

THE VINTAGE MOTOR CYCLE CLUB
LIMITED



BYE-LAWS

**Proposed Amendments to the Bye-laws agreed at the
2016 AGM**

Notes

- 1. Area Rep Deputies: The membership was informed of the proposed new bylaw 4.3.4 to allow area reps to appoint deputies in the July 2017 Journal. As there was no adverse comments this change to the bylaws must be considered agreed.*
- 2. I have added to the end of the Bylaws a statement of the form that is acceptable for submission of resolutions and for the election of club officials. ie President, Directors and Area Reps.*
- 3. I do not think it acceptable that anyone should be appointed because they are the only person putting their name forward. In recent years we have seen the consequence of election by default. Their acceptance to the membership should always be confirmed by ordinary resolution. I recognise in the case of Area & Special Reps that this might introduce extra work and expense.*
- 4. I have included the proposal from the Wessex V & V and Dorset limiting the right of the board to spend significant sums of money without consulting the membership.*
- 5. I have moved to a proposer, seconder and 10 for all resolutions and proposals for officers to standardise. Equally acceptable to home in on six.*
- 6. I have included at the end of the bye-laws notes on the*

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FORWARD

The Vintage Motor Cycle Club (hereinafter called “The Club”) was founded in 1946 by C. E Allen OBE, BEM (hereinafter referred to as “The Founder” or “Founder Allen”) to provide a forum and contact point for those interested in the preservation, restoration and use of old motor cycles, three wheeled vehicles and related vehicles. The Club caters for both national and international members and is organised and divided on a geographical basis into locally created Sections drawn together into Areas with elected Area Representatives who have responsibility to co-ordinate activities and provide an interface for the exchange of information between the membership and the Board of Directors.

The Club provides guidance and assistance to its membership in the furtherance of these objectives through the preservation of archive material, provision of technical guidance and assistance, dissemination of information through either paper or digital publications and the organisation of events. Regular contact is maintained by the publication in paper or digital format of a monthly Journal, “The Vintage Motor Cycle”, circulars to Section secretaries and a Club Web Site. The Club also maintains an headquarters building. Allen House, and sufficient property to contain the Library of archive material and other assets and to house the Club’s permanent paid staff.

PART 1. MEMBERSHIP

1.1 Membership Requirements

1.1.1 Membership is open to individuals who have an interest in historic motorcycles and other similar vehicles more than 25 years old.

1.1.2 Any individual wishing to become a Member of the Club must submit an application for Membership:

- (a). Undertaking that at all times they will abide by the Articles and Bye-laws of the Club
- (b). Provide an address to be recorded by the Club as the Nominated Address of the individual that shall be used as the point of contact.

1.1.3 Overseas clubs and organisations with similar aims and objectives may become affiliated. Subject to the Club's terms and conditions of affiliation, as determined from time to time by the Directors, this shall allow:

- (a) Sharing of knowledge between Clubs, including but not limited to; the history of all aspects of old motor cycles and other similar vehicles more than 25 years old and their restoration and maintenance;
- (b) Exchange of current information about motorcycle events, magazines and articles;
- (c) The ability to take part in one another's riding events, subject to any laws or insurance requirements as may occur;
- (d) Access to agreed services and facilities of each respective Club, to be determined through negotiations.

1.2 Membership classes

1.2.1 Full Member

A Member who is over the age of 18 years and accepts Membership fees as per clause 1.3. The Full Member is entitled to receive the Clubs magazine and all communications for Members, has full voting rights and is eligible for election to committees of the Club;

1.2.2 Senior Citizen Member

This category of membership was closed to new entrants on 1st November 2014.

1.2.3 Family Member

A named Member who is a spouse, partner or child who resides with the Full Member or Senior Citizen Member. The Family Member is not entitled to receive a copy of the Club magazine, and upon joining or renewing they give consent for the Full Member or Senior Citizen Member to receive all notices, documents, accounts and other communication from the Club, at the nominated address of the said Member. Family Members, above the age of 18 years, shall have full voting rights on Club matters and be eligible for election to committees of the Club. Upon the death of the Full Member or Senior Citizen Member the membership of any Family Member shall continue until the end of the Membership Year-

1.2.4 Junior Member

A Member under the age of 18 years who accepts the Membership fees as per clause 1.3. Junior Members shall be entitled to receive the Club magazine, but do not have the right to vote in any matters relating to the Club and are not eligible for election to any committee;

1.2.5 Single Event (or Day) Member

A Member who has joined the Club for a single event, whether of one or several days, at a reduced subscription, *the Directors will from time to time set a recommended single event subscription, but this may be waived for promotional events at the discretion of the event organiser.* A Day Member does not have the right to participate or vote in any matters of the Club;

1.2.6 Temporary Member

A person visiting or temporarily resident in the United Kingdom and who may be elected, at the discretion of the Directors, to become a Temporary Member of the Club. Such membership shall be for a clearly determined time, but shall not exceed 3 months. Temporary Members may be admitted to the Club free of all Membership fees, at the full discretion of the Directors, but shall have no right to vote or speak in any matters relating to the Club;

1.2.7 Honorary Member

The Club on the passing of an ordinary resolution at an AGM may confer Honorary Membership upon any Member or non-Member, as a token of meritorious service.

(1) The nomination for an Honorary Member must:-

- (i) Be handed to the General Manager by any Member or section by notice in writing at least 75 days prior to any AGM;
- (ii) The notice must be signed by at least 10 Members of the Club in support of the nomination;
- (iii) The nominating Member, seconding Member or representative from the nominating section will be required to present evidence supporting such nomination at the AGM;
- (iv) The nominated Honorary Member must confirm their agreement to the nomination;

(2) An Honorary Member shall be considered a fully paid-up Full Member.

