

# AMHT CIO Constitution

## 02 December 2018

### 1 Name

The name of the Charitable Incorporated Organisation is: Aston Martin Heritage Trust – referred to in this document as AMHT.

### 2 National location of principal office

The principal office of the AMHT is in England.

### 3 Object(s)

The advancement of education by making available for study and research of material of all types relating to the automotive engineering and automotive designs of Aston Martin, Lagonda and Aston Martin Lagonda motor cars (“the Marque”) for the benefit of the public including making available for study and research reports, documents, drawings, artefacts and any other material relating to or associated with the marque including the history of the companies, products and personalities associated with the Marque.

Nothing in this constitution shall authorise an application of the property of the AMHT for the purposes which are not charitable in accordance with [section 7 of the Charities and Trustee Investment (Scotland) Act 2005] and [section 2 of the Charities Act (Northern Ireland) 2008].

### 4 Powers

The AMHT has power to do anything which is calculated to further its object[s] or is conducive or incidental to doing so. In particular, the AMHT has the power to:

1. Borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The AMHT must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;
2. Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
3. Sell, lease or otherwise dispose of all or any part of the property belonging to the AMHT. In exercising this power, the AMHT must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
4. Employ and remunerate such staff as are necessary for carrying out the work of the AMHT. The AMHT may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;
5. Deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the AMHT to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

6. Establish a Trading Subsidiary to manage the museum, museum shop, group visits and educational events.
7. to establish, provide and maintain a library of printed, recorded and filmed materials connected with the science of mechanical and automotive engineering and design and of similar material;
8. to establish, provide and maintain a museum suitable for exhibits, artefacts and memorabilia connected with the science of mechanical and automotive engineering and design of similar exhibits;
9. to seek benefaction, donations, specific funding or whatever other means of assistance to build a world class collection of Aston Martin artefacts (to include but not be limited to cars, AM automotive parts, memorabilia, photographs, etc).
10. to establish and maintain workshops or facilities for research and study connected with the science of mechanical and automotive engineering and design or restoration;
11. to allow reasonable public access to any material in the hands of the AMHT and to provide copies to any bona fide researcher or to loan material to other museums or libraries;
12. to publish the results of any research connected with the Objects;
13. to organise conferences, seminars and lectures that support the Objects;
14. to maintain and publish for the public benefit a register of all vehicles of the Marque produced including records of their sporting achievements;
15. to raise funds, invite and receive support financially or tangibly and to make reasonable charges for the provision of services:
16. to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them.
17. to inspect vehicles on behalf of vehicle registration or sporting organisations to record information in compliance with their authentication processes.

## 5 Application of income and property

1. The income and property of the AMHT must be applied solely towards the promotion of the objects.
  - a. A charity trustee is entitled to be reimbursed from the property of the AMHT or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the AMHT.
  - b. A charity trustee may benefit from trustee indemnity insurance cover purchased at the AMHT's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
2. None of the income or property of the AMHT may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the AMHT.

3. Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

## 6 Benefits and payments to charity trustees and connected persons

### 1. General provisions

No charity trustee or connected person may:

- a. Buy or receive any goods or services from the AMHT on terms preferential to those applicable to members of the public;
- b. Sell goods, services, or any interest in land to the AMHT;
- c. Be employed by, or receive any remuneration from, the AMHT;
- d. Receive any other financial benefit from the AMHT;

Unless the payment or benefit is permitted by sub-clause 2 of this clause or authorised by the court of the prior written consent of the Charity Commission (“the Commission”) has been obtained. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

### 2. Scope and powers permitting trustees’ or connected persons’ benefits

- a. A charity trustee or connected person may receive a benefit from the AMHT as a beneficiary of the AMHT provided that a majority of the trustees do not benefit in this way.
- b. A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the AMHT where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- c. Subject to sub-clause 3 of this clause a charity trustee or connected person may provide the AMHT with goods that are not supplied in connection with services provided to the AMHT by the charity trustee or connected person.
- d. A charity trustee or connected person may receive interest on money lent to the AMHT at a reasonable rate which must be not more than the Bank of England bank rate (also known as the base rate).
- e. A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the AMHT. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- f. A charity trustee or connected person may take part in the normal trading and fundraising activities of the AMHT on the same terms as members of the public.

