

**THE COMPANIES ACT 2006
MEMORANDUM & ARTICLES OF ASSOCIATION**

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A CAPITAL SHARE**

**CONSTITUTION OF
MOTORSPORT CLUB OF CHELMSFORD LIMITED**

GENERAL

1. The name of the Club shall be referred to as Chelmsford Motor Club (hereinafter referred to as the “Club”) and registered as the “MOTORSPORT CLUB OF CHELMSFORD LIMITED”.
2. The registered office of the Club will be situated in England.
3. The objects for which the Club is established are:-
 - a. To further interest in motoring and motor sport.
 - b. To provide its members with information, advice and assistance on matters connected with motoring and motor sport.
 - c. To observe the local administration of the laws and regulations affecting motoring and motor vehicles, and to report any proposed local action or scheme to Motorsport UK
 - d . To promote motor competitions in accordance with the Rules of Motorsport UK.
 - e. To arrange tours, lectures, and engage with members through social gatherings and other meetings.
 - f. To provide Members with such benefits and privileges as it may be possible to arrange on their behalf.
4. All motor competitions organised by the Club shall be held under the rules and requirements of Motorsport UK.
5. The income and property of the Club, however derived, shall be applied solely towards the promotion of the Objects of the Club and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Club.

6. The liability of the members is limited by guarantee and having no share capital, as defined by Section 11 of the 2006 Companies Act. Every member of the Club undertakes to contribute to the assets of the Club, in the event of the same being wound up while they are a member, or within one year after they cease to be a member, for payment of the debts and liabilities of the Club contracted before they ceased to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
7. The Club shall hold third party liability insurance appropriate to the nature of its activities.
8. The Club shall not be liable for costs incurred by members unless previously agreed by the committee.
9. Any alteration of this Constitution can only be made at General Meeting provided that details of the proposed alteration or alteration are included in the notice of the General Meeting and that the resolution proposing such alteration is carried by two thirds of those present and voting at such General Meeting.
10. The Club may be dissolved by an Extraordinary General Meeting convened by the Committee or on the requisition of the majority of its members.
11. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Club but shall be given or transferred to a registered Charity or some other institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its income and property among its or their members to an extent at least as great as is imposed on the Club under or, such institution or institutions to be determined by the members of the Club at or before the time of dissolution, and if and so far as effects cannot be given to such provision, then to some charitable objects.

POLICIES

12. The Club shall adopt Child Safeguarding, Privacy, Environmental, Social Media and other policies in line with prevailing legislation and Motorsport UK requirements. These policies shall be publicly available, along with the copy of this Constitution, on the Club's website - <https://chelmsfordmc.co.uk/Policies>

MEMBERSHIP

13. The provisions of section 112 of the 2006 Companies Act shall be observed by the Club, and every member of the Club shall either sign a written consent to become a member or sign the register of members on becoming a member.
14. Any person regardless of their sex or gender identity of not less than 16 years of age shall be eligible for membership. The membership shall consist of (a) Full Members, (b) Honorary Members, (c) Marshalling Members, (d) Student Members and (e) Family Members.

15. The number of members with which the Club proposes to be registered shall be unlimited.

16. Every member binds themselves to abide by this Constitution and also any modifications thereof made in conformity with such rules and also accept as final and binding the decision of the Committee in all cases of dispute or disagreement as to the interpretations of the Constitution.

17. All applicants for membership to the Club shall sign a Form of Application stating their name, address, and agreeing to be bound by the rules, if elected and such form shall be signed by their Proposer and Seconder. The Form of Application may be electronic, namely via the Internet or by electronic mail.

18. A membership fee of such sum as the Club shall in General Meeting determine shall be charged for all membership categories of the Club, but the membership fee may be remitted at the discretion of the Committee in special cases.

19. No candidate whose application for membership of the Club has been refused shall again be submitted for election within twelve months of the rejection, nor shall they take part in any Club activities.

20. On payment of the subscription fee, membership shall be operative from the first day of the month in which they apply and shall remain valid until 31st December, subject to the approval of the Committee.

21. Any member wishing to resign their membership shall inform the Secretary in writing with reasons and date of when the resignation takes effect.

22. Any New Member (ie someone who has not previously been a Member of the club) who is elected after the first day of August in any year shall have their membership valid until December 31st of the following year.

