



# Club Rules

February 2018

# **GILBERN OWNERS CLUB: CLUB RULES**

## **1 Name and Legal Entity**

- 1.1 The name of the Club shall be the "Gilbern Owners Club Limited", a company limited by guarantee, hereinafter referred to as "The Club".
- 1.2 The registered office of the Club shall normally be the home address of the Secretary.

## **2. Constitution:**

- 2.1 These Rules have been established by the Directors of the Club for the purposes of regulating its operation.
- 2.2 The affairs of the Club shall be conducted in accordance with these Rules insofar as these are not inconsistent with the Articles of Association.
- 2.3 All Members shall be provided with a copy of the Rules of The Club on joining and within two months of the Rules being amended.
- 2.4 Every Member binds themselves to abide by these Rules, and any addition or amendment thereto made in conformity with such Rules, and to accept as final and binding the decision of the Committee in all cases of dispute or disagreement as to the interpretation of these Rules.
- 2.5 These Club Rules are in substitution for, and take precedence over, any previous Club Rules.

## **3 Objectives**

The objectives of the club are to protect the heritage of the Gilbern marque and to ensure the continued existence of Gilbern cars by encouraging interest and enthusiasm in the marque and providing appropriate services to members.

## **4 Membership**

- 4.1 There shall be three types of Membership:
- a) Full Member. On payment of a full subscription, a Member shall be entitled to the full benefits of Membership.
  - b) Additional Member. On payment of a supplementary subscription an additional member, normally residing at the same address as the Full Member, will be entitled to the full benefits of Membership save only that one copy of the Club Magazine and any communications will be sent to the address.
  - c) Honorary Members: the Committee may elect as an Honorary Member any person who has promoted a significant interest in the Club or in Gilbern cars or is deemed by the Committee to have been made eligible by other actions. Honorary Members are not required to pay a Membership subscription.
- 4.2 Membership of the Club is open to all interested persons over seventeen years of age.
- 4.3 The Committee may, without recourse to the applicant, reject any application by any person whose membership would in their opinion be detrimental to the running of the Club.

## **5 Period of Membership**

Membership will run from the time of joining up to the annual renewal date, and thereafter for one year from the annual renewal date of each year. The annual renewal date will be determined by the Committee.

## **6 Subscriptions**

The annual subscriptions will be agreed at each annual general meeting, and any changes will be notified to Members in writing.

## **7 Conduct**

The Committee shall have full powers to caution, request the resignation or ultimately expel any Member whose conduct is considered to be prejudicial to the interests of the Club. Any such decisions will be taken at a Committee meeting, which the Member shall be requested to attend; all communications with the Member shall be in writing and prior to the meeting, state the case to be considered, and following the meeting, the decision of the Committee.

## **8 Cessation of Membership**

- 8.1 Members may withdraw from the Club by communicating their resignation to the Secretary in writing.
- 8.2 Any Member whose subscription has not been paid three months after it becomes due shall, at the discretion of the Committee, cease to be entitled to the benefits of the Club and its Membership until the subscription has been paid.

## **9 Committee**

- 9.1 The Club shall be governed by a Committee which shall comprise the current directors, the appointment of whom is governed by the Articles of Association.
- 9.2 The maximum number of directors shall be 15.
- 9.3 The Committee shall decide on the allocation of roles and shall normally consist as a minimum of a Chairman, Secretary and Treasurer, and where practical, a Membership Secretary, Spares Secretary, Editor & Events Secretary. A Committee Member may hold more than one role if agreed by the Committee.
- 9.4 The Committee may outsource functions other than Chairman, Secretary or Treasurer, provided that these outsourced functions are managed by the Committee.

## **10 Duties of the Secretary**

It shall be the duty of the Secretary in person, or by deputy to:

- Attend all meetings of the Club and all meetings of the Committee, and to take Minutes of the proceedings. Such Minutes shall be recorded and presented for confirmation at the following meeting.
- Ensure the legal compliance of the Club, in particular, returns and reports that are required to be submitted to Companies House or other authorities.
- Maintain the registration of the Club's registered trademarks.

## **11 Absence from Committee**

Any Member of the Committee who shall without reasonable explanation absent themselves from three consecutive Committee meetings will be understood to have resigned their position on the Committee.

## **12 Finance and Banking**

- 12.1 The financial year of the Club shall begin on 1<sup>st</sup> November and end on 31<sup>st</sup> October.
- 12.2 The Club shall maintain such bank accounts in the name of the Club as the Committee shall from time to time deem appropriate.
- 12.3 Signatories: the designated bank account signatories shall be the Chairman, Secretary and Treasurer any two of whom shall sign cheques. Where these posts are shared (as allowed for in Rule 9) or in the event of vacancies, the Committee shall be empowered to nominate an appropriate signatory from among the duly elected or co-opted members of the Committee.
- 12.4 All monies of the Club shall be banked by the Treasurer or such other Committee Members as shall by the Committee from time to time be authorised in the name of the Club, and no disbursements shall be made from the Club's bank accounts except as authorised by the Committee.
- 12.5 The Club shall keep accounting records for recording the fact and nature of all payments and receipts so as to disclose, with reasonable accuracy, the financial position, including the assets and liabilities of the Club.
- 12.6 The Club property shall be applied only in furtherance of the objects of the Club. The Committee is empowered to purchase or dispose of items of equipment or materials used in the support of Club activities as they feel appropriate.

12.7 No Member shall enter into any undertaking that could place the Club under any financial commitment or legal liability without the prior approval of the Committee.

#### **12.7.1 Expenses**

The Committee shall have the power to authorise the payment of remuneration and expenses to any Member of the Club and to any other person or persons for services rendered to the Club.

#### **14 Club Assets**

14.1 Such equipment as is deemed appropriate shall be acquired and maintained for use at events and meetings to further the stated objectives of the Club. Such equipment shall be kept by responsible Members who shall take sensible precautions for its safe keeping.

14.2 A register of the Club equipment and its whereabouts is to be maintained by the Committee.

14.3 No asset shall be disposed of without the consent of the Committee.

#### **15 Spares**

15.1 The Club operates two spares schemes:

- The New Parts Scheme
- The Second-hand Parts Scheme

15.2 Spares will only be sold to Members of the Club or those commissioned by Members to repair or restore their cars.

15.3 The Committee can authorise the sale of spares to other Clubs where this is beneficial to the Club.

15.4 The sale of spares is subject to the Club's published Terms and Conditions which are considered to form part of these Rules.

#### **16 Events and Awards**

16.1 The Committee shall organise and support events which shall be open to all Club Members.

16.2 Where appropriate the Committee shall devise the Rules for awarding prizes at such events and shall publish these in advance of such events.

#### **17 Registered Trademarks**

17.1 No Member shall use the Club's registered trademarks for any purpose other than on Club business.

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

#### **18 Insurance:**

The Club shall maintain such policies of insurance as the Committee shall in its absolute discretion deem appropriate and in particular in respect of the assets of the Club, public liability and product liability.

#### **19 Amendments**

19.1 Any matter not provided for in the Rules shall be decided by the Committee.

19.2 Proposed changes to the Rules shall be voted on at a General or Extraordinary Meeting of the Club.

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