

British Motorsports Marshals' Club



CLUB RULES

(amended 5th September 2023)

A: DEFINITIONS

A.1. 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 licence 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 Chairman 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” or **“SIG”** 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 Chairman 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.2. Hierarchy of documents

(1) The Articles of Association, as held with Companies House, set out the top level governance of the Club.

(2) These Club Rules set out further information, but in the case of disagreement between these Club Rules and the Articles, the Articles must be followed.

(3) The 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 these Club Rules.

B. THE CLUB’S AIMS AND OBJECTIVES

B.1 Objects

The objects of the Club are set out within Article 2, and are reproduced here for ease:

Article 2: The objects of the Company are to carry on activities which benefit the motorsport community and in particular (without limitation) to act in the interests of the motorsports marshalling community within the United Kingdom, and specifically to:

(a) Maintain a body of members and to provide them with the opportunity to volunteer and to act as marshals and officials at motorsport meetings and competitions as required by organising clubs and organisations.

(b) To work in conjunction with the national governing body Motorsport UK in accordance with their General Competition Rules and the Supplementary Regulations of the promoting club.

(c) To provide practical and theoretical training and tuition to enable members to improve the standard of their marshaling for the benefit of motorsport.

(d) To provide full members with insurances as defined in the Club Rules while on duty at approved events (additional to that supplied by the promoting club), subject to insurable limits on age and territorial cover.

(e) To promote motor competitions in accordance with the requirements of Motorsport UK. All such competitions promoted by the Club shall be held under the General Competition Rules of Motorsport UK and in accordance with any other requirements of Motorsport UK.

B.2. Aims:

- To recruit marshals

To maintain a continuous recruitment programme.

- To train marshals

To provide training for members to equip them with the skills and abilities required by the Motorsport UK marshals grading scheme.

- To retain membership

By providing exclusive benefits for members and maintaining a dialogue with them to ascertain how their marshalling experience might be improved.

- To liaise with other motor sport bodies

Keep up a regular dialogue with other motor sport organisers and with the relevant Authorities, to advise and negotiate upon all matters appertaining to marshals and their voluntary activities within the sport.

- To note and advise on circuit/course improvements

Use established local contacts at all motorsport venues, to note and advise upon suggested safety and work improvements.

- Database

Maintain an up to date database of members' names; record of marshalling qualifications (grades) and contact details, provide an online volunteering system for all types of motorsport events accessible by chief marshals from organising clubs.

- Apolitical & Independent

In all matters, the Club should remain apolitical and independent in the views it expresses and in any dialogue it has with other motor sports participants.

C. TERRITORY OF THE CLUB AND INSURANCES

C1. The territory to be covered by the activities of the Club shall include:

- (a) all the racing circuits in the United Kingdom and the Isle of Man and all four wheel motor sport and motoring competitions under Motorsport UK permits inside and outside the UK;
- (b) those under the jurisdiction of the Federation Internationale de l'Automobile (FIA) outside the UK (the FIA being the international governing body for auto racing), where BMMC volunteers are acting as marshals or officials.

C.2 In line with Article 2(1)(d), members are provided with personal accident and public liability insurance subject to insurable limits on age and territorial cover when

- (a) acting in an official capacity for BMMC and/or the event organisers within the UK (additional to that supplied by Motorsport UK and / or the organising club),
- (b) acting in an official capacity for BMMC and/or the event organisers for events outside of the UK, for any event run and authorised by the FIA or run and organised by the local governing body (ASN) recognised by the FIA,
- (c) acting in an official capacity as a Marshal at a Non-Motorsport UK event.

C.3 For the sake of clarity, activities on the Channel Islands are not covered by the insurances of the BMMC.

C.4 For the sake of clarity, those marshalling at motorbike meetings or events are not covered by the insurances of the BMMC.

D. MEMBERSHIP

D.1. Admission

D.1.1 *All applications for membership must meet the requirements of Article 36, reproduced here:*

Article 36. No person shall become a member of the company unless—

(a) that person has completed an application for membership in a form approved by the directors, and

(b) the Regional directors – or their designate (e.g. Regional membership Secretary) have approved the application.

(c) that person has paid the annual membership fee agreed by directors from time to time.

(d) the relevant region or special interest group has had the opportunity to object to their membership.

(e) that person has met any other requirements for membership, including holding a valid and active registration with Motorsport UK or the relevant governing body.

D.1.2 Prior to a new member joining the BMMC they must register with Motorsport UK as a Registered Marshal and complete the online training modules required by Motorsport UK for registration. Copies of their Motorsport UK registration number and evidence (e.g., screenshot of MUK number or scanned copy of MUK card) confirming they have completed the online training must be sent to the National Membership Coordinator with their application form to join the BMMC. Without this information the application will be rejected.