23. The annual subscription shall become due on the first day of January in each year.

24. Any member whose subscription has not been paid by 31st July in any year will automatically cease to be a member of the Club.

25. No member whose subscription is in arrears shall participate in any activities of the Club or be entitled to receive any benefit from their membership, or be entitled to any award.

26. **Family membership** shall provide membership to the immediate family [partner and children up to the age of 16 years] [full membership available at 16 or any family member at the same address] of a full member subject to only receiving one copy of postal correspondence per family.

27. **Marshalling member** shall provide a member of the club who does not intend to compete on club events but who has in the previous year marshalled on at least three club events and who intends to marshal on future club events may apply for full membership of the club free of charge for the year.

28. **Student member** shall provide any full-time student who qualifies for an NUS card or any person on a recognised apprenticeship may apply to Committee for free student membership. Such membership shall be valid for one year or until the member ceases to be a full-time student or apprentice – whichever is sooner. Student membership shall allow the member access to the club website, forums and club email communications and the provision of a club-card allowing the member to enter events organised by the club and other clubs whose invitations have been accepted by the club. No paper communications will be sent to student members. Student members will not have voting rights or be eligible to stand for committee.

29. At a General Meeting, any full member may nominate a current or past member who has rendered special service to the Club, to Honorary Life membership. The immediate family of Honorary Members will not automatically be eligible for family membership but may apply for Full membership. Such nominations to be restricted to a maximum of two per year. Nominations will normally be in recognition of exceptional service to the Club over a long period of time.

CODE OF CONDUCT

30. Members must ensure they abide by the rules and regulations of the Club and Motorsport UK and:

- a. conduct themselves in a proper manner at all times, in the best interests of UK motor sport
- b. respect the decision of event officials
- c. treat all competitors, marshals and officials equally with respect
- d. maintain the highest standards of driving behaviour
- e. not discriminate against individuals for any reason, whether as a result of race, colour, gender, marital status, sexuality, age, disability, occupation, religion or political persuasion.

31. Failure to comply with this Code may result in stringent sanctions being imposed by Motorsport UK and its National Court.

GENERAL MEETINGS

32. The Club shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Committee and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall not be held more than fifteen months after the holding of the last preceding Annual General Meeting.

33. The Annual General Meeting shall;

- i. Receive from the Committee a full statement of accounts duly audited showing the receipts and expenditure for the year ending.
- ii. Receive from the Committee a report of the activities of the Club during the preceding year
- iii. Elect the officials and Committee of the Club and accountants
- iv. Decide any resolution, which may be submitted to the meeting

34. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

35. A minimum of twenty-one days' notice in writing (either by post, email or on the club website) of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and a minimum of fourteen days' notice in writing of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the accountants) as are under this Constitution entitled to receive such notices from the Club, but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Companies Act. In the case of meetings other than General Meetings, a meeting may be convened by such notice as those members may think fit.

36. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

37. The Secretary must be informed in writing of any matter for discussion at a General Meeting, the text of the matter to be sent to the Secretary at least ten days before the date of any proposed meeting, for inclusion in the agenda.

38. The agenda and all other matters notified to the Secretary for discussion at a General Meeting should be made available to all members, seven days prior to the meeting, by individual copy, posting on Club web site or on a Club notice board.

39. No business, which is not included on the proposed Agenda, shall be discussed at a General Meeting unless every member present is in full agreement.

40. No one can take part in general Meetings unless they have been duly elected as full members and have paid their subscriptions according to this constitution.

PROCEEDINGS AT GENERAL MEETINGS

41. All business shall be deemed special that is transacted at an Extraordinary General Meeting. Business that is transacted at an Annual General Meeting shall include an expenditure account and balance sheet, and the reports of the Committee and of the Accountants, the election of members of the Committee in the place of those retiring, the appointment of the Accountants and the setting of club's annual membership fees.

42. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided twelve members personally present shall be a quorum.

43. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

44. The Chairman of the Committee shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting the Chairman shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside the members present shall choose some member of the Committee, or if no such member be present, or if all the members of the Committee present decline to take the chair, they shall choose some member of the Club who shall be present to preside.
45. The Chairman may, with the consent of any meeting at which a quorum is present (and shall, if directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
46. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
47. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
48. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
49. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
50. Every full member shall have one vote.
51. Ordinary resolutions – ie those raised as part of the agenda of a Annual General Meeting – shall be passed by a simple majority (Section 282 of the 2006 Companies Act).
52. Special resolutions – ie those raised at Extraordinary General Meetings – shall be passed by a majority of not less than 75% of the votes of those present at the meeting (Section 283 of the 2006 Companies Act).
53. Votes may be given on a poll either personally or by proxy.