(3) Any successfully nominated Member shall remain an Honorary Member until the Board receive a written request from the Member asking to cease to be an Honorary Member, or if the Member commits a breach of the Articles, Bye Laws or other Club rules and regulations and in the opinion of the Board the conduct is of such a nature that the person should cease to be an Honorary Member;

1.2.8 Corporate Member

Organisations and institutions with empathy for the aims and objectives of the Club, may apply to become corporate Members on such terms and conditions as the Directors may

decide from time to time. Authorized representatives of Corporate Members have the right to participate in debate, but shall not have a right to vote;

1.2.9 Member in Arrears

A Member who has not paid his subscription within one month after the due date of payment;

1.2.10 Vice President

Persons elected by resolution at an Annual General meeting solely on the grounds of their significant or outstanding contribution to the furtherance of the objects of the club. Such nomination must be supported by 10 fully paid up Members. The nominating Member, seconding Member or representative of the nominating section will be required to present, at the Annual General Meeting, evidence in support of such nomination. Vice Presidency confers no rights of Membership. The number of new Vice Presidents shall be limited to 2 during any club year.

1.3 Subscription

1.3.1 The annual rate of subscription for each class of Membership shall be determined, from time to time, on an annual basis, by the Directors. The Members shall be notified at least 3 months before the changes are due to take effect; notification will be considered sufficient if published in the Journal of the Club.

1.3.2 The 'Membership Year' extends for twelve months from the first day of the month of joining/renewal.

1.3.3 Subscriptions are to be paid by any of the number of methods agreed by the Board and notified to members on the invitation to renew (see 1.4.1)

1.3.4 Membership subscription is non-refundable.

1.3.5 Members are expected to carry their Membership cards on them to demonstrate that Subscriptions are up to date. They may be required to present them when voting at meetings, applying for machine insurance, entering a closed to Club event, or when wishing to make use of any special facility afforded to Club Members.

1.3.5 A membership subscription paid by Direct Debit and where the member undertake to receive the Journal and also all club communications electronically will be entitled to a reduction of the subscription rate set by the Directors.

1.4 Membership Applications

1.4.1 Members shall be invited to renew their subscription through the Secretary sending notices to all Members at their nominated postal or email address.

1.4.2 Each Member, other than a Family Member, upon joining the Club will be issued with a current copy of the Articles of Association of the Club and the Club's Bye-laws.

1.5 Investigation of Members alleged Breach of the Club's Articles or Bye-laws

1.5.1 In the event of an alleged breach of the Articles or Bye-Laws by a Member or alleged conduct rendering it desirable that disciplinary action be taken, a meeting of the Board may be convened to consider the matter. If a disciplinary meeting is decided on:

- (a) Written notice outlining the allegation and the proposed meeting shall be sent to the Member, not less than 28 days before the meeting, to the nominated address the Club has for the Member.
- (b) The Member can attend the meeting with a friend or representative.
- (c) The Member can give evidence against the allegation at the meeting.

1.5.2 After all representations have been made, the Directors shall decide whether such Member should be disciplined, and if so, in what manner.

1.5.3 An appeal against the decision of the Board may be submitted by written notice setting out the nature of the appeal. The appeal should be:

- (a) Lodged with the Board within 28 days of notice to the member of the disciplinary action taken;
- (b) Signed by at least 10 other supporting Members.
- (c) The Board shall, within 28 days, convene an Appeal Committee, consisting of at least 3 independent persons selected from the President and Past Presidents and/or Vice Presidents to consider the matter. The Member shall be notified in writing of the time and place of the appeal and shall be invited to attend with a friend or representative.
- (d) Notwithstanding the absence of the Member, the decision of the Appeal Committee shall be final.

1.5.4 The Directors may opt to not renew the Membership of any Member under investigation after compliance with 1.5.2 and 1.5.3.

PART 2. CLUB OFFICIALS

2.1 President

2.1.1 Duties

(1) The President is the nominal head of the Club responsible to carry out public relations and other official duties as specified by the Board. The President should act as an ambassador to raise awareness of the Club with external bodies and should seek opportunities for the furtherance of the Club's objectives in all possible ways.

(2) The President may attend Board meetings as a non-voting member in order to be informed of all Club matters and be better able to perform the Presidential duties. In this role the President provides a link between the Membership and management.

(3) In the event of any dispute concerning membership or staff employment, the President shall form part of the Appeal Committee and shall take the position of Chairman of the Committee. *In the event that the President cannot confirm impartiality in the matter, these duties should be performed by a Past President acceptable to both parties.*

2.1.2 Appointment

(1) Any paid-up Full, Family or Senior Citizen Member, provided they are not a paid employee of the Club, is eligible for nomination as President of the Club.

(2) The nomination must have a proposer and a seconder and be endorsed by at least 10 other members. *(An example of the Nomination Form is appended to the Bylaws.)*

(3) *Each person nominated as President must be confirmed as acceptable to the Membership by an ordinary resolution at the AGM.*

(4) *The candidate with the highest vote of those confirmed as acceptable by ordinary resolution will be chosen as President Elect (see below) for the following year and appointed as President at the subsequent Annual General Meeting.*

(5) The office of President shall be on a four year cycle. During the first year he shall be termed the President Elect. In the second and third years he will officiate as the President. In the fourth year he will become the Immediate Past President.

(The term President in these Bye-Laws refers specifically to the person holding office during the second and third years referred to above).