### 3. Payment for supply of goods only – controls

The AMHT and its charity trustees may only rely upon the authority provided by sub-clause 2c of this clause if each of the following conditions is satisfied:

- a. The amount or maximum amount of the payment for the goods is set out in a written agreement between the AMHT and the charity trustee or connected person supplying the goods (“the supplier”).
  - b. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
  - c. The other charity trustees are satisfied that it is in the best interests of the AMHT to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
  - d. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the AMHT.
  - e. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
  - f. The reason for their decision is recorded by the charity trustees in the minute book.
  - g. A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.
4. In sub-clause 2 and 3 of this clause:
- a. “the AMHT” includes any company in which the AMHT:
    - i. Holds more than 50% of the shares; or
    - ii. Controls more than 50% of the voting rights attached to the shares; or
    - iii. Has the right to appoint one or more directors to the board of the company;
  - b. “the connected person” includes any person within the definition set out in clause 30 (Interpretation).

## 7 Conflicts of interest and conflicts of loyalty

The AMHT must not be beholden to any third-party organisation.

A charity trustee must:

1. Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the AMHT or in any transaction or arrangement entered into by the AMHT which has not previously been declared; and
2. Absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the AMHT and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

## 8 Liability of charity trustees to contribute to the assets of the AMHT if it is wound up

If the AMHT is wound up, the members of the AMHT have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

## 9 Charity Trustees

### 1. Functions and duties of charity trustees

The charity trustees shall manage the affairs of the AMHT and may for that purpose exercise all the powers of the AMHT. It is the duty of each charity trustee:

- a. To exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of the AMHT in the way he or she decides in good faith would be most likely to further the purposes of the AMHT; and
- b. To exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
  - i. Any special knowledge or experience that he or she has or hold himself or herself out as having; and,
  - ii. If he or she acts as a charity trustee of the AMHT in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

### 2. Eligibility for trusteeship

- a. Every charity trustee must be a natural person
- b. No individual may be appointed as a charity trustee of the AMHT:
  - i. If he or she is under the age of 18 years; or
  - ii. If he or she would automatically cease to hold office under the provisions of clause 12.1.e.
- c. No one is entitled to act as a charity trustee whether on appointment of or any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee and signed a declaration of acceptance.

### 3. Number of charity trustees

- a. There should be not less than seven and not more than eleven trustees appointed as follows:
  - i. five to seven appointed by the existing trustees of AMHT
  - ii. not less than one or more than two trustees nominated by the AMOC.
  - iii. not less than one or more than two trustees nominated by AML.

- b. If the number falls below the minimum number of trustees, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint new charity trustees. These trustees cannot hold a formal role of chairperson or treasurer.
- c. The maximum number of charity trustees that can be appointed is as provided in sub-clause (a) of this clause. No trustee appointment may be made in excess of these provisions. These trustees cannot hold a formal role of chairperson or treasurer.

## 10 Appointment of charity trustees

1. Appointed charity trustee(s)
  - a. The current trustees of AMHT may appoint between five (5) and seven (7) charity trustees.
  - b. Any appointment must be made at a trustee meeting held according to the ordinary practice of the AMHT.
  - c. Apart from the first charity trustees, every appointed trustee must be appointed for a term of three (3) years by a resolution passed at a properly convened meeting of the charity trustees.
  - d. In selecting individuals for appointment as appointed charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the AMHT.
  
2. Nominated Trustee(s)
  - a. AML, represented by its Chief Executive, may nominate up to two (2) charity trustees, subject to approval by AMHT.
  - b. AMOC, represented by its Committee of Management, may nominate up to two (2) charity trustees, subject to approval by AMHT.
  - c. Any nomination must be made at a meeting held according to the ordinary practice of the nominating body and the appointment confirmed at a meeting of AMHT trustees.
  - d. If the AMHT trustees do not accept the nominated person, the nominating body concerned shall be entitled to put forward further recommendations.
  - e. If a nominating body is unable to provide a nominated person, the AMHT trustees may appoint a trustee in their place, provided that such person shall hold office only until the nominating body is able to provide a nominated person.
  - e. Each appointment must be for a term of three (3) years.
  - f. The appointment will be effective from the later of:
    - i. The date of vacancy; and

- ii. The date on which the charity trustees or their secretary approve of the appointment.
- g. The person appointed need not be a member of the AMOC.
- h. A trustee appointed by the appointing body has the same duty under clause 9.1 as the other charity trustees to act in the way he or she decides in good faith would be most likely to further the purposes of the AMHT.