D.1.3 All members will join in a class as defined in Appendix 1 of the Articles of Association.

D.1.4 All new applicants for membership will be allocated to a region, based either on their address (if UK based) or the region containing their preferred UK based circuit (if based outside the UK).

D.1.5 Applications for membership shall be received by the National Membership Co-ordinator who will ensure that the individual has met the requirements for membership.

D.1.6 Names of applicants will be circulated by the National Membership Co-ordinator to Regional Membership co-ordinators, and the SIG Membership co-ordinators as appropriate, for consideration by the appropriate Regional Committee (under D.1.4) or SIG, who may recommend to the National Membership Co-ordinator that an applicant is accepted, or that the company should exclude from membership any applicant that the Regional Committee or SIG does not consider a fit and proper person for admission or re-admission to the Club.

D.1.7 Assuming there is no objection from a Regional or SIG Committee, the application will be accepted, and the individual will be provided with a membership number, with the first two characters showing their allocation to a region.

D.1.8 The allocation of a member to a region may be amended by that member, by contacting the National Membership Co-ordinator in writing and providing a valid reason. A valid reason may include (but not be limited to) a change of address, a change of preferred venue outside their region, or another reasonable basis. Upon such a change, a new membership card will be provided, with the first two characters showing their new region.

D.1.9 All members (other than Life or Honorary Members) will be required to pay membership subscription fees on an annual basis.

D.1.10 Every member will be provided with access to current copies of the Articles and Club Rules via the Club website, or is able to request copies from their regional committee.

D.2. Subscriptions

D.2.1. The annual subscription for membership shall fall due on 1st January each year. For those joining on or after 1st October payment of the full appropriate subscription shall provide membership for the remainder of that year and the year after. Acceptable methods of payment must be shown on membership application and renewal forms.

D.2.2. The annual subscription shall be reviewed and fixed by the Board on a yearly basis and apportioned according to class of membership (as defined by Appendix 1 of the Articles) as follows:

- (a) Full members will be required to pay the full annual subscription fee.
- (b) Life Members are not required to make annual subscription fee payments and are provided with Full Membership at no cost.
- (c) Honorary Members are not required to make annual subscription fee payments and are provided with membership at no cost for a fixed period, but at the end of this fixed period will be required to choose a different form of membership to maintain affiliation with the club.
- (d) Cadet Members will be required to pay 50% of the full annual subscription fee.
- (e) Friends of BMMC will be required to pay 50% of the full annual subscription fee.

D.2.3 In addition, the Board provides discounts to Full Members as defined in Appendix 1 of the Articles:

- (a) Full time students who can evidence their studies will be eligible for a 50% discount on the full annual subscription fee – suitable evidence will include an enrolment letter, reference or other document showing full time study status, which must be on headed paper of the institution of study. Part-time students will not be eligible for this discount.
- (b) Two people residing at the same address may join as Joint Members – each paying 75% of the full annual membership fee as one payment, such payment to equate to 150% of the full annual membership fee. Evidence of living at the same address may be required upon request by the Club.

D.3. Termination of Membership

D.3.1 *Membership may be terminated for a number of reasons as set out in the articles, reproduced here:*

Article 38.—(1) A member may withdraw from membership of the company by giving notice to the company in writing.

(2) Membership is not transferable.

(3) A person's membership terminates if—

- (a) that person dies or ceases to exist.
- (b) that person fails to pay the due membership fee as agreed by the directors from time to time.
- (c) that person is expelled from the membership in line with the process set out in article 39.
- (d) that person's Motorsport UK licence or marshals registration has been cancelled or permanently suspended.

D.3.2 Any member whose fails to pay their due membership fee to the Club by 30th April in any given year shall be deemed to have terminated their membership and shall no longer enjoy the rights and privileges of the Club, as set out in Appendix 1 to the Articles.

D.3.3 At the discretion of the Regional Committee a member may suspend his or her membership for a period to be mutually agreed, and will not be required to make a new application.

D.3.4 The Club reserves the right to expel any member for misconduct or a breach of the Club Rules in accordance with Articles 39, 40 & 41.

E. GRADING

E.1. Members shall be supported, verified and recommended for upgrades in accordance with the Motorsport UK Pathway, or their equivalent grading scheme in operation from time to time.

F. MEMBERS UNDER 18

F 1. Cadets and Full Members under 18 may participate in Club activity as permitted by Motorsport UK, and as assigned by the organising club.

F.2. Permission of the cadet/under 18 member's parent or guardian will be required in the manner prescribed by the organising club before such a member will be allowed to participate in any event.