(5) If the President is unable to continue or is disqualified from holding office the Board can ask the Immediate Past President to fulfil the duties of the remaining years, or, if unable or unwilling to act the Board may appoint a President for the remaining period of his office.

2.1.3 Expenses

The President will be eligible to receive expenses from the Club in respect of his official duties as identified and agreed with the Board. Subsidiary activities should be self-funded through the President's own initiatives. The official duties are to include attendance at:

- (i) Board meetings
- (ii) General Meetings
- (iii) Appropriate national events

2.2 President Elect

2.2.1 During his first year of the four year Presidential cycle, the future President is expected to gain an understanding of the role of the President and should be available to carry out the duties of the President when the President is unavailable.

2.2.1 The President Elect will be eligible to receive expenses in respect of any official duties requested by the Board.

2.3 Immediate Past President

2.3.1 During his fourth year of the four year Presidential cycle, the immediate past President is expected to be available to carry out the duties of the President when the President is unavailable.

2.3.2 The Immediate Past President may be asked to form part of an appeal panel for employment or membership disputes.

2.3.3 The Immediate Past President will be eligible to receive expenses in respect of any official duties requested by the Board.

2.4 Chairman

2.4.1 Duties

(a) The Chairman shall take the Chair at all meetings of the Board and at General Meetings;

(b) Be responsible for providing guidance to the General Manager in the day to day decision making in conjunction with management of the Club.

2.4.2 Appointment

(a) The Chairman shall be selected by the Directors from amongst their number at the first meeting of the Board following the AGM.

(b) If there is more than 1 nominee for the appointment, the Directors shall vote.

(c) If the Chairman is not available or unwilling to act then the Board may appoint another Director to chair the meeting.

(d) The Directors may at any time replace the Chairman by another from amongst their number.

(e) No Director may serve as Chairman for more than four consecutive years.

2.5 Vice Chairman

2.5.1 A Vice Chairman can be selected by the Directors at the same time as the Chairman and by the same voting procedure.

2.5.2 The Vice Chairman would normally be the first person to stand-in for the Chairman in the event that the Chairman was unavailable

2.6 Directors

2.6.1 Duties

(a) The efficient management and development of the Club for the benefit of the membership and to ensure financial stability and legal compliance.

(b) To *provide advice and direct* the General Manager in the day to day running of the Club.

(c) To attend Board Meetings, Sub-committee meetings as required, and General Meetings.

(d) To produce a report if need be, for any meeting attended.

(e) To look for opportunities to develop the VMCC for the benefit of the Membership and the Club as a whole.

(f) To undertake individual areas of responsibility, to develop them, and produce reports for the Board and/or the Membership.

(g) To keep Members up to date, through the Journal or by other means, with matters of relevance or significance to the Club and its Members.

(h) To assist individual Members with problems or issues.

(i) Help promote the VMCC to non-Members, the general public and other motorcycling groups for the furtherance of the Club's ideals.

(j) Maintain good communication links with the Section Secretaries and Club Members at all times.

2.6.2 Appointment: as laid down in Article 2.15 and Bye-law 6.4.
(A Director Nomination form is appended at the end of the Bylaws)

2.6.3 Termination of Appointment: as laid down in Article 2.16.

2.6.4 Expenses and remuneration: as laid down in Article 2.17.

2.7 General Manager

2.7.1 Duties

(a) General manager for the day to day running of the Club.

(b) Secretarial duties for all meetings of the Directors, Sub-committees and General Meetings.

(c) Responsible for compiling minutes of meetings and maintaining the books in good and safe order. Maintaining current copies of the Articles of Association and any Bye-Laws or rules of the Club at the time; making them available to other Members on request.

(d) Responsible for taking Membership fees, subscriptions, mailing Membership cards, Club magazine and other documents to the Members of the Club.

(e) Responsible for all matters relating to Membership and to perform such duties as laid down in the Articles, Bye-laws and other rules of the Club.

(f) Responsible for the Club's Website, Forum, Social Media, ensuring both are fully maintained and the Website is regularly updated.

(f) Recruitment, jointly with the Directors, of the Club's Accountant *or Accountancy Service*.

(g) Recruitment of office and library staff *in consultation with the Directors*.

- (h) Maintain daily control of the Club and management of the staff.
- (I) Managing Budgets set by the Directors and financial control of expenditure.
- (j) Reporting back to the Directors all issues connected with Budgets, Finances and Staff Management,
- (k) Responsible for the maintenance of Club property including the premises and vehicles.
- (l) Maintaining all Legal responsibilities of the Club in particular, Health and Safety, Fire and Security, personnel regulations.

2.7.2 Appointment: recruited by the Directors through external advertising.

2.7.3 Responsible for compliance with Governance and Strategy including Financial Compliance and Governance of Scheme of Delegation, limits on expenditure identified, including major assets leases, property, contracts and hire agreements commitments etc.

2.7.4 Maintaining communication to all members from HQ and Sections and ensuring effective communication to all member and the keeping section notes updated.

2.8 Accountant

2.8.1 Duties

- (a) *This is a part-time position and the duties can be performed by either an in-house part-time employee or an accountancy firm at the discretion of the Directors.*
- (b) Responsible for maintaining full and proper records of all Club accounts, including those of autonomous bodies as listed in 5, and other information as may be necessary, and prepare all annual finance statements and balance sheets, and to make all such information available to the Directors.
- (b) Produce monthly management accounts and summaries for the Directors.
- (c) Be responsible for maintaining a full and proper record of the clubs assets, liabilities, income and expenditure. Information on assets to include their nature, location, value and any changes;
- (d) Have charge of the bank accounts and to make payments of recurring nature as may be granted and determined by the Directors, without any special permission being obtained;
- (e) Act as financial advisor to the Board and perform such duties as may be provided in the Articles, Bye-Laws and the rules of the Club.

