



# Standing Orders

## British Rally Marshals' Club

### A. DEFINITIONS

#### A.1. Description of Special Interest Group

A.1.1 The British Rally Marshals' Club (BRMC) is a Special Interest Group (SIG) of the British Motorsport Marshals Club, registered company number 00962892.

A.1.2 BRMC has been properly constituted under the Articles and Club Rules of the BMMC.

A.1.3 BRMC is not a legal entity in its own right, but holds its own Motorsport UK registration.

A.1.4 BRMC will follow the Club Rules of BMMC, except where they are entitled under those Rules to make their own provisions, which will be set out within these Standing Orders. If there is no Standing Order pertaining to a matter, BRMC must follow the Club Rules.

#### A.2. Defined terms: In the Club Rules, unless the context requires otherwise—

“**articles**” means the company’s articles of association;

“**bankruptcy**” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“**BMMC**” means the British Motorsports Marshals’ Club Limited, company number 00962892;

“**Board**” means the Board of Directors of the company;

“**Board Meeting**” means a directors’ meeting;

“**Board Member**” is synonymous with the term “director”

“**BRMC**” means the British Rally Marshals Club, a special interest group of BMMC which has no legal status;

“**chairman**” has the meaning given in article 17;

“**chairman of the meeting**” has the meaning given in article 44;

“**Companies Acts**” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

“**Co-ordinators**” means volunteer post-holders who are tasked with specific functions for the Club;

“**Club**” is synonymous with the term “company” as defined in the Companies Act 2006

“**Club Rules**” means a set of Rules set by the Board in line with article 24;

**“director”** means a director of the company, and includes any person occupying the position of director, by whatever name called;

**“document”** includes, unless otherwise specified, any document sent or supplied in electronic form;

**“electronic form”** has the meaning given in section 1168 of the Companies Act 2006;

**“full member”** has the meaning given to the term “member” in section 112 of the Companies Act 2006

**“good standing”** in the context of membership means that all membership fees are paid in full as they fall due, there are no disciplinary or other outstanding concerns, and all Motorsport UK registration and license requirements are in place.

**“member”** has the meaning given in Appendix 1 to the Articles;

**“Motorsport UK”** means the national governing body for four wheel motorsport within the UK, registered company 01344829, and any successor body.

**“Motorsport UK Pathway”** means the marshals grading system operated by Motorsport UK, and any successor system

**“officer”** means the Club Chairman, Club Secretary and or Club Treasurer

**“ordinary resolution”** has the meaning given in section 282 of the Companies Act 2006;

**“participate”**, in relation to a Board Meeting, has the meaning given in article 13;

**“President”** means an honorary role as defined in article 9;

**“proxy notice”** has the meaning given in article 50;

**“region”** means a geographical area of the United Kingdom defined by the directors for the co-ordination of activities and members in that area;

**“regional committee”** means a committee elected by the members of a region to manage the activities in that region;

**“regional chairman”** means the chair of a regional committee properly elected in line with the Club Rules;

**“show of hands”** means a vote among participants convened in person physically raising their hands; or, in the case of a meeting conducted by electronic means such as a video conferencing platform or online forum, if all participants are visible to each other they may choose to physically raise their hands, or otherwise a poll conducted by electronic means agreed by the participants of that meeting

**“special interest group”** means a body of Club members focused on a particular discipline of motorsport that warrants a separate group, operating under the auspices of BMMC, including the BRMC.

**“special interest group chairman”** means the chair of a special interest group properly elected in line with the Club Rules;

**“special resolution”** has the meaning given in section 283 of the Companies Act 2006;

**“subsidiary”** has the meaning given in section 1159 of the Companies Act 2006;

**“Vice President”** means an honorary role as defined in article 9; and

**“writing”** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

The terms listed retain the same meaning in the articles, including any definitions.

Unless the context otherwise requires, other words or expressions contained in the articles bear the same meaning as in the Companies Act 2006 as in force on the date when the articles become binding on the company.

### **A.3. Hierarchy of documents**

A.3.1 The Articles of Association, as held with Companies House, set out the top-level governance of the Club.

A.3.2 The Club Rules set out further information, but in the case of disagreement between these Club Rules and the Articles, the Articles must be followed.

A.3.3 These Standing Orders of BRMC sit beneath the Club Rules, in the case of any disagreement, the Club Rules take priority, except where it is otherwise noted within the Club Rules.

