

**The Companies Act 2006**  
**Company Limited by Guarantee**  
**Articles of Association**  
**Of**  
**Tesla Owners UK Limited**  
**(the "Company")**

**as adopted on 31 January 2020**

## Part 1

### Interpretation and statement of limited liability

#### 1. Defined terms

In these Articles, unless the context requires otherwise:

"Articles"	means the company's articles of association.
"Companies Acts"	means the Companies Act 2006 and all subsequent amending legislation and other legislation relevant to these Articles.
"Director"	means a director of the company, and includes any person occupying the position of director, by whatever name called.
"Document"	includes, unless otherwise specified, any document sent or supplied in electronic form.
"Hard Copy 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;
"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 10.
"Special Resolution"	has the meaning given in section 283 of the Companies Act 2006.

#### 2. Construction of Articles

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Acts as applicable on the date when these Articles become binding on the company.

A reference in these Articles to any act or matter relating to the Directors shall, at any time there is only a single Director, be construed in terms that the single Director has the powers stated for multiple Directors. Accordingly any provision requiring a particular number of Directors shall be considered to be satisfied by a single Director.

### **3. Liability of Members**

3.1. The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the company in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:

- 3.1.1 payment of the company's debts and liabilities contracted before they cease to be a Member,
- 3.1.2 payment of the costs, charges and expenses of winding up, and
- 3.1.3 adjustment of the rights of the contributories among themselves.

## **Part 2**

### **Directors**

#### **Directors' powers and responsibilities**

#### **4. Directors' general authority**

Subject to these Articles, the Directors are responsible for the management of the company, for which purpose they may exercise all the powers provided under these Articles.

#### **5. Members' reserve power**

5.1. The Members may, by Special Resolution, direct the Directors to take, or refrain from taking, specified action.

5.2. No such Special Resolution invalidates anything which the Directors have done before the passing of the resolution.

#### **6. Directors may delegate**

6.1. An individual Director may not delegate their power as a Director to another person except by proxy or by the appointment of an alternate Director.

6.2. The Directors may instruct any person to take any action in the interest of the company.

6.3. The Directors may invite the attendance of any person to a meeting of the Directors and to address the meeting.

#### **Decision-making by Directors**

#### **7. Directors to take decisions collectively**

7.1. The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 7.2.

- 7.2. A decision of the Directors is taken in accordance with this Article when all eligible Directors indicate to each other by any means that they share a common view on a matter.
- 7.3. A decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.
- 7.4. A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.
- 7.5. A decision of the Directors on any on the following matters must be ratified by the passing of an Ordinary Resolution of the Members in general meeting:
  - 7.5.1 alteration in the rights of the Members;
  - 7.5.2 change of name of company.

## **8. Directors' written resolutions**

- 8.1. Any Director may propose a written resolution by giving written notice to the other Directors.
- 8.2. A Directors' written resolution is adopted when all the Directors who would have been entitled to vote on such resolution if it had been proposed at a meeting of the Directors have:
  - 8.2.1 signed one or more copies of it; or
  - 8.2.2 otherwise indicated their agreement to it in writing.
- 8.3. A Directors' written resolution is not adopted if the number of Directors who have signed it is less than the quorum for Directors' meetings.

## **9. Calling a Directors' meeting**

- 9.1. Any Director may call a Directors' meeting by giving notice of the meeting to the other Directors.
- 9.2. Notice of any Directors' meeting must indicate:
  - 9.2.1 its proposed date and time;
  - 9.2.2 where it is to take place; and

- 9.2.3 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.
- 9.3. Proper notice of a Directors' meeting must be given to each Director.
- 9.4. Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

## **10. Participation in Directors' meetings**

- 10.1. Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
  - 10.1.1 the meeting has been called and takes place in accordance with the Articles, and
  - 10.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 10.2. In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 10.3. If all the Directors 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.

## **11. Quorum for Directors' meetings**

- 11.1. At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 11.2. The quorum for Directors' meetings may be fixed from time to time in general meetings of the Members except that a quorum must never be less than two, and unless otherwise fixed it is two.
- 11.3. If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a

decision to call a general meeting so as to enable the Members to appoint further Directors.

## **12. Casting vote**

12.1. In the event of equality of votes for and against a resolution, there shall be no casting vote.

## **13. Conflicts of interest**

13.1. If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement by the company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

13.2. Article 13.1 shall not apply in any one of the following circumstances, that is to say when:

13.2.1 the company by Ordinary Resolution dis-applies the provision of the Articles which would otherwise prevent a Director from being counted as participating in the decision-making process;  
or

13.2.2 the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest.