2.8.2 Appointment: recruited jointly by the Directors and General Manager.

2.9 Journal Editor

2.9.1 Duties

- (a) Responsible for the compilation and publication of the Club Journal and for the inclusion of any notices and proceedings of meetings as the Board or General Manager may direct or as may be provided for in the Articles.
- (b) It is expected that the Editors decision will be considered final in all but exceptional circumstances.
- (c) Attendance at Board meetings as a co-opted member as required.

2.9.1 Appointment; a contract appointment chosen jointly by the Directors and General Manager through external advertising.

2.10 Ancillary Staff

2.10.1 Office, Library and Event Staff

2.10.1.1 Duties: clerical duties at Headquarters, library and machine dating services and event organisation.

2.10.1.2 Appointment: recruited locally by General Manager

2.10.2 Contracted Support Staff and Consultants

2.10.2.1 Duties: to meet short term staffing shortfalls or to supply technical expertise in specialist areas such as IT.

2.10.2.2 Appointment: recruited by General Manager in consultation with the Directors.

2.11 Volunteers (Club Members offering Voluntary Assistance)

2.11.1 Duties: assistance with Library, Event and Club services

2.11.2 Appointment relies upon the member volunteering for specific duties and being considered suitable, with continuing appointment dependent upon satisfactory performance.

2.11.3 Supervision of volunteers at Headquarters is the responsibility of the General Manager.

2.11.4 Supervision of volunteers at an event is the responsibility of either the General Manager or the Event Organiser.

2.11.5 No remuneration other than payment of nominal expenses. These are to be agreed by either the General Manager or Event Organiser and must not exceed the standard Club rates.

2.12 Other Voluntary Organisations providing services at events

2,12,1 Duties and remuneration are at event organiser's discretion, but must be within guidelines set down by the Directors and/or the General Manager

PART 3. BOARD OF DIRECTORS

The responsibilities, structure and operation of the Board of Directors for the management of the Club are set out in Part 2 of the Articles of Association. In particular the Board is responsible for ensuring the Club operates in compliance with the Companies Act (2006) and all financial regulations. The following items provide more detail and clarification for the functioning of the Board.

3.1 Directors' Specific Responsibilities.

Whilst the Directors are collectively responsible for the running of the Club, individual Directors may be allocated responsibility for specific area of the Club's business and will work with the General Manager to provide business guidance for these areas. A typical, but not comprehensive, list of possible areas of responsibility includes:-

- Budgets, finance and planning;
- Events
- Retail
- Membership
- Raffle/ Club Machines
- Library and Archives
- Communication/IT to improve Club profile and Media coverage

3.1.2 These duties are directed towards the efficient management of VMCC Ltd as an enthusiast club. The Directors are only authorised to undertake other activities subject to the constraints laid down under clauses 3.5.5 and 3.5.6

3.1.3 Directors, President and the all members of The Board, Management Committee's are responsible for implementation and compliance of the Strategy, Business Plan, Governance and full Financial Compliance and Controls including the Scheme of Delegation, limits on financial expenditure including major assets, leases, property, contracts and hire agreements.

3.2 Sub-committees and Delegation

3.2.1 The Board may establish, and subsequently disband, sub-committees and working groups as it deems appropriate. Any sub-committee or working group so formed shall be provided with written terms of reference identifying:-

- Name of the Director who shall be Chairman
- The purpose of the sub-committee
- Anticipated duration
- Expected frequency of meetings
- Quorum for decision making
- Recording and reporting requirements
- Delegated powers

3.2.2 Sub-committees may include:-

(i) Archive Committee, responsible for the operation of the Library, including acquisition policy and future development.

(ii) When considered necessary by the Board of Directors, a Legislation Sub-committee responsible for monitoring the Articles and Bye-laws to ensure the Club is operating consistently according to its rules and maintaining compliance with the Companies Act.

3.2.3 Each sub-committee should convene, in person or by electronic communication, as frequently as is necessary to carry out its duties and should submit minutes of each meeting not less than two weeks before the Board meeting

3.3 Attendance at Meetings

3.3.1 The Board of Directors or Sub-committee may:

- (i) Invite any person to attend a meeting
- (ii) Appoint in an ex-officio capacity an Honorary Legal *or Technical* Advisor
- (iii) Appoint in an ex-officio capacity a representative of any nationally recognised body, that is relevant to the interest of the Club;

3.3.2 Any person or body invited or appointed to attend Board Meetings does not have any voting rights.

3.3.3 Any paid-up Member of the Club may attend a Board or Sub-committee meeting as an observer subject to a request to the secretary of the meeting being received and agreed in advance of the meeting. (The Chairman of the meeting may rule any sensitive item be held in-camera and close the meeting to observers for that item on the agenda.)

3.4 Determination of Employees' Salaries

3.4.1 The General Manager's salary shall be determined by the Directors taking into account the performance efficiency of organisation and the financial performance of the Club;

3.4.2 The Directors, together with the General Manager, shall determine the remuneration of the Club Employees based upon **various** performance reports produced by the General Manager and the financial performance of the Club;

3.4.3 The review of Employees' salaries shall be carried out annually as soon as the financial report for the year has been signed off and final budgets for the year agreed (see 3.5);

3.4.4 The revised salaries shall be payable from the date agreed in the staff contracts.

3.5 Business Plans and Financial Budgets

3.5.1 Before the end of the Club's financial year, the Chairman, jointly with the General Manager, Accountant and one or more other Directors, shall propose budgets and objectives for the subsequent year and produce a strategic business plan for the following 3-years. The budgets and objectives should be available for review by the full Board before the start of the new financial year.