## **B. MEMBERSHIP**

### **B.1. Registering as a member**

B.1.1 All full members of BMMC will be able to register additionally as a member of BRMC with no additional cost, by notifying in writing the National Membership Co-ordinator of BMMC of their wish to join the BRMC.

B.1.2 Regional affiliation for BRMC will be identical to a member's regional affiliation for BMMC.

B.1.3 New members who express an interest in Rallying on their membership application will be automatically registered as a member of BRMC.

B.1.4 Membership of BRMC will be recorded on the BMMC Membership Database.

### **B.2. Leaving as a member**

B.2.1 A BRMC member may choose to leave the BRMC as a SIG should they wish, by notifying in writing the BRMC Membership Coordinator or the BMMC National Membership Co-ordinator that they wish to disaffiliate from the BRMC. The Membership Database will be updated to reflect this.

B.2.2 Membership of BRMC will terminate if membership of BMMC is terminated under Article 38 or Club Rule D.3. Under no circumstances will membership of BRMC be continued for any reason after the termination of membership of BMMC.

## **C. APPOINTMENT OF KEY POSITIONS**

### **C.1. Appointment of Chair**

C.1.1 The BRMC will follow the process for the appointment of their chair in line with Club Rule J.3.

C.1.2 BRMC will be unable to vary this process, due to the *ex officio* nature of the Chair's role as a Director of the BMMC.

### **C.2. Appointment of President**

C.2.1 The BRMC may appointment a BRMC President who will hold a purely ambassadorial role. The BRMC President will normally be granted Honorary Membership by the Board of the BMMC for the duration of their term of office.

C.2.2 A President's term will end if they wish to step down (with one month's notice to be given to the BRMC Chair), if they die, or if the Board of the BRMC or BMMC decide to end their term (which may be with or without notice). The term will not be time limited. The ending of a term will give rise to a vacancy.

C.2.3 In the event of a vacancy, the BRMC Secretary shall canvass the BRMC Committee for potential nominations, which must consist of a CV or detailed biography, and a statement by the nominee that they are content to be considered for the role. Such a CV should be no longer than three A4 pages.

C.2.4 The BRMC Committee will, within a meeting of the BRMC Committee, consider the nominations before it, and agree by a simple majority who should be appointed to the role.

C.2.5 The successful candidate will be informed by the BRMC Secretary within one week of the BRMC Committee meeting.

C.2.6 In the event that the BRMC President commits a breach of Club Rules or other rules or policies, or otherwise brings the Club into disrepute, the BRMC and Club Board will work together to follow the process set out in Articles 39, 40 & 41. Depending on the severity of the alleged action, the Board may at any point in their discretion suspend the BRMC President from their post, and on the basis of the findings of a Disciplinary Committee (as defined in Article 40) may remove an individual from their post as a result.

### **C.3 Appointment of regional Rally Representatives**

C.3.1 Regional Rally Representatives will be appointed by the Regional Committees of the BMMC, in consultation with the Chair of the BRMC.

C.3.2 The Chair of the BRMC will be contacted by BMMC Regional Committees wishing to make such an appointment, and must respond to a request for comment within two weeks if they wish to object to the appointment.

## **D. BRMC COMMITTEE**

D.1 BRMC will follow the Club Rules, Section K to manage the their Committee (substituting the words "Special Interest Group" for "Region"/"Regional"), including for the role, powers, and process for meetings in their entirety, but Club Rule K.3. is to be completely substituted for BRMC as set out below in Standing Order D.2.

### **D.2. BRMC Committee Structure and Elections**

D.2.1 The BRMC Committee shall consist of:

- a) The BRMC Officers, being the BRMC Chairman, BRMC Secretary and BRMC Treasurer
- b) A number of further committee members the BRMC Officers deem appropriate to meet the needs of the Committee.

D.2.2 Each BRMC committee member will be elected to serve a term of three years.

D.2.3 Where a BRMC Committee Member has served their three-year term, or wishes to stand down, this will cause a vacancy. Where the BRMC Officers choose to expand the Committee, this will also cause a vacancy.

D.2.4 At least two months prior to the BRMC AGM, the BRMC Secretary will give notice of the number of Committee vacancies expected that year. These notices will be distributed via electronic means to the email address held on file for each member affiliated to the BRMC, and also placed on the website. This notice will also state how nominations should be made.

D.2.5 The membership of the BRMC for the purpose of D.2.4 will be determined by those registered with BMMC as having been formally allocated to BRMC in line with Standing Order B.