13.3. For the purposes of this Article, references to proposed decisions and decision making processes include any Directors' meeting or part of a Directors' meeting.

13.4. If a question arises at a meeting of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, any business of the meeting relevant to the participation shall be adjourned for no longer than to allow sufficient time for notice to be given of the adjourned date. The first business at the adjourned meeting shall be as to the entitlement of those present to vote on the adjourned question.

13.5. If at the adjourned meeting the question remains unresolved, the Directors shall call a general meeting of the company, for the purpose of resolving the issue.

## **14. Records of decisions to be kept**

The Directors must ensure that the company keeps a record, in soft copy, for at least 10 years from the date of the record made, of copies of all resolution, minutes of all proceedings of general meetings and of every decision taken by the Directors.

## **Appointment of Directors**

### **15. Methods of appointing Directors**

- 15.1. There shall be at least two Directors.
- 15.2. No person may be appointed as a Director unless they have first been a Member for a period of at least three months immediately preceding the date of their appointment.
- 15.3. Subject to that, any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director by
  - 15.3.1 the unanimous agreement of the existing Directors;
  - 15.3.2 an anonymous ballot/election among the Members; or
  - 15.3.3 an Ordinary Resolution of the company in general meeting.
- 15.4. The above qualification period shall not apply to a Director appointed during the first year of the registration of the company.
- 15.5. At least one half of the Directors by number shall retire each year and may offer themselves for immediate re-election at the next general meeting.

### **16. Termination of Director's appointment**

A person ceases to be a Director as soon as:

- 16.1. 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;
- 16.2. a bankruptcy order is made against that person;
- 16.3. a composition is made with that person's creditors generally in satisfaction of that person's debts;



- 16.4. a registered medical practitioner who is treating that person gives a written opinion to the company stating that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- 16.5. notification is received by the company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms;
- 16.6. it is resolved in general meeting that a Director be removed as a Director of the company with immediate effect.

## **17. Directors' remuneration**

- 17.1. Directors shall receive no remuneration in respect of their acts and duties as Directors.

## **18. Directors' expenses**

- 18.1. The company may reimburse a Director for payments reasonably made, and evidenced, by them in the course of discharging their responsibilities to the company.
- 18.2. It is expected that reasonable expenses will not include
  - 18.2.1 any costs relating to road travel within the UK (since it is assumed that Directors will travel in their own electric vehicles)
  - 18.2.2 any costs over and above those that would be incurred by taking the most economical choices (for example, using discount travel fares, budget hotels, etc)

## **Part 3**

### **Members**

#### **Membership**

#### **19. Application and qualification for membership**

- 19.1. No person shall become a Member of the company unless:
  - 19.1.1 that person has completed an application for membership in a form approved by the Directors, and
  - 19.1.2 the appropriate membership fee has been paid, and
  - 19.1.3 the Directors, or a committee delegated by them, have approved the application.
- 19.2. The Directors shall, upon being satisfied as to a person's application and entitlement to membership, register such person as a Member of the company.

#### **20. Members may make rules**

- 20.1. The Members may appoint a committee, which may include any of the Directors, to make rules, and to change them from time to time, as to all matters affecting the company and the Members.
- 20.2. Immediately following the registration of the company this committee shall be comprised of those Members who are Directors, and during the first year of registration of the company these rules shall be adopted by unanimous agreement of this committee.
- 20.3. All future changes to the rules shall be adopted and become binding only after 60% of Members present and voting at a general meeting have approved of them.
- 20.4. A record of the rules shall be available to all Members.
- 20.5. The Directors shall use their powers under these Articles (but subject always to the need to fulfil their statutory duties as Directors) to give force to the rules.

## **21. Classes of membership do not affect Articles**

- 21.1. The rules may specify different classes of membership each of which may be subject to different rules.
- 21.2. Only a person described in the rules as a Statutory Member shall qualify as a Member for the purpose of these Articles.

## **22. Termination of membership**

- 22.1. A Member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- 22.2. Membership is not transferable.
- 22.3. A person's membership terminates when that person dies or becomes bankrupt.
- 22.4. The Directors, or a committee of Members delegated by them, may declare that a person is no longer a Member. If that happens, the departing Member shall be entitled to an explanation or reason.
- 22.5. In the event that a Member fails to pay periodic membership fees they shall automatically cease to be a Member.

## **Organisation of general meetings**

### **23. Attendance and speaking at general meetings**

- 23.1. Every Member has the right to speak at a general meeting
- 23.2. The chairman of a general meeting may declare that the subject matter of a Member's speech is not relevant to a matter on the agenda and may refuse to allow that person to continue to speak.
- 23.3. Every Member has the right to one vote at every general meeting of the company and to appoint a proxy in their place, subject to these Articles.
- 23.4. 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, including making arrangements for postal or electronic voting.