3.5.2 The budgets and objectives for the year agreed under 3.5.1 shall be reviewed and adjusted as appropriate as soon as the final statement of accounts for the previous year are available.

3.5.3 The budgets and objectives for the year together with the 3-year strategic plan shall be made available upon request by the membership for review prior to the Annual General Meeting.

3.5.4 A Financial Review Panel, consisting of the Chairman and/or the Director responsible for Finance together with the Accountant, will carry out an annual review to propose a purchasing and procurement policy for endorsement by the Board. The policy will set controls on individual purchasing powers.

3.5.5 In the case for all items of expenditure of an exceptional non-recurring nature, such as alteration or change of office premises, purchase or lease of land, or new commercial ventures, must be supported by a full business case, including risk assessment, and comply with the Articles, Bye-laws, Policy and Procedures so as not to commit the Club to unnecessary risk or on-going financial commitment.

3.5.6 Items of expenditure, of a non-recurring nature and outside the core business of the Club, which are not identified in the financial budget and subject to review and endorsement at the Annual General Meeting, are only permitted with the unanimous approval of the Board and an expenditure limit of £25k. Non-recurring expenditure items exceeding this amount are only permitted following full consultation with the membership. Such items should be accompanied by a business case with full costs.

3.6 Conduct

Members of the Board and Sub-committees shall:-

- (i) Conduct themselves with the best interest of the Club in mind, and not bring the Club into any disrepute;
- (ii) Act on behalf of the whole Membership of the Club;
- (iii) Not vote on any matters in which they have a personal financial interest.
- (iv) Abide by any decisions made by the Board or Sub-committee;
- (v) Keep notes of any external meetings and correspondence undertaken on the Club's behalf, and provide copies to the Secretary for filing and/or distribution to the Directors;
- (vi) Not use their position in the Club for personal gain or benefit;
- (vii) Not undertake or place the Club into any contract, including financial commitment or legal liability, without the prior written consent of the Directors; and
- (viii) Take all practical steps to minimise costs that shall be claimed as expenses.

3.7 Expenses

3.7.1 Members of the Board of Directors and sub-committees may claim expenses as follows;

- (i) Travel to scheduled meetings of the Board or sub-committees shall be reimbursed at the costs of the public transport (upon presentation of a valid receipt) or at a rate-per-mile, with agreed caps, as shall be determined annually by the Financial Review Panel (3.5.4) and agreed by the Board;

- (ii) All other travel in the UK, on the Clubs behalf, shall be reimbursed as above, provided there is prior approval by the Chairman or, in their absence, the vice-Chairman;
- (iii) All travel outside the UK on behalf of the Club, requires prior consent from the Chairman or, in their absence, the vice-Chairman and shall be the actual cost.
- (iv) Any accommodation costs relating travel on Club business shall be the lesser of; the actual cost of accommodation (upon presentation of a valid receipt) or a maximum daily rate as determined from time to time by the Board.
- (v) Expenses should be claimed on a monthly basis and individual details will be presented to members on the website.

3.7.2 All claims for expenses should be accompanied by valid receipts, including the VAT receipts.

PART 4. MEMBERSHIP ORGANISATION

4.1 Sections

4.1.1 The Club is subdivided into sections, according to geographical location or in respect of a particular interest or activity.

4.1.2 Sections are treated as separate legal entities for accounting and administrative purposes.

4.1.3 The officers of each Section shall include a chairman, honorary secretary and an honorary treasurer.

4.1.4 All Sections are expected to be governed by a constitution that does not conflict with the Articles and Bye-laws of the Club.

4.1.5 Sections have autonomy to organise runs and events within the framework drawn up by the Club.

4.1.6 The Section Secretary is responsible for informing Head Office of all proposed events being organised by the Section in order to ensure the necessary insurance cover is provided and, wherever possible, to avoid the clashing of events

4.1.7 A Section, having been invited to organise an International or National event, shall elect an organising committee for that event The Secretary shall submit a financial statement at the conclusion of the event,

4.1.8 The creation of a new Section requires the approval of the Directors. The established guidelines require that those Members wishing to form the Section should first establish a Group and that this should operate successfully for twelve months before being granted Section status.

(i) Notification of the desire to form a Group must be published in the Journal to allow members opposed to the formation to state their views.

(ii) The signature of twenty members supporting the formation of the Group, and identifying a Secretary, Chairman and Treasurer, must be forwarded to the Board for approval.

(iii) If the formation of the Group is accepted, it will be allowed to operate for a probationary period of one year, after which it may apply to the Board for Section status.

(iv) The Group must keep the Club informed of all activities during the probationary period by 'Group Notes' included as part of the 'Section Notes' section of the Journal.

4.2 Areas

4.2.1 Sections within close geographic proximity are grouped together to form an Area and can appoint an Area Representative to represent their interests.