COUNCIL OF MANAGEMENT

54. The Council of Management shall be the elected Committee.
55. Each Committee Member shall be registered as a Director of the Club and shall discharge their duties in accordance with the Companies Act.
56. Presidents and Vice-Presidents shall be elected at the Annual General Meeting on the nomination of the existing Committee and shall retire annually, but shall be eligible for re-election.
57. Presidents and Vice-Presidents are ex-officio Members of the Committee.
58. Until otherwise determined by a General Meeting, the number of the members of the Committee shall not be less than ten nor more than twenty-five.
59. The President, Vice President, Chairman, Vice Chairman, Secretary, Treasurer and General Purposes Committee shall be elected at the Annual General Meeting of The Club and subject to termination of office by resignation or otherwise shall remain in such office until their successors are appointed at the next Annual General Meeting following their appointment.
60. The retiring officers and other members of the General Purposes Committee shall be eligible for re-election.
61. The Officers of the Club shall be the Chairman, Vice Chairman, Secretary and Treasurer and must have served as a Committee Member for a full calendar year immediately prior to being elected. Officers will be ex-officio members of Club Committees
62. The Committee may from time to time and at any time appoint any member of the Club as a member of the Committee, either to fill a casual vacancy or by way of addition to the Committee, provided that the prescribed maximum [25] be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but they shall then be eligible for re-election.
63. No person who is not a full member of the Club and no person who is a minor [a person who has not attained the age of 16 years] shall in any circumstances be eligible to hold office as a member of the Committee.

POWERS OF THE COUNCIL

64. The business of the Club shall be managed by the Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Club as they think fit, and may exercise all such powers of the Club, and do on behalf of the Club all such acts as may be exercised or done by the Club in General Meeting, subject nevertheless to any regulations of this Constitution, to the provisions of the statutes for the time being in force and affecting the Club, and to such regulations, being not inconsistent with the regulation made by the Club in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.

65. The members for the time being of the Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Committee shall at any time be or be reduced in number to less than the minimum number [10] prescribed by or in accordance with this Constitution, it shall be lawful for them to act as the Committee for the purpose of admitting person to membership of the Club filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

EXTRAORDINARY GENERAL MEETINGS

66. The Committee may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened.

67. The Committee shall, at a meeting convened for the purpose after calling upon a member to give any explanation they may think fit, ask for their resignation, or expel such members, who in their opinion, have been guilty of conduct that is prejudicial to the interests of the Club, or of Motor Sport in general

68. Committee members shall be given at least 7 days' notice that a question of resignation or expulsion is to be discussed at a meeting of the Committee.

69. The member whose expulsion is under consideration shall be given at least 7 days' notice of such a meeting and shall be allowed to offer an explanation of their conduct verbally or in writing. If two-thirds of the members present vote for their expulsion they will cease to be a member of the Club.

70. Any member convicted of an offence arising from their being in charge of a motor vehicle in any Club event or invited event or whilst on Club business may be liable to expulsion dependent upon the prevailing circumstances.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

71. The office of a member of the Committee shall be vacated:-

- a. If a receiving order is made against them or they make any arrangement or composition with their creditors.
- b. If they become of unsound mind.
- c. If they cease to be a member of the Club.
- d. If by notice in writing to the Club they resign office.
- e. If they cease to hold office by reason of any order made under Section 178 of the 2006 Companies Act
- f. If they are removed from office by a resolution duly passed pursuant to section 168 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL

72. At the Annual General Meeting to be held in every calendar year all the members of the Committee for the time being shall retire from office.

73. A retiring member of the Committee shall be eligible for re-election.

74. The Club may, at the meeting at which a member of the Committee retires in manner foresaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering themselves for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

75. No person not being a member of the Committee retiring at the meeting shall, unless recommended by the Committee for election, be eligible for election to membership of the Committee at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given of their intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of their willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

76. The Club may from time to time in General Meeting increase or reduce the number of members of the Committee, and may make the appointments necessary for effecting any such increase.

77. In addition and without prejudice to the provisions of the Companies Act, the Club may by Extraordinary Resolution remove any member of the Committee and may by an Ordinary Resolution appoint another qualified member in their stead.

