

Email to Council Members confirming our call for the online General Meeting

Email to Council Members,

Arrangements for the General Meeting on Saturday 17th April 2021

Further to our email to Council Members on Wednesday 4th March 2021 you will be aware that formal documents were sent to the Club Chairman and the other members of the Executive Committee on Tuesday 16th February and again on Sunday 21st February and Saturday 27th February 2021. Those formal documents included a formal requisition to the Executive Committee to call a General Meeting of the MG Car Club ("Club") to be held as soon as is possible and to ensure Members of the Club receive the appropriate clear days' notice of the General Meeting with the Executive Committee acting promptly following receipt of this requisition. We asked the Executive Committee to confirm promptly the place, date and time of the General Meeting that they were arranging in response to our requisition. The Executive Committee must call the requisitioned General Meeting in accordance with the Articles of Association of the Club and in order to meet the directors' duties under company law. The Club is required to give notice of such meeting on or before 10th March 2021 at the latest. Sadly again we have seen no response from the Club Chairman or from any other member of the Executive Committee or seen a notice of the General Meeting on the Club's website or in the Club's monthly magazine.

However on Wednesday 10th March 2021, at a few minutes before 5pm, we saw a broadcast email from the communications admin at Club Office to "all CRB Chairman and Secretaries" announcing a "calling notice for a General Meeting from the Club Chairman". We have been advised that communication we have seen from the Club does not constitute a notice of the general meeting. Furthermore, where the directors of the Club call a general meeting following receipt of a requisition the directors must, in accordance with company law, provide for a general meeting to be held on a date not more than 28 days after the date of the notice of the meeting. Their suggested date of 3rd July 2021 for the holding of general meeting is clearly more than 28 days after the document we have seen today with a supposed notice of the general meeting.

As a result of the above we, the co-signed Council Members each representing a Centre, Register or Branch of the Club, **hereby confirm we have formally given notice of the General Meeting to be held on Saturday 17th April 2021 as the Club has failed to call such meeting and we are making progress with the arrangements for the Council Meeting we are arranging to be held online on Saturday 27th March 2021 at 11.00am.** Further details of how Council Members will be able to access the online meeting will follow well before the meeting. A further email will be sent to you in the next few days with details of the meeting arrangements.

Please help give formal notice of the General Meeting to your members

To ensure prompt notice of this General Meeting is given to Club members, we urge all CRBs to post a copy of the Notice of the General Meeting (see page 4 below) on your CRB's website as soon as possible and also post a copy on any microsite you have access to elsewhere. It is essential the General Meeting we have called is held as intended.

Lack of response from the Executive Committee

Since four Council Members sent their first co-signed joint email to the Club Chairman on 31st January 2021 calling for the disciplinary process to be halted, we have not seen a single reply from any of the members of the Executive Committee to that email and no replies to several formal documents sent since, including reminders. The disdain shown to the co-signatories as Council Members acting in a democratic way is disgraceful. We feel the situation is clearly unacceptable and must end at the General Meeting we have called so a far better team of directors can be appointed to manage the Club well and begin the process of healing the damage to the morale of the valued staff members at Club Office

We will welcome your continued support. Please contact the co-signatories if you wish to discuss any of the arrangements for this General Meeting we have called and will continue to arrange.

Co-signed:

Paul Snee, Chairman, Caledonian Centre
Paul Goodman, Chairman, Cockshoot Cup
John Watson, Chairman, MGB Register
David Rainsbury, Treasurer, NW Centre
Danny Cusworth, Secretary, Speed Championship
Noel Lindford, Secretary, Tyne-Tees Centre
Victor Smith, Chairman, V8 Register
Thursday 11th March 2021

Email to Council Members confirming our call for the online General Meeting

Copy of the formal letter to the Club Chairman and other members of the Executive Committee,

General Meeting on Saturday 17th April 2021

We refer to the email sent by Gemma Bray to “all CRB Chair and Secretaries” on 10th March 2021 at 16:57.

As the Executive Committee is aware on 16th February 2021 we requested, in accordance with the Articles of Association of the Club, that a **Council Meeting** be called by the Executive Committee. The Executive Committee failed to communicate with us regarding the calling of the Council meeting and as you are aware we have proposed that a Council meeting will be held on Saturday 27 March 2021. This meeting will proceed as planned.

