

ARTICLES of ACCOCIATION

As read and approved by founder members

At : Nashville Triq Il-Fires, Kirkop. MALTA

On the 26th November 2008



**CLUB DEL SOL MALTA
(CDSM)**

CHAPTER ONE

THE CLUB

1) NAME

1.1.1

The Club shall be called the **Club Del Sol Malta**, hereinafter referred to as “**CDSM**” and shall be deemed to be constituted for all effects and purposes of Law.

2) LOGO

1.2.1

The logo of the club shall be of a design approved by the Committee.

3) REGISTERED ADDRESS

1.3.1

The main office of the club is at 20 Nashville Triq Il-Fires, Kirkop. MALTA. The Address of the CLUB shall be at any other address in Malta, which may be determined from time to time by the Committee of the Club.

4) OBJECTS

1.4.1

To establish and maintain a non-political body for persons whether in Malta or abroad, who qualify to be Members of the Club in terms of Chapter 2 below, and to further interest in motoring and motor sports, and in particular:

- (a) to provide members with information, advice and assistance on matters connected with motoring, and the maintenance, restoration and preservation of motor vehicles;
- (b) to promote motor competitions on car styling, interior and exterior modifications;
- (c) to arrange tours, cruises, lectures, discussions, social and other meetings demonstrations and displays of motor vehicles
- (d) to assist other clubs with the organization of motor competitions
- (e) to afford members such benefits and privileges consistent with the objects of the Club as it may be possible to arrange.

1.4.2

As incidental or conducive to any of those objects the Club shall have the following powers:

- (a) to acquire with or without consideration any legal and equitable estate or interest in land, any personal property and any rights, actions or privileges which the Club may think necessary for the promotion of its objects

and to construct, maintain, demolish, adapt and alter any building or erections necessary or convenient for the objects of the Club

(b) to sell, improve, mortgage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club

(c) to let or take on hire as places of assembly, display centers or otherwise and part or parts of any land or buildings and in such divisions and manner as may seem expedient

(d) to edit, print and publish books, papers, reports, guide books, periodicals, circulars, articles and other matter

(e) to hold conferences, seminars, meetings, lectures, courses and discussions;

(f) to employ and remunerate all such officers and servants as may be required for the purposes of the Club

(g) to borrow or raise money for the purposes of the Club on such terms and on such security (if any) as may be thought fit

(h) to establish, promote, form and support or aid in the establishment, promotion and formation and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further the objects of the Club

(j) to raise funds and to invite and to receive subscriptions, endowments, grants (whether government, municipal or from any statutory or charitable body or otherwise) and donations (whether of real or personal property) and devises and bequests for all or any of the purposes aforesaid and to sell, charge, exchange, or dispose of, and lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Club and generally to manage, invest and expend all monies belonging to the Club

(k) 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, subject to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided

(l) to sell or to co-operate with others in selling in any building postcards, souvenirs, novelties, promotional articles and gift merchandise for the purpose of promoting the objects of the Club

(m) to establish, operate and carry on or to co-operate with others in establishing, operating and carrying on in any building which the Club is interested in the supply thereof of food and drink and other refreshments by way of sale. Provided always that the amenities mentioned in this paragraph shall be provided only for the purposes of attending a performance, meeting or function sponsored by the Club

(n) to make representations at public enquiries, appeals or in such other ways as shall appear necessary from time to time in furtherance of the objects of the Club

(o) to employ and pay architects, surveyors, engineers, construction experts, accountants and solicitors and other professional persons, clerks and other staff for the purpose of fulfilling the objects of the Club

(p) to do all such other things as are necessary to the attainment of the above objects or any of them.

(q) To protect the legal interests of the members and to provide a forum for regular consultation between the same on matters of common interest.

(r) To communicate with Government or other Public Authorities, constituted bodies or other such kindred bodies on all matters affecting the interests of the members, and to represent the interests of the members in negotiations with such Authorities or bodies.

5) Assets & Liabilities

1.5.1

The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this article of association and no member shall have any personal claim on any property of the Club 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 members of the Club. Provided always that nothing herein shall prevent the payment in good faith by the Club of a reasonable and proper remuneration to any officer or servant of the Club, or to any member of the Club, in return for any services actually rendered to the Club or interest on money lent or reasonable and proper rent for premises demised or let by any member to the Club, but so that no member of the committee of the Club shall be appointed to any salaried office of the Club, or any office of the Club paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Club to any member of such committee except repayment of out of pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Club. Provided further that the provision last aforesaid shall not apply to any payment to any company of which a member of the committee may be a member and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

1.5.2

The liabilities of the members is limited

1.5.3

True accounts shall be kept of the sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure takes place and of the property, credits and liabilities of the Club, 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 Club for the time being, such accounts shall be open to inspection of the members. Once at least in every year the accounts of the Club shall be examined, and the correctness thereof and the balance sheet ascertained.