4.2.2 The Board may alter the Area Structure if necessary to improve communications/efficiency.

4.2.3 The nine Areas presently covering the United Kingdom are:

- Anglian
- North East
- North Midlands
- North West *including Northern Ireland*
- Scotland
- South East
- South Midlands
- South Wales
- South West

4.3 Area Representatives

4.3.1 The duties of the Area Representative include:

- (i) Promotion and development of the Club within their Areas.
- (ii) The coordination of Section activities within their Areas
- (iii) Visiting all Sections within the Area on an annual or more frequent basis or holding bi-annual discussion meetings at which Sections are invited to send delegates.
- (iv) Acting as a point of contact between the Directors or General Manager and the Sections in the Area.
- (v) Keeping Members up to date, through the Section Secretaries, with matters of relevance or significance to the Area and its Members.
- (vi) Providing assistance to individual Members with problems or issues if the Section Secretaries are unable to assist or deem the matter appropriate for the Area Representative to handle.
- (vii) Keeping the Directors and General Manager informed of matters of importance to the Club in the Area.
- (viii) Exploring opportunities to develop the VMCC in the Area for the benefit of the Membership and the Club as a whole.

(x) Responding to enquiries about the VMCC from non-Members, the general public, other motorcycling groups and any other person or body with an interest in the activities of the VMCC in the Area.

(x) Producing a written report for the Board on an annual or more frequent basis.

(xi) Producing occasional reports for the Journal summarising activities within their Area.

(xii) Liaison with the other Area Reps. on subjects of common interest or benefit to the Club. Such liaison through either formal or informal meetings and with or without involvement of the Board is to be carried out on an irregular basis.

(xiii) Organisation with other Area Reps and General Manager meetings, seminars or other gatherings with the involvement and for the benefit of the Membership.

(xiv) Maintenance of good communication links with the Section Secretaries at all times

(xv) Attendance at the AGM.

(xvi) Act as a Proxy at General Meetings on behalf of members in their Area who are unable to attend the meeting.

4.3.2 Candidates for appointment as Area Representative must have a proposer and a seconder and be endorsed by at least 10 other members from the Area.

. (An example of the Nomination Form is appended as Appendix E of these Bylaws.)

4.3.3 Each person nominated as President must be confirmed as acceptable to the Membership in the Area by a postal ballot of members in the Area and achieve a greater than 50% vote. The candidate with the highest vote of those confirmed as acceptable will be chosen and appointed with effect from the Annual General Meeting.

4.3.4 The elected Area Representative may choose to appoint a Deputy to share responsibilities for communications with the Members and Sections within the Area. The Deputy will report to the Area Representative and may, with the consent of the Area Representative, represent the Area Representative in communications with the Directors and General Manager.

4.4 Special Interests Sections

4.4.1 The Club includes non-territorial Sections catering for sporting and special interests groups. These include:-

- (i) Grass-track and Speedway
- (ii) Speedway
- (iii) Sprint
- (iv) Touring
- (v) Cyclemotor

4.4.2 The Special Interests Sections may appoint a Special Interest Representative to represent the interests of the members within the Sections.

4.4.3 Candidates for appointment as Special Interest Representative must be nominated by either:

- (i) proposal and seconding by full Voting Members with the endorsement of ~~six~~ ten other members within the Special Interests Sections, or
- (ii) a motion carried by a Special Interest Section with a copy of the motion, signed by the Section Chairman and Secretary, submitted to headquarters.

(An example of the Nomination Form is appended to the Bylaws.)

4.4.4 In the event of more than one candidate for the appointment of Special Interest Representative, the election is by postal ballot of the Membership of the Special Interests Sections

4.5 Officer for Overseas Membership and Affiliation

4.5.1 The Officer for Overseas Membership and Affiliation represents the interests of Club Members residing outside the UK.

4.5.2 The duties include:

- (i) Providing assistance to Overseas Members with problems or issues;
- (ii) Keeping the Board informed of matters of importance overseas;
- (iii) Provision of a primary point of contact for Overseas Members seeking guidance on visiting the UK and riding in UK events;
- (iv) Compilation of a list of overseas events of interest to VMCC Members;
- (v) Liaison with UK Sections that have established links with overseas clubs in order to further exchanges to the general benefit of the Club;
- (vi) Maintain contact with overseas clubs, which have interests in common with the VMCC, in order to coordinate activities for the mutual benefit of the clubs and their membership.
- (vii) Advising the Directors of clubs having interests in common with the VMCC in order to propose affiliation. The Directors, acting on the advice of the Officer for Overseas Membership and Affiliation, must agree that affiliation is to the mutual benefit of the clubs and their membership and is responsible for the implementation.

4.5.3 Appointment by nomination and voting of Overseas Members, either by post or email, or by nomination of the Board.

4.6 Special Responsibilities of Membership Representatives

Should the actions of the Board cause disquiet amongst the Membership or generate any reason for concern amongst the Membership Representatives - namely the President, Area Representatives, Special Interest Representative and Officer for Overseas Membership and Affiliation – the Membership Representatives, subject to a ~~75% majority~~ **50% majority** vote, can demand a meeting with the Board to discuss the matter. The Board must make available all relevant information required by the Representatives and the meeting must be held within fourteen days of the request being made. If the meeting fails to resolve the issues of concern the Membership Representatives, subject to a ~~75% majority~~ **50% majority** vote, can demand that the Board calls an immediate General Meeting so that the matter can be discussed by the Membership.

PART 5. ORGANISATIONS OPERATING AS AUTONOMOUS BODIES WITHIN THE HEADQUARTERS FINANCIAL MANAGEMENT STRUCTURE

5.1 Whilst it is intended that the user organisation of the Club should be managed locally though the Area and Section structures of the Club, it is recognised that certain special interests of the membership cross both area and section boundaries. Special interests include Veteran and Vintage and Flat Tank as well as road racing, sprinting, grass track and speedway. Often these special interests can be organised efficiently and to the benefit of the membership within the Section structure. In other cases closer management and financial links with headquarters can be beneficial.