## 11 Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

1. a copy of the current version of the constitution
2. a copy of the AMHT's latest Trustees Annual Report and statement of accounts
3. The Essential Trustee: new guidance on trustees' responsibilities, Charity Commission 2015
4. AMHT Trustee Pack

## 12 Retirement and removal of charity trustees

1. A charity trustee ceases to hold office if he or she:
  - a. Retires by notifying the AMHT in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings)
  - b. Is absent without the permission of the charity trustees from all their meetings held within a period of six (6) months and the trustees resolve that his or her office be vacated;
  - c. Dies;
  - d. In the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three (3) months;
  - e. Is disqualified from acting as a charity trustee by virtue of sections 178-189 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
2. Any person retiring as a charity trustee is eligible for reappointment.
3. A charity trustee who has served for three (3) consecutive terms may not be reappointed for a fourth (4th) consecutive term but may be reappointed after an interval of at least one (1) year.

## 13 Taking of decisions by charity trustees

Any decision may be taken either:

1. At a meeting of the charity trustees
2. By resolution in writing (or electronic form) agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the

text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that

- a A copy of the proposed resolution has been sent, at or as near as reasonably practicable at the same time, to all of the charity trustees; and
- b The majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the AMHT at its principal office or such other place as the trustees may resolve within twenty eight (28) days of the circulation date.

## 14 Delegation by charity trustees

1. The charity trustees may delegate any of their power to a committee or committees and if they do, they shall determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
2. This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:
  - a. A committee may consist of two or more persons, but at least one member of each committee must be a charity trustee
  - b. The acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
  - c. The charity trustees shall from time to time review the arrangements which they have made for the delegations of their powers.

## 15 Meetings of charity trustees

1. Calling meetings
  - a. Any charity trustee may call a meeting of the charity trustees
  - b. Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.
  - c. A minimum of four (4) quarterly meetings in each year will be called.
2. Chairing of meetings
  - a. The charity trustees at their first general meeting in each year shall elect one of their number to act as Chairperson until the commencement of the first general meeting in the following year.
    - i. The Chairperson shall be eligible for re-election for up to nine consecutive years.
  - b. The charity trustees may appoint any one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within ten (10)

minutes after the time of the meeting, the charity trustees present may appoint one of their number present to chair that meeting.

3. Procedure at meetings
  - a. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three (3) charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
  - b. Questions arising at a meeting shall be decided by a majority of those eligible to vote.
  - c. In the case of an equality of votes, the Chairperson shall have a second or casting vote.
4. Participation in meetings by electronic means
  - a. A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
  - b. Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
  - c. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

## 16 Membership of the AMHT

1. The members of the AMHT shall be its charity trustees for the time being. The only persons eligible to be members of the AMHT are its charity trustees. Membership of the AMHT cannot be transferred to anyone else.
2. Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of the AMHT.

## 17 Informal or associate (non-voting) membership

1. The charity trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such supporters (including payment of fees), and the conditions for admission to, and termination of membership of any such class of supporter.
2. Other references in this constitution to “members” and “membership” do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolutions Regulations.
3. The charity trustees may appoint Honorary Patrons; such persons may, but need not be charity trustees of the AMHT.
4. Patrons are such persons, singled out as having given substantial support to the AMHT in either financial or in kind means.

5. All members of the AMOC shall automatically be “Supporters” of the AMHT as a consequence of their AMOC subscription contribution.
6. Any members of the public, companies, partnerships, associations, trusts or other bodies who are in sympathy with the Objects of the AMHT may become “Supporters” of the AMHT on terms as shall from time to time be determined by the charity trustees.

## 18 Decisions which must be made by the members of the AMHT

1. Any decision to:
  - a. Amend the constitution of the AMHT;
  - b. Amalgamate the AMHT with, or transfer its undertaking to, one or more other CIOs, in accordance with the Charities Act 2011; or
  - c. Wind up or dissolve the AMHT (including transferring its business to any other charity).