1.5.4

If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other charitable institution or institutions having

objects similar to the objects of the Club, and which shall prohibit the distribution of its income and property amongst its or their members to an extent at least as great as is imposed on the Club such institution or institutions to be determined by the members of the Club at or before the time of dissolution or, in default thereof, by a judge of the Court of Justice having jurisdiction in regard to charitable funds, and if and insofar as effect cannot reasonably be given to the aforesaid provision then to some charitable object.

CHAPTER TWO

MEMBERS

1) MEMBERSHIP

2.1.1

Membership shall be open to Individuals who are enthusiasts of Motor sports

Provided that such persons:

2.1.2

Do not possess a criminal record and are of good conduct as certified by the Commissioner of Police.

2.1.3

Keep their vehicles in conformity with current laws and regulations.

2.1.6

Are approved by the Committee according to the procedures established by the Statute.

2.1.7

The number of members with which the Club proposes to be registered is unlimited, and there may be such one or more class of members having such rights and subject to such restrictions as the members entitled to receive such notice of and to attend and vote at any general meeting of the Club by special resolution may determine.

2.1.8.

Persons who may be proposed and seconded for membership respectively by any member of the committee at a meeting of the committee, shall sign an application form and pay any fees the committee may from time to time prescribe, and as the committee within their absolute discretion shall admit to membership, shall be members of the Club.

2.1.9

A person shall cease to be a member of the Club thirty days after either the Club receives from him notice in writing of his intention to resign and he has paid any monies presently payable to the Club, or a resolution is passed by the members in general meeting without any opposition apart from the person proposed to be removed that he should cease to be a member Provided always that membership of the Club shall not be assigned, transferred or transmitted in any way.

CHAPTER THREE

1) General Meeting

3.1.1

The Club shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and not more than fifteen months shall elapse between the date of one annual general meeting of the Club and that of the next. Provided that so long as the Club holds its first annual general meeting within eighteen months of its formation. The annual general meeting shall be held at such time and place as the committee shall appoint.

3.1.2

All general meetings, other than annual general meetings, shall be called extraordinary general meetings.

3.1.3

An extraordinary general meeting may be convened by the committee whenever they think fit, or, in default, may be convened by such requisition as, at the date of the deposit of the requisition, represents not less than one tenth of the total voting rights of all the members having at the said date a right to vote at general meetings of the Club.

2) Notices of general meeting

3.2.1

An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one clear days' notice in writing, and a meeting of the Club other than an annual general meeting for the passing of a special resolution shall be called by fourteen clear days' notice in writing respectively. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Club in general meeting, to all the members and to the members of the committee. Provided always that any meeting of the Club shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote in the case of an annual general meeting and in the case of any other meeting a majority in number being not less than ninety five per centum of the members having the right to attend and vote. 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 proceedings at any meeting.

3.2.2

Any notice convening a general meeting must indicate the place, date and time of it, set out and describe as such all proposed special and extraordinary resolutions, say if it is to be an annual general meeting, and

describe generally the nature of all intended business, except routine business at an annual general meeting comprising consideration of the accounts, balance sheet, and the reports of the committee and auditors, the election of members of the committee in place of those retiring, and the appointment of, and the fixing of the remuneration of, the auditors.

4) Proceedings at general meetings

3.4.1

Business shall not be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided a quorum shall not be less than ten members of the Club entitled to attend and vote at general meetings, present either in person or by proxy.

3.4.2

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 committee 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 or if during the meeting a quorum ceases to be present the members present who are entitled to attend and vote thereat shall be a quorum.

3.4.3

The chairman, or in his absence any committee member (if any), shall preside as chairman at every general meeting but if there be no such chairman or committee member, or if at any meeting neither shall be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the committee, or if no such member be present, or if all the members of the committee present decline to take the chair, they shall choose some member of the Club who shall be present and entitled to vote thereat to preside. The chairman of the meeting shall conduct and make all arrangements and determine all disputes at any meeting as in his absolute discretion but subject to the articles he shall think fit.

3.4.4

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 for an original meeting. Save as aforesaid, the members shall not be entitled to any notice of adjournment, or of the business to be transacted at an adjourned meeting.

3.4.5

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 any member present in person. 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 minutes of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against that resolution save that any error which would change the result of a resolution being passed or not as the case may be at the meeting shall vitiate the resolution in question. The demand for a poll may be withdrawn.

3.4.6

Except as provided in article 3.4.7 if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

3.4.7

A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. Any business other than that upon which a poll has been demanded may be preceded with pending the taking of the poll.