5.2 Currently only one special interest section, British Historic Racing, abbreviated as BHR, has been incorporated as an autonomous part of Headquarters.

5.3 Autonomous Bodies operating as part of HQ are required to:

5.3.1 Establish a management committee consisting of a representative from VMCC Ltd, who would normally be expected to be a Director of VMCC Ltd, plus at least four members chosen from amongst their Membership. The Membership are responsible for determining which of the committee members shall act as chairman, secretary and treasurer.

5.3.2 Produce Articles of Association to set down the rules for the operation of the Autonomous Body, which must be formally agreed with the Board.

5.3.3 Prepare an Annual Business Plan setting down objectives and a financial forecast for the year for approval by the Board.

5.3.4 Prepare summary notes and financial statements for presentation at regular Board meetings.

5.3.5 Prepare an annual financial statement for inclusion with the Club's Annual Accounts.

5.4 In all other respects the Autonomous Body may operate its own bank account and operate its business in a manner it considers appropriate.

5.5 The agreement between the Autonomous Body and VMCC Ltd shall be terminated subject to an ordinary resolution calling for dissolution of the agreement being passed at a General Meeting of either the VMCC or the Autonomous Body.

PART 6. GENERAL MEETINGS

6.1 Submission of Resolutions

Members or Sections may propose a resolution for consideration at a General Meeting. Any proposed resolution must be in writing, follow the format laid down in Appendix A of these By-laws and be lodged with the General Manager at least ninety days before the meeting. Either the proposer or seconder of a resolution must be present at the General Meeting of the Club to present their case.

The Directors have the power to decline to accept for consideration resolutions which would be ineffective, defamatory, frivolous or vexatious. Such rejection should only be carried out in extreme circumstances and the Directors must inform the Proposer and explain the reason for their decision.

Voting on resolutions at a General Meeting can be by the Member in person or by the appointment of a proxy.

6.2 Types of Resolutions

6.2.1 An ordinary resolution of the Members is a resolution that is passed by a simple majority.

6.2.2 A resolution passed on a poll taken at a meeting is passed by a simple majority if it receives a simple majority of the total voting rights of Members who vote in person, by proxy or in advance of the meeting.

6.2.3 A special resolution of the Members means a resolution that is passed by a majority of not less than 75%.

6.2.4 A resolution passed on a poll taken at a meeting is passed by a majority of not less than 75% if it receives 75% of the total voting rights of Members who vote in person, by proxy or in advance of the meeting.

6.2.5 A resolution is not a special resolution unless it is identified as a special resolution in the notice of the meeting

6.2.6 Anything that may be done by ordinary resolution may also be done by special resolution.

6.2.7 Resolutions resulting in a change to the Articles of Association or Bye-laws are to be treated as special resolutions.

6.2.8 All other resolutions are to be treated as ordinary resolutions unless in the view of the Board it is appropriate that they are treated as special resolutions.

6.3 Proxy Voting Procedure.

(see additional notes on the Proxy Voting Form in Appendix B)

6.3.1 Members eligible to vote will receive a proxy voting form accompanying the AGM proposals. They may appoint as their proxy:

- (i) The Chairman of the Meeting, or

(ii) Any other person. The proxy is not required to be a Club member. Although any person can be selected members should consider appointing their Area Representative or an official from their Section, who will be familiar with local issues.

6.3.2 Members choosing to vote by proxy, must inform their proxy and arrange for the General Manager to be notified of their choice at least 48 hours before the meeting of their intention to vote by this method.

6.3.3 Appointing a proxy, or registering a vote in advance, does not prevent attendance and voting at the meeting in person, but the revised instructions must be notified to the General Manager one hour in advance of the meeting.

6.3.4 All Members attending a General Meeting of the Club will need to;

- (i) Confirm their current Membership by production of their Membership card during signing in. The signing-in sheet will be used as a record of attendance at the meeting.
- (ii) Identify themselves when signing in as a proxy holder if so appointed, in order to be issued with a voting card and vote recording slips.

6.4 Recording the Vote

6.4.1 Tellers will be nominated to count the vote and in the event of a poll, collect and total proxy votes.

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

6.4.3 On a vote by show of hands, every proxy who has been duly appointed by one or more members has one vote unless the following applies:

6.4.4 On a vote by show of hands, a proxy has one vote for and one vote against the resolution if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution.

6.4.5 If a poll is taken, Members carrying proxy votes, upon voting, will:

- (i) Display their coloured card,
- (ii) Ensure that their record slip is handed to a teller.
- (iii) The tellers will record the votes and add the proxy votes to the total before notifying the Secretary of the meeting.
- (iv) The Secretary will add the teller's votes together to achieve a result.
- (v) In the case of an equal vote in a meeting, the Chairman shall have a casting vote.

6.5 Voting for the Appointment of Directors

6.5.1 Each person nominated for appointment as a Director will be confirmed as acceptable to the Membership by an ordinary resolution at the AGM.

6.5.2 In the event that more nominees are acceptable than there are appointment vacancies, the nominees with the highest votes will be appointed.

PART 7. REVISION OF BYE-LAWS

The Board shall have power from time to time to make, alter and repeal all such bye-laws as they may deem necessary or expedient for the proper conduct and management of the Club. The Board shall notify Members through the Journal of all such bye-laws alterations and repeals. In the absence of any objection, such bye-laws alterations and repeals shall become binding upon all Members after the expiry of 90 days from the date of the notice. In the event of an objection received in writing by the Secretary within the requisite 90 days, the Board may:

- (i) seek to persuade the objector or objectors to withdraw the objection or objections;
- (ii) withdraw the proposal giving rise to objection; or
- (iii) refer the matter to general meeting for decision by ordinary resolution.