- 23.5. 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.
- 23.6. Notice of every general meeting must be given to every Member and accordingly the provisions of section 313(1) of the Companies Act 2006 shall not apply to the proceedings of the company.

## **24. Requirement for quorum for general meetings**

- 24.1. 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.
- 24.2. The quorum for Members' meetings may be fixed from time to time by an Ordinary Resolution, except that:
  - 24.2.1 a quorum must never be less than two, and unless otherwise fixed it is two.

## **25. Chairing general meetings**

- 25.1. If the Directors have appointed a chairman for the general meeting, that person shall chair the general meeting if present and willing to do so.
- 25.2. If the Directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, then:
  - 25.2.1 the Directors present, or
  - 25.2.2 if no Directors are present, the meeting,  
  
must appoint a Director or Member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 25.3. The person chairing a meeting in accordance with this Article is referred to as "the chairman of the meeting".

## **26. Attendance and speaking by Directors and non-Members**

The chairman of the meeting may permit any other person who is neither a Member of the company, nor otherwise entitled to exercise the rights of a Members in relation to a general meeting, to attend and speak at a general meeting.

## **27. Adjournment**

- 27.1. 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.
- 27.2. The chairman of the meeting may adjourn a general meeting at which a quorum is present if either:
  - 27.2.1 the meeting consents to an adjournment, or
  - 27.2.2 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.
- 27.3. The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 27.4. When adjourning a general meeting, the chairman of the meeting must:
- 27.5. 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
- 27.6. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 27.7. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company 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):
  - 27.7.1 to the same persons to whom notice of the company's general meetings is required to be given, and

27.7.2 containing the same information which such notice is required to contain.

27.8. 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**

### **28. Voting: general**

28.1. At a general meeting where all Members present are physically in the same location, the chairman may first put each resolution to the vote by a show of hands among the Members. If the resolution is carried unanimously, that result is final. If a resolution is not carried unanimously, the chairman must arrange for votes to be counted on a poll of those Members present.

28.2. At a general meeting where some Members present are not in the same place as each other, the chairman must arrange for votes to be counted on a poll of those Members present.

### **29. Content of a proxy notice**

29.1. A proxy may validly be appointed only by a notice in writing (a "proxy notice") which:

29.1.1 states the name and address of the Member appointing the proxy;

29.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

29.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

29.1.4 is delivered to the company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

29.2. The company may require a proxy notice to be delivered in a particular form, and may specify different forms for different purposes.

- 29.3. A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 29.4. Unless a proxy notice indicates otherwise, it must be treated as:
- 29.4.1 allowing the person appointed as a proxy to exercise his discretion as to how to vote on any ancillary or procedural resolution put to the meeting, and
  - 29.4.2 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.

### **30. Delivery of proxy notices**

- 30.1. A proxy notice in hard or soft copy must be received at the place and by the deadline specified in the notice convening the meeting.
- 30.2. 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 company by or on behalf of that person. Their personal attendance automatically revokes the appointment from the moment of their attendance.
- 30.3. An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 30.4. A notice revoking a proxy appointment takes effect only if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 30.5. 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 appointor's behalf.

### **31. Amendments to resolutions**

- 31.1. An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:
- 31.1.1 notice of the proposed amendment is given to the company 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

31.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

31.2. A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:

31.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

31.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.



## Part 4

### Administrative arrangements

#### 32. Means of communication to be used

32.1. Subject to the Articles, anything sent or supplied by or to the company 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 company.

32.2. Any notice, Document or information (including a membership form) which is sent or supplied by the company shall be delivered by hand or sent by first class post or recorded delivery or by e-mail.

It shall be deemed to have been delivered:

if delivered by hand: on the day of delivery;

if sent by post to the correct address: within 72 hours of posting;

if sent by e-mail to the address from which the receiving party has last sent e-mail: within 48 hours if no notice of non-receipt has been received by the sender.

and in proving such receipt it shall be sufficient to show that such notice, Document or information was properly addressed and, in the case of post, pre-paid and posted.

32.3. The accidental failure to send, or the non-receipt by any person entitled to, any notice of or other Document or information relating to any meeting or other proceeding shall not invalidate that meeting or proceeding.

32.4. Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.

32.5. A Director may agree with the company that notices, Documents or information sent to that Director 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 that provided in this Article.

### **33. No right in addition to those provided for by law**

Except as provided by law or by any rules established in accordance with Article 20, no person has any rights in respect of the company merely by virtue of being a Member.