3.4.8

In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

3.4.9

A resolution in writing may consist of two or more documents in like form each signed by one or more of the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Club convened and held. Any resolution may be proposed and passed as special, extraordinary, ordinary or otherwise notwithstanding that the Club has given less than twenty one or fourteen days' notice thereof, of the meeting or adjourned meeting at which it is proposed to be passed as the case may be, if it is so agreed by the majority of the members entitled to vote on any resolution.

5) Votes of members

3.5.1

Subject as hereinafter provided, every member shall have one vote.

3.5.2

A member shall not be entitled to vote at any general meeting unless all monies presently owing by him and demanded by the Club have been paid.

3.5.3

On a poll votes may be given personally or by proxy and any instrument of proxy shall be in such form as the committee may require or in any other common or usual form.

6) Committee of management

3.6.1

The committee shall consist of the number of members of the Club as shall be determined by the members of the Club and until so fixed there shall be no maximum number and the minimum number shall be three. The committee shall comprise the president, a treasurer, and such officers as the members of the Club shall determine and the members of the Club shall elect the president. The Club may increase or reduce the number of the committee from time to time provided always that the minimum number shall not be less than three.

7) Powers and duties of the committee

3.7.1

The business of the Club shall be managed by the committee, who may pay all expanses incurred in promoting and registering the Club, and may exercise all such powers of the Club in general meeting, subject nevertheless to the articles, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Club in general meeting; but any regulation made by the Club in general meeting shall not invalidate and prior act of the committee which would have been valid if that regulation had not been made.

3.7.2

The committee may take from time to time and at any time such rules or bye-laws not inconsistent with articles of association as they consider to be in the good interests of the Club subject always to any extension, modification or repeal thereof resolved to be made by the members in general meeting and such rules or bye-laws shall be deemed not to form part of the articles and shall be construed separately from the articles except as such rules or bye-laws may provide to the contrary but nevertheless shall be binding on the members and the committee subject as aforesaid as therein provided.

3.7.3

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Club, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any one or more of the committee or the secretary in such manner as the committee shall from time to time determine.

3.7.4

The committee may exercise all the powers of the Club to borrow money without limit as to amount and upon such terms and in such manner, and to grant any mortgage, charge or standard security over its undertaking and property, or any part thereof, and issue debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Club, or any third party, as they think fit.

3.7.4

The committee shall cause minutes to be made:

- (a) of all appointments of officers made by the committee,
- (b) of the names of the committee present at each meeting of the committee and any subcommittee thereof, and
- (c) of all resolutions, proceedings and business at all meeting of the Club, and of the committee, and of any subcommittee, and, together with all registers, instruments, contracts, notices, records or other information or any thereof statutorily or otherwise required to be registered or recorded by the Club, may be recorded as the committee may determine in bound books or by some other means so long as the recording is capable of being reproduced in legible form and adequate precautions are taken for guarding against falsification, and every member of the committee present at any meeting of the committee or of a subcommittee shall sign their names in a book to be kept for that purpose, and any such minutes of any meeting, if purporting to be signed by the president of such meeting, or the president of the next succeeding meeting, shall be sufficient evidence without any proof of the facts therein stated.

3.7.5

The members for the time being of the committee may act notwithstanding any vacancy in their body, Provided always that in case the members of the committee shall at any time be or reduced in number to less than the minimum number prescribed by or in accordance with these presents it shall be lawful for them to act as the committee for the purposes of admitting persons to membership of the Club, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

3.7.6

The committee may from time to time at any appoint a member of the Club to be a member of the committee, either to fill a casual vacancy or by way of addition to the committee Provided always that any prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next general meeting, but he shall then be eligible for re-election.

8) Disqualification of members of the committee

3.8.1

The office of a member of the committee shall be vacated if he:

- (a) ceases to be for whatever reason a member of the Club, or
- (b) resigns his office by notice in writing to the Club, or
- (c) is convicted of an offence which is likely to bring the Club into disrepute, or
- (d) is removed from office under the provisions of the articles immediately upon the happening of any such event.

9) Rotation of members of the committee

3.9.1

At the first annual general meeting and at every subsequent annual general meeting, all members of the committee for the time being shall retire from office.

3.9.2

The retiring officers and other members of the committee shall be eligible for re-election.

3.9.3

The Club may, at the meeting at which all members of the committee retire in manner aforesaid, fill up the vacated offices by persons elected thereto and in default the retiring members, if offering themselves for re-election, shall be deemed to have been re-elected except as aforesaid unless a resolution for the re-election of retiring members shall have been put to the meeting and lost.

3.9.4

No person not being a member of the committee retiring at the meeting shall, unless recommended by the committee for election, be eligible for election to membership of the committee at any general meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time mentioned above shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for

the meeting, there shall be not less than four nor more than twenty eight intervening days.

3.9.5

The Club may from time to time in general meeting determine in what rotation any increased or reduced number of members of the committee shall go out of office, and may make the appointments necessary for effecting any such increase or reduction.