In the case of (ii) or (iii), the Board shall notify Members by means of the next available Journal.

PART 8. ELIGIBILITY OF MACHINES

7.1 A machine shall be deemed 25 years old under the rolling 25-year eligibility rule on the 31st December of the twenty-fourth year following its manufacture.

7.2 Machine classes are recognised as follows-

Veteran	Manufactured before 01/01/1915
Early Vintage	Manufactured between 01/01/1915 & 31/12/1924
Late Vintage	Manufactured between 01/01/1925 & 31/12/1930
Post Vintage	Manufactured between 01/01/1931 & 31/12/1945
Post War	Manufactured between 01/01/1946 & 31/12/1960
Post 1960	Manufactured since 01/01/1961 and more than 25 years old

Appendix A: Submission of Resolution to a General Meeting

1. Resolutions, other than those being proposed by the Board, must be in writing and received by the General Manager at least ninety days before the date of the meeting.

2. Resolutions may be submitted by Sections or by Members. In either case, please state the Resolution and, if desired, a brief statement identifying the objective behind the resolution.

Resolution

Objective of Resolution

3. If the Resolution is submitted by a Section, please also provide the following:

Date the proposed resolution was discussed by the Section

Voting by the Section in respect of resolution.

For Against Abstain

Section Chairman Name Signature

Section Secretary Name Signature

4. If the Resolution is submitted by individual Members, please provide the following:

Proposer: Name Signature

Secunder Name Signature

Include the names, membership numbers and signatures of at least ten Members supporting the Resolution.

Appendix B: The Proxy Voting Form

If you are not attending the General Meeting the Proxy Voting Form allows you to submit a postal vote, appoint a proxy to vote on your behalf or to employ a mixture of postal and proxy voting.

The resolutions for the election of Directors will not be discussed before the voting at an Annual General meeting as all relevant information provided by the candidates, see Appendix D, will have been circulated and no new information will be available at the meeting. It is recommended that you treat the election of Directors as a postal vote and complete the voting boxes. You should vote for each candidate in turn as to whether you consider them acceptable (For) or unacceptable (Against). If you are uncertain as to the candidates merits and do not wish to vote use the Abstain box; if you leave all boxes empty your vote will pass to your proxy holder. Candidates require a greater than 50% vote to be eligible for election and the candidates with the highest votes will be selected.

The other resolutions tabled at the meeting will be subject to discussion at the meeting before a vote is taken and the discussion may influence how you would wish to vote. You may if you wish use the proxy form to cast a postal vote or you may allow your proxy holder, with the benefit of the extra knowledge derived from the discussion, to vote on your behalf.

If you leave all boxes (For, Against and Abstain) empty your vote is passed to you proxy holder; if you do not identify a proxy holder your vote is passed to the Chairman of the Meeting, who is the default proxy holder. If you do not wish to be included in the voting for any specific resolution use the Abstain box.

You are at liberty to choose anyone, Member or Non-member, who will be attending the Meeting to act as your proxy and you should make known your views to your proxy. It is suggested you choose a friend who shares your views in respect of the running of the Club, an Official from your Section or your Area Representative.

Appendix C: Nomination for Appointment as Club President

1. Nominations must be received by the General Manager at least ninety days before the date of the Annual General Meeting.

2. Nomination forms must include the following statement:

I (Name of Nominee) wish to put my name forward for election as President of the Vintage Motor Cycle Club

Signature Date

3. A brief summary should be given of the Club offices held by the Nominee.

.....
.....

4. Identify the Members proposing and seconding the nomination:

Proposer: Name Signature

Secunder Name Signature

Include the names, membership numbers and signatures of at least ten Members supporting the Nomination.

Appendix D: Nomination for Appointment as Director

1. Nominations must be received by the General Manager at least ninety days before the date of the Annual General Meeting.

2. Nomination forms must include the following statement:

I (Name of Nominee) wish to put my name forward for election as a Director of the Vintage Motor Cycle Club

Signature Date

3. A brief summary should be given of the Club offices held by the Nominee:

.....
.....

4. Summarise qualifications and business experience considered relevant (up to 200 words):

.....
.....
.....

5. Summarise what you would hope to achieve as a Director (up to 200 words):

.....
.....
.....

6. List all personal or business interests which could give rise to conflicts of interest in carrying out the duties of a Director of the Club.:

.....

7. Identify the Members proposing and seconding the nomination:

Proposer: Name Signature

Secunder Name Signature

Include the names, membership numbers and signatures of at least ten Members supporting the Nomination.

Appendix E: Nomination for Appointment as Members Representative

Note: this form is applicable for all appointments as Area Representative, overseas Representative

1. Nominations must be received by the General Manager at least ninety days before the date of the Annual General Meeting.

2. Nomination forms must include the following statement:

I (Name of Nominee) wish to put my name forward for election as a Director of the Vintage Motor Cycle Club

Signature Date

3. A brief summary should be given of the Club offices held by the Nominee:

.....
.....

4. Summarise qualifications and business experience considered relevant (up to 200 words):

.....
.....
.....

5. Summarise what you would hope to achieve as a Director (up to 200 words):

.....
.....
.....

6. List all personal or business interests which could give rise to conflicts of interest in carrying out the duties of a Director of the Club.:

.....

7. Identify the Members proposing and seconding the nomination:

Proposer: Name Signature

Seconder Name Signature

Include the names, membership numbers and signatures of at least ten Members supporting the Nomination.