Must be made by a resolution of the members of the AMHT (rather than a resolution of the charity trustees). What is the difference?

2. Decisions of the members may be either:
  - a. By resolution at a general meeting; or
  - b. By resolution in writing, in accordance with sub-clause 4 of this clause.
3. Any decision specified in sub-clause 1 of this clause must be made in accordance with the provision of clause 28 (amendment of constitution), clause 29 (Voluntary winding up or dissolution), or the provisions of the Charities Act 2011, the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by a 75% majority of those members voting at a general meeting, or agreed by all members in writing.
4. Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:
  - a. a copy of the proposed resolution has been sent to all the members eligible to vote; and
  - b. the required majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of twenty eight (28) days beginning with the circulation date. The document signifying a member’s agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the AMHT has specified.

The resolution in writing may comprise several copies to which one or more members has signified their agreement. Eligibility to vote on the resolution is limited to members who are members of the AMHT on the date when the proposal is first circulated.

## 19 General meetings of Members/Trustees

### 1. Calling of general meetings of members

The charity trustees may designate any of their meetings as a general meeting of the members of the AMHT. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the AMHT as specified in clause 18 (Decisions which must be made by the members of the AMHT)

### 2. Notice of general meetings of members

- a. The minimum period of notice required to hold a general meeting of the members of the AMHT is fourteen (14) days.
- b. Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the AMHT.
- c. Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given forty-eight (48) hours after it was posted or sent.

### 3. Procedure at general meetings of members

The provisions in clause 15.2-4 governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to trustees to be taken as references to members.

### 4. Special meetings

A special meeting may be called at any time by the Chairperson of any two charity trustees upon not less than four (4) days' notice being given to the other charity trustees of the matters to be discussed, but if the matters include an appointment of a charity trustee or a proposal to amend any of the AMHT's constitution, not less than twenty one (21) days' notice must be given.

A special meeting may be called to take place immediately after or before a general meeting.

## 20 Saving provisions

1. Subject to sub-clause 2 of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- a. Who was disqualified from holding office;
- b. Who had previously retired or who had been obliged by the constitution to vacate office;
- c. Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

If, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

2. Sub-clause 1 of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause 1, the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of Interest).

## 21 Execution of documents

1. The AMHT shall execute documents either by signature or by affixing its seal (if it has one).
2. A document is validly executed by signature if it is signed by at least two to of the charity trustees.
3. If the AMHT has a seal:
  - a. It must comply with the provisions of the General Regulations; and
  - b. The seal must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by two charity trustees.

## 22 Use of electronic communications

1. General

The AMHT will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

  - a. the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
  - b. any requirements to provide information to the Commission in a particular form or manner.
2. To the AMHT

Any member or charity trustee of the AMHT may communicate electronically with the AMHT to an address specified by the AMHT for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the AMHT.
3. By the AMHT
  - a. Any member or charity trustee of the AMHT, by providing the AMHT with his or her email address or similar, is taken to have agreed to receive communications from the AMHT in electronic form at that address, unless the member has indicated to the AMHT his or her unwillingness to receive such communications in that form.
  - b. The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:

- i. Provide the members with the notice referred to in clause 19.2 (Notice of general meetings);
  - ii. Give charity trustees notice of their meetings in accordance with clause 15.1 (Calling meetings);
  - iii. Submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with the AMHT's powers under clause 18 (Member's decisions), 18.4 (Decisions taken by resolution in writing).
- c. The charity trustees must:
- i. Take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal; and
  - ii. Send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

## 23 Keeping of Registers

The AMHT must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its supporters, members and charity trustees.

## 24 Minutes

The charity trustees must keep minutes of all:

1. Appointments of officers made by the charity trustees;
2. Proceedings at general meetings of the AMHT;
3. Meetings of the charity trustees and committees of charity trustees including:
  - a. The names of the trustees present at the meeting;
  - b. The decisions made at the meetings; and
  - c. Where appropriate the reasons for the decisions;
4. Decisions made by the charity trustees otherwise than in meetings.