D.2.6 To be eligible to stand to join the BRMC Committee, a candidate must be a Full Member of the Club as defined in Appendix 1 of the Articles (other classes of membership will not be eligible), and must be in good standing, and must be formally allocated to BRMC in line with Standing Order B.

D.2.7 Candidates must submit their nomination to the BRMC Secretary in the form requested under D.2.4, together with the details of two Full Members formally allocated to BRMC in line with Standing Order B who are willing to propose and second their nomination. Candidates must also submit a short statement setting out why they wish to join / continue on the BRMC Committee. For the sake of clarity, any incumbent BRMC Committee Member who wishes to stand again must complete this same process.

D.2.8 (a) Any candidate who becomes BRMC Chairman (under the process set out in Club Rule J.3) will automatically added to the BRMC Committee, even if they have not followed the process set out in these Standing Orders.

(b) Any candidate who tries but fails to become BRMC Chairman (under the process set out in Club Rule J.3) will not be added to the BRMC Committee unless they also successfully follow the process set out in these Standing Orders.

D.2.9 Candidates will be asked to nominate themselves for membership of the BRMC Committee, and not for any specific role on that Committee.

D.2.10 In the event that the number of candidates does not exceed the number of vacancies, all eligible candidates will be deemed to be elected to the Committee, and this will be noted at the BRMC AGM.

D.2.11 In the event that there are more candidates than vacancies, an election will be held, which will take place ahead of the BRMC AGM. The names, grades and statements of all candidates will be circulated to all Full Members within BRMC (primarily by electronic means) at least one week prior to the BRMC AGM.

D.2.12 An electronic ballot will be held by a simple majority when the notice of candidates at D.2.11 is circulated, to close the day before the BRMC AGM, and being that the candidate with the most votes will be declared elected. The Board will set out procedures from time to time for how the electronic ballot will function, being that it must be a fair system based on a secret ballot, with one vote per Full Member.

D.2.13 In the event of the final two or more candidates receiving exactly the same number of votes, the candidate with the higher Grade under the Motorsport UK Pathway will be declared elected. Should the candidates be of the same grade, then the candidate who has been in continuous membership the longest will be declared elected.

D.2.14 In the event that there are insufficient candidates, the members present at the BRMC AGM can vote to co-opt any additional candidates onto the BRMC Committee. Any co-opted members' seats will be vacancies at the following BRMC AGM, and the incumbents must follow the process to remain on the BRMC Committee.

D.2.15 In the event that following the BRMC AGM, there remain vacancies on the Committee, the BRMC Committee will have the power to co-opt additional eligible Full Members registered with BRMC during the year. Any Co-opted members' seats will be vacancies at the following BRMC AGM, and the incumbents must follow the process to remain on the BRMC Committee.

D.2.16 At the first Committee Meeting following the BRMC AGM, the Committee Members will be assigned functional roles on the basis of the interests expressed and the needs of the Committee, with the BRMC Chairman to have the final say on the allocation of responsibilities. A Committee Member may hold more than one functional role on the Committee.

D.2.17 Under no circumstances should there be a familial link between the BRMC Chairman and BRMC Secretary.

## **E. GENERAL MEETINGS**

E.1. BRMC will follow the process set out in the Club Rules, Section M, in relation to all BRMC AGM and EGM processes, except that the quorum set out in the Club Rules will, for the AGM or any EGM of the BRMC, be amended to 10 attendees. BRMC Committee Members do not count towards the quorum.

## **F. APPROVAL AND CHANGES TO THESE STANDING ORDERS**

F.1 The first version of these Standing Orders must be approved by the BRMC Committee, the BMMC Directors, and by the BMMC Membership through a General Meeting called in line with the Club Rules, prior to them taking effect.

F.2 Thereafter these Standing Orders may be amended by the BRMC Committee upon approval from the BMMC Board. To implement any changes:

- (a) The topic of the change must be brought to a meeting of the BRMC Committee;
- (b) An amended set of Standing Orders must be brought, in full, to a meeting of the BRMC Committee for consideration, and if agreed by a simple majority of those present and eligible to vote at the meeting; then
- (c) The amended Standing Orders must be sent for final approval at a meeting of the BMMC Directors, again by a simple majority of those present and eligible to vote at the meeting.

F.3. For the sake of clarity, changes to the Standing Orders must be agreed within a meeting, and agreement cannot be simply via written resolution or correspondence.

F.4 In the event of changes to the Standing Orders, a notice will be circulated to members registered with BRMC within 21 days of the change, confirming substantive changes and that a new version is available on the website.