In addition on 16th February 2021 we requisitioned the calling of a **General Meeting** in accordance with the Articles of Association of the Club and company law. The directors of the Club must call a general meeting by sending out a notice of the general meeting within 21 days of receiving a valid request. The email we received on 10th March 2021 from the Club does not constitute a notice of the general meeting. Furthermore, where the directors of the Club call a general meeting following receipt of a requisition the directors must, in accordance with company law, provide for a general meeting to be held on a date not more than 28 days after the date of the notice of the meeting. Your proposed date of 3rd July 2021 for the holding of a general meeting is clearly more than 28 days after your supposed notice of the general meeting.

As a result of the above we are formally giving notice of the General Meeting to be held on Saturday 17th April as the Club has failed to call such meeting.

We, the co-signed Council Members each representing a Centre, Register or Branch of the Club, attach a **Formal Notice of this General Meeting** together with the proposed Agenda for such meeting which needs to be issued promptly so all members of the Club are given the necessary clear days' notice of the meeting. Would you please ensure that a copy of the notice is posted on the homepage of the Club's website promptly and without any delay and also arrange that a copy of the notice is included with the next issue of the Club's monthly magazine before it is posted to all members of the Club. That notice in the magazine will need to be as a flyer to ensure it is included with magazine in time for the posting deadline. **Please confirm to us without delay that this has been done** promptly with the time and date the **necessary notice was posted to the Club website** and that copies will be included in the postal package for the next issue of the Club magazine sent to Club members.

A copy of this formal letter addressed to you at Club Office and is being delivered to Club Office by one of the co-signatories to ensure delivery is recorded.

Co-signed:

Paul Snee, Chairman, Caledonian Centre
Paul Goodman, Chairman, Cockshoot Cup
John Watson, Chairman, MGB Register
David Rainsbury, Treasurer, NW Centre
Danny Cusworth, Secretary, Speed Championship
Noel Lindford, Secretary, Tyne-Tees Centre
Victor Smith, Chairman, V8 Register

Thursday 11th March 2021

General Meeting – MG Car Club

Saturday 17th April 2021 at 11.00 am

To be held as an online meeting

AGENDA

1. Apologies for absence and confirmation of a quorum

2. To consider the following Ordinary Resolutions

Ordinary Resolution 1

That each of the Executive Committee Members listed below and any other director who has been co-opted to the Executive Committee since 3rd February 2021, shall forthwith cease to be an Executive Committee Member.

Keith Williams

George Wilder

Richard Colston

Dave Saunders

Paul Money

The following Ordinary Resolution 2 will only be proposed if Ordinary Resolution 1 is passed.

Resolution 2

- i. That Dave Tynan shall be appointed a director of the Club and as the Club Chairman.
- ii. That Peter Cook shall be appointed the Club Vice Chairman.
- iii. That David Rainsbury shall be appointed a director of the Club and as Club Treasurer.
- iv. That Colin Withers shall be appointed a director of the Club.
- v. That Lorraine Noble-Thompson shall be appointed a director of the Club.
- vi. That Howard Gosling shall be appointed a director of the Club.
- vii. That Roy Locock shall be appointed a director of the Club.

3. Any other business

4. Close of business

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NOTICE OF A GENERAL MEETING CONVENED BY REQUISITIONING MEMBERS OF THE MG CAR CLUB LIMITED (THE "COMPANY") PURSUANT TO SECTION 305 OF THE COMPANIES ACT 2006

Dear Club Member

Notice is hereby given that a general meeting (Meeting) of the Company will be held virtually by Zoom on Saturday 17th April 2021 at 11 a.m.

We are convening the Meeting in accordance with the powers conferred upon us by section 305 of the Companies Act 2006 as a result of a failure by the directors of the Company to comply with the requirement in sections 303 and 304 of the Companies Act 2006 to call a general meeting of the Company within 21 days from the date of receipt by the Company of a requisition from us to call a general meeting.

You will be asked to consider the potential removal of certain directors of the Company and the replacement of such directors and to consider and vote on the ordinary resolutions below, which we required the directors of the Company to propose pursuant to a requisition sent to the Company on Tuesday 16 February 2021 pursuant to section 303 of the Companies Act 2006.

ORDINARY RESOLUTIONS

Ordinary Resolution 1

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Keith Williams
George Wilder
Richard Colston
Dave Saunders
Paul Money

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Date: 11th March 2021

Paul Snee, Chairman, Caledonian Centre
Paul Goodman, Chairman, Cockshoot Cup
John Watson, Chairman, MGB Register
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