## 25 Accounting records, accounts, annual reports and returns, register maintenance

1. The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the AMHT, within ten (10) months of the financial year end.
2. The charity trustees must comply with their obligation to inform the Commission within twenty eight (28) days of any change in the particulars of the AMHT entered on the Central Register of Charities.

## 26 Rules

The charity trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the AMHT, but such rules or byelaws must not be inconsistent with any provision of this constitution. Copies of any such rules or byelaws currently in force must be made available to any member of the AMHT on request.

## 27 Disputes

If a dispute arises between members of the AMHT about the validity or propriety of anything done by the members under this constitution and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## 28 Amendment of constitution

As provided by sections 224-227 of the Charities Act 2011:

1. This constitution can only be amended:
  - a. By resolution agreed in writing by all members of the AMHT; or
  - b. By resolution passed by a 75% majority of those voting at a general meeting of the members of the AMHT called in accordance with clause 19 (General meetings of members)
2. Any alteration of clause 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the AMHT or persons connected with them, requires the prior written consent of the Charity Commission.
3. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
4. A copy of every resolution amending the constitution, together with a copy of the AMHT's constitution as amended must be sent to the Commission by the end of the period of fifteen (15) days beginning with the date of passing of the resolution, and the amendment does not take effect until it has been recorded in the Register of Charities.

## 29 Voluntary winding up or dissolution

1. As provided by the Dissolution Regulations, the AMHT may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the AMHT can only be made:
  - a. At a general meeting of the members of the AMHT called in accordance with clause 19 (General meetings of members), of which not less than fourteen (14) days' notice has been given to those eligible to attend and vote.
    - i. By a resolution passed by 75% majority of those voting; or
    - ii. By a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

- b. By a resolution agreed in writing by all members of the AMHT.
2. Subject to the payment of all the AMHT's debts:
    - a. Any resolution for the winding up of the AMHT, or for the dissolution of the AMHT without winding up, may contain a provision directing how any remaining assets of the AMHT shall be applied.
    - b. If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the AMHT shall be applied.
    - c. In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the AMHT.
  3. The AMHT must observe the requirements of the Dissolution Regulations in applying to the Commission for the AMHT to be removed from the Register of Charities, and in particular:
    - a. The charity trustees must send with their application to the Commission:
      - i. A copy of the resolution passed by the members of the AMHT;
      - ii. A declaration by the charity trustees that any debts and other liabilities of the AMHT have been settled or otherwise provided for in full; and
    - b. The charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the AMHT, and to any charity trustee of the AMHT who was not privy to the application.
  4. If the AMHT is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.
  5. The AMHT will ensure that any surplus assets after realisations necessary to satisfy all proper debts and liabilities of the AMHT shall be gifted or transferred by the charity trustees to one or more registered charities having broadly similar Objectives to those set out in clause 3, including but not restricted to, The National Motor Museum, Brooklands Museum Trust or the British Motor Industry Heritage Trust provided that these bodies have charitable status at the date of dissolution, or, failing that, shall be applied by the charity trustees for some other charitable purpose.

## 30 Interpretation

In this constitution:

1. "connected person" means:
  - a. A child, parent, grandchild, grandparent, brother or sister of the charity trustee;
  - b. Spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
  - c. A person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
  - d. An institution which is controlled:

- i. By the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
  - ii. By two or more persons falling within sub-clause (d.i), when taken together
- e. A body corporate in which:
  - i. The charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
  - ii. Two or more persons falling within sub-clause (e.i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

2. "General Regulations" means the Charitable Incorporated Organisations (General) Regulations 2012.
3. "Dissolution Regulations" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
4. The "Communications Provisions" means the Communications Provisions in (Part 10, Chapter 4) of the General Regulations.
5. "Charity Trustee" mean a charity trustee of the AMHT.
6. A "poll" means a counted vote or ballot, usually (but not necessarily) in writing.
7. "AMOC" means the Aston Martin Owners Club Ltd.
8. "Supporter" is a non-voting financial or in-kind supporter of the AMHT.
9. "Marque" can relate to Aston Martin, Aston Martin Lagonda, Aston Martin Lagonda Ltd. or post war Lagonda.
10. "AML means Aston Martin Lagonda Ltd.