78. The Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined a quorum shall be at least one half of the members of the Committee. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

79. On the request of a member of the Committee the Secretary shall, at any time, summon a meeting of the Committee by notice serviced upon the several members of the Committee.

80. If at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Committee present shall choose one of their number to be Chairman of the meeting.

81. A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Club for the time being vested in the Committee generally.

82. The Committee may delegate any of their powers to committees consisting of such member or members of the Committee or Club, as they think fit, and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such sub-committee shall be governed by the provisions of this Constitution for regulating the meetings and proceedings of the sub-committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee. No sub-committee shall consist of more than twelve persons.

83. All acts bona fide done by any meeting of the Committee or of any sub-committee of the Committee, or by any person acting as a member of the Committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Committee.

84. A Committee member who without reasonable excuse, fails to attend three consecutive meetings shall be understood to have resigned from the Committee.

85. In agreeing to serve on the Committee, the member agrees to be legally and financially bound by this Constitution and to be liable to reimburse the Club for any unauthorised withdrawal other than by fraudulent act.

86. The Committee shall cause proper minutes to be made of all appointments of officers made by the Committee and of the proceedings of all meetings of the Club and of the Committee, and all business transacted at such meetings.

87. Minutes shall be maintained by the Secretary, or their delegate, be circulated to all Committee members as soon as practicably possibly following the meeting and be approved at the following meeting as a valid record.

88. A resolution in writing signed by all the members for the time being of the Committee or of any Committee of the Committee who are entitled to receive notice of a meeting of the Committee or of such a Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of the Committee or of such Committee duly convened and constituted.

ACCOUNTS

89. The Committee shall cause proper books of account to be kept with respect to:-
- a. All sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place;
 - b. All sales and purchases of goods by the Club; and
 - c. The assets and liabilities of the Club.

90. Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the affairs of the Club and to explain its transactions
91. The books of account shall be kept at the office, or, subject to the Companies Act, at such other place or places as the Committee shall think fit, and shall always be open to the inspection of the members of the Committee.
92. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Club or any of them shall be open to the inspection of members not being members of the Committee, and no member (not being a member of the Committee) shall have any right of inspecting any account or book or document of the Club except as conferred by statute or authorised by the Committee or by the Club in General Meeting.
93. At the Annual General Meeting in every year the Committee shall lay before the Club a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Club) made up to a date not more than four months before such meeting. Every such statement shall be accompanied by proper reports of the Committee and the Accountant, and copies of such statement and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of the Companies Act, be sent to the Accountant and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Accountant's report shall be available for inspection at the meeting.
94. The financial year of The Club shall end on 31st October.
95. The Treasurer in the name of the Club shall bank all monies of the Club and no disbursements shall be made there from except in accordance with the forms or forms authorised by the Committee.
96. No single payment of £500 or more (or multiple payments totalling such an amount in respect of one event] may be authorised without formal Committee approval. However, whenever possible expenditure in excess of £250 should be presented to the Committee in advance of expenditure being incurred.
97. The Clerk of the Course or their delegate is responsible for the financial costs of events that they organise and the authorisation of arising expenses.
98. Accounts for events will be prepared and presented to the Committee for approval. This will normally be retrospective when considerable expenses are incurred that do not coincide with a Committee Meeting.
99. The Clerk of the Course will be informed of their responsibilities to provide detailed accounts by the Chairman, Vice Chairman or Treasurer prior to events.

AUDIT

100. Once at least in every year the accounts of the Club shall be examined and the correctness of the income and expenditure account ascertained by a duly appointed accountant.

101. Accountants shall be appointed and their duties regulated in accordance with the Companies Act, the members of the Committee being treated as the Directors mentioned in those sections.

NOTICES

102. A notice may be served by the Club upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at their registered address or notified e-mail address as appearing in the register of members.

103. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Club an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Companies Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Club.

104. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

USE OF CLUB NAME AND ADDRESS

105. The name and address of the Club shall not be given by a Member as his address for trade, advertising or business purposes, or in connection with any legal proceedings.

BADGES AND TROPHIES

106. All perpetual trophies remain the property of the Club and shall be returned upon request or after eleven months whichever is the sooner.

107. Any badges issued to a member by or for the Club whether by fees or otherwise shall cease to be displayed upon termination or non-renewal of membership.

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