3.9.6

The Club may by extraordinary resolution remove any member of the committee before the expiration of his period of office, and may by an ordinary resolution appoint another member in his stead but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

10) Proceedings of the committee

3.10.1

The committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the president shall have a second or casting vote. A member of the committee may, and the secretary on the requisition of a member of the committee shall, at any time summon a meeting of the committee. It shall not be necessary to give notice of a meeting of the committee to any committee member for the time being absent from Malta unless he has given the Club notice of his address abroad.

3.10.2

The quorum necessary for the transaction of the business of the committee may be fixed by the committee, and unless so fixed shall be, and in any case shall never be less than two.

3.10.3

The chairman of the Club shall be entitled to preside at all meetings of the committee at which he shall be present, but in his absence the committee shall elect another person to preside for that meeting.

3.10.4

The committee may delegate any of their powers to subcommittees consisting of such member or members of the Club as they think fit, and any subcommittee so formed shall, in the exercise of powers so delegated, conform to the articles and to any regulations imposed on it by the committee. The meetings and proceedings of any such subcommittee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the committee so far as applicable and so far as the same shall not be superseded by any regulations made by the committee.

3.10.5

All acts bona fide done by any member of the committee or of any subcommittee, or by any person acting as a member of the 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 he 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 committee.

3.10.7

A resolution shall be in writing and may consist of two or more documents in like form signed by one or more of all the members for the time being of the committee or of any subcommittee who are entitled to receive notice of a meeting of the committee or of such subcommittee and shall be as valid and effectual as if it had been passed at a meeting of the committee or of such subcommittee duly convened and held.

3.10.7

The seal of the Club shall not be affixed unto any instrument except by the authority of a resolution of the committee and in the presence of at least two members of the committee or one member thereof and the secretary, and the said members and secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favor of any purchaser or person bona fide dealing with Club such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

3.10.8

Every committee member or other officer of the Club shall be indemnified out of the assets of the Club against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in connection with any application in which relief is granted to him by the Court, and no committee member or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Club in the execution of the duties of his office or in relation thereto.

11) Secretary

3.11.1

The articles requiring or authorizing a thing to be done by or to a committee member and the secretary shall not be satisfied by its being done by or to the same person acting both as a committee member and as, or in place of, the secretary, and anything required or authorized to be done by or to the secretary may, if the office is vacant or there is for any other reason no secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is no assistant or deputy secretary capable of acting, by or to any officer of the Club authorized generally or specially in that behalf by the committee.

12) Accounts

3.12.1

The accounting records shall be kept at the registered office of the Club, or, at such other place or places as the committee shall think fit, and shall always be open to the inspection of the members of the committee.

3.12.2

Subject to any reasonable restriction as to the time and manner of inspecting the same, the accounts and books of the Club or any of them shall be open to the inspection of the members.

3.12.3

The committee shall from time to time cause to be prepared and to be laid before the Club in general meeting such income and expenditure accounts and balance sheets and reports as are required.

3.12.4

A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Club in general meeting, together with a copy of the auditors' report and committee's report shall be available to every member of the association during the annual general meeting.

3.12.5

The income of the Club shall be applied solely towards the provision of all or any of the objects of the Club in accordance with clause 1.5.4 of the articles of association of the Club at such time or times and in such manner as the committee shall think fit, with power to the committee to create a reserve fund or funds to be applicable as aforesaid and pending such application to invest it as the committee shall think fit Provided always that the payment of dividends to the members is prohibited.

13) Audit

3.13.1

Auditors shall be appointed and their duties regulated in accordance with laws of Malta.

14) Notices

3.14.1

A notice may be given by the Club to any member either personally or by sending it by post at his registered address or by email to him, or (if he has no registered address within Malta) to the address, if any, supplied by him to the Club for giving of notice to him. Where the notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of forty eight

hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

3.14.2

Notice of every general meeting shall be given in any manner hereinbefore authorized to:

- (a) every member except those members who (having no registered address within Malta) have not supplied to the Club an address within Malta for the giving of notices to them;
- (b) the committee;
- (c) the auditors for the time being of the Club.

No other person shall be entitled to receive notices of general meetings.

15) Records

3.15.1

The committee may cause all or any books, minutes, registers, instruments, contracts, notices, records or other information or any thereof statutorily or otherwise required to be registered or recorded by the Club to be recorded as the committee may determine in bound books or by some other means so long as the recording is capable of being reproduced in legible form and adequate precautions are taken for guarding against falsification and any reference in the articles to books or registers or other documentary record shall be deemed to include such other means as aforesaid.

16) Dissolution

3.16.1

The provisions (if any) for the time being in the memorandum of association relating to the winding up and dissolution of the Club shall have effect as if the provisions thereof were repeated in the articles.