll may be withdrawn if:-

- (a) The poll has not yet been taken, and
- (b) The chairman of the meeting consents to the withdrawal.

4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

41. Content of proxy notices

- 1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:-
 - (a) States the name and address of the member appointing the proxy;
 - (b) Identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - (c) Is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) Is delivered to the club in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 2) The club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 4) Unless a proxy notice indicates otherwise, it must be treated as:-
 - (a) Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) Appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

42. Delivery of proxy notices

- 1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the club by or on behalf of that person.
- 2) An appointment under a proxy notice may be revoked by delivering to the club a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer’s behalf.

43. Proposing resolutions

- 1) Any resolution proposing a change to the articles and/or the club rules must be proposed and seconded by fully paid up members and lodged with the club secretary 28 Days before the AGM/Extraordinary General Meeting.
- 2) Any general resolution put forward for consideration at the annual general meeting must be proposed and seconded by fully paid up members and lodged with the club secretary 28 days prior to the AGM.

44. Amendments to resolutions

- 1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:-

- (a) notice of the proposed amendment is given to the club in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
- (b) The proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:-

- (a) The chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- (b) The amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution

PART 4

ADMINISTRATIVE ARRANGEMENTS

45. Aims and objectives

- 1) Club members will be trained in all aspects of motor sport marshalling in accordance with the procedures determined from time to time by the FIA, Motorsport UK, FIM or Auto-Cycle Union (ACU).
- 2) The club will maintain a volunteering system to facilitate the provision of qualified marshals for motor sport events.
- 3) The club will maintain a Membership database.
- 4) The club will be affiliated and registered with Motorsport UK (the National Sporting Authority or ASN) and will organize and promote motor sport events in accordance with the general competition rules of the ASN pertaining at the time.
- 5) Members of the club officiating or participating in events sanctioned by a national sporting authority (ASN) will abide by the regulations pertaining to the event, failure to do so might be considered prejudicial to the interests of the club in accordance with article 29.

46. Means of communication to be used

- 1) 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.
- 2) Subject to the articles, any notice or document to be sent or supplied to a director/executive in connection with the taking of decisions by directors/council may also be sent or supplied by the means by which that director/executive has asked to be sent or supplied with such notices or documents for the time being.
- 3) A director/executive may agree with the club that notices or documents sent to that person 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.

4) Members must specifically request written copies of notices or documents otherwise notices/documents posted on the club website will be deemed to have been received within seven days.

47. Rules and regulations

- 1) Every member will be provided with a copy of the club rules on admission to the club.
- 2) A copy of the club rules will be maintained on the club website and may be down loaded free of charge.
- 3) Members may request additional hard copies of the club rules from the club secretary which will be provided on receipt of payment of a fee set by council from time to time.
- 4) Each member shall be deemed to know the articles and rules of the club; to be aware of any amendments or changes, and shall be bound by them.
- 5) Every member shall conduct himself in accordance with the articles and the club rules and shall be liable to expulsion in the event of any breach thereof.
- 6) The decision of council in cases of dispute or disagreement as to the interpretation of the articles or club rules is final provided that the rules do not contravene the companies' act 2006 or these articles.
- 7) The club will maintain a membership and grading database providing a record of past and present members. The database is subject to the provisions of the data protection act 1998.

48. Company seal

- 1) Any common seal may only be used by the authority of the directors.
- 2) The directors may decide by what means and in what form any common seal is to be used.
- 3) Unless otherwise decided by the directors, if the club common seal 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.
- 4) For the purposes of this article, an authorised person is:-
 - (a) Any director of the club;
 - (b) The club secretary; or
 - (c) Any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

49. No right to inspect accounts and other records

- 1) The club treasurer shall receive and pay all monies due to or by the club, and shall cause correct accounts of such monies to be kept.
- 2) The treasurer shall submit to the annual general meeting an account showing the income and expenditure for the year and a balance sheet duly audited.
- 3) Except as provided by law or authorised by the directors 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.

50. Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the club or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the club or that subsidiary

51. Dissolution of Club

The club may be dissolved by an extraordinary general meeting convened by direction of the council or on the requisition of a majority of the members. If the resolution of dissolution is duly passed, the council shall forthwith liquidate the affairs of the club and if there be any surplus assets on realisation these shall be disposed of at the discretion of the directors with an expectation that such moneys will be for the benefit of like-minded organisations. .

DIRECTOR'S INDEMNITY AND INSURANCE

52. Indemnity

1) Subject to paragraph (2), a relevant director of the club or an associated company may be indemnified out of the club's assets against:-

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the club or an associated company,
- (b) any liability incurred by that director in connection with the activities of the club or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) Any other liability incurred by that director as an officer of the club or an associated company.

2) 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.

3) In this article:-

- (a) Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) A "relevant director" means any director or former director of the club or an associated company.

53. Insurance

1) Council may decide to purchase and maintain insurance, at the expense of the club, for the benefit of any relevant member in respect of any relevant loss.

2) In this article—

- (a) A "relevant member" means any member or former member of the club or an associated company,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant member in connection with that member's duties or powers in relation to the club, any associated company or any pension fund or employees' share scheme of the club or associated company, and
- (c) Companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.