G. CONDUCT OF MEMBERS

G.1. A member is under the direction of the Clerk of the Course or their duly authorised officer at any meeting whilst marshalling, and is expected as a member of BMMC to interpret their instructions and conduct themselves in accordance with the best interests of the sport.

G.2. No member, except an authorised Club representative, may at any time make a statement for or on behalf of BMMC to any representative of the media, or on any social media network. Media queries should be referred to the organising club, or if not at an event, the media should be referred to the BMMC Branding Co-ordinator or the Club Chairman.

G.3. The name and address of the Club shall not be given by a member as their name and address for any trade, advertising or business purpose or in connection with any legal proceeding, except by a director in carrying out their duties on behalf of the company, or for a volunteer carrying out the business of the Club in line with explicit authority from the Board.

G.4. A member will be liable to disciplinary action if reported for breach of the Articles, Club Rules, any policies of the Club, for being negligent in the performance of any duty allotted, or otherwise bringing the Club into disrepute. The Board will receive any reports or allegations and, if they consider appropriate, either suspend such a member for a period of time commensurate with the offence or commence suspension or expulsion proceedings in accordance with Articles 39, 40 & 41.

G.5 Any member will be able to report a breach of the Articles, Club Rules or policies of the Club through their Regional Chairman or Club Secretary. A Regional Chairman is bound to escalate such reports to the Club Secretary, unless the breach relates to that individual, in which case to another Club Officer. An investigation must then be carried out by the Board in line with Article 40.

G.6 Any member convicted of an offence arising out of his or her being in charge of a motor vehicle in any motorsport event may be liable to expulsion from the Club under Rule G.4.

G.7 If a member has accepted an invitation to attend a motorsport meeting they must notify the Promoting Club should they be unable to attend. Where the BMMC Volunteering System has been used, that member must cancel their attendance on that System.

H. REGALIA

H.1. Members shall not deface or obscure advertising on items of clothing or apparel purchased through the BMMC Subsidy Allowance Scheme, such scheme to cover such items as agreed by the Board from time to time.

J. THE BMMC DIRECTORS AND BOARD

J.1. The Directors

J.1.1 Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company, in line with Article 5.

J.1.2 As detailed in Article 27, the directors of the Club shall be:

- (a) The Club Chairman, the Club Secretary and the Club Treasurer, collectively known as the Officers of the Club;
- (b) The Chairman of each Region, elected by the members of that region as set out in the Club Rules;
- (c) The Chairman of the BRMC and any other Special Interest Groups of the Club in operation from time to time.

J.1.3 The directors will meet as a Board of Directors at least four times in any 13 month period.

J.1.4 As set out in Article 14, Co-ordinators, a President, a Vice President and other volunteers may be invited from time-to-time to attend Board Meetings to speak or observe, but they will hold no voting rights at such meetings; and may be asked to leave the meeting where matters of reserved business are to be discussed.

J.1.5 The powers of the Directors are set out within Article 3.

J.2. Election of Officers

J.2.1 Each officer will hold office for a term of three years, their term running until the day of the AGM nearest to their term ending. The end of the term will give rise to a vacancy, even if the post-holder intends to stand again and is eligible to do so.

J.2.2 The Club Secretary will give notice of the vacancy at least six months prior to the date of the AGM (except where the vacancy is for the Club Secretary role, and the incumbent plans to stand again, in which case notice will be given by the Club Treasurer). These notices will be distributed via electronic means to the email address held on file for each member, and also placed on the website.

J.2.3 Candidates for an Officer vacancy will need to submit:

- (a) Confirmation that they are eligible under Article 29, including that they are a Full or Life Member, their Grade (being above that of Registered Marshal), and list any other BMMC roles currently held.
- (b) Confirmation of their understanding that on election to the role, they will take on responsibilities as a company director under the Companies Act, and their willingness and legal eligibility to do so.
- (c) A statement of no more than 500 words which will be circulated to the membership, setting out their experience and plans should they be successful in the election.
- (d) Details of a proposer and seconder for their nomination.
- (e) Candidates for the Club Treasurer role must further evidence their experience in financial matters, through a recognised qualification or substantial experience.

J.2.4 Details of how to submit the requirements set out in J.2.3 will be stated within the notice of vacancy, together with the closing date for nominations, which will normally be not less than four months prior to the AGM, but also at least two weeks after the notice of vacancy has been circulated.

J.2.5 For the sake of clarity, any incumbent standing again for the role must submit the details required in J.2.3.

J.2.6 In the event that there is only one candidate for the vacancy, provided that candidate is eligible under the Companies Act and under the Articles, they will be deemed to have been elected, and will take up their role at the AGM of that year.

J.2.7 In the event that there is more than one candidate for the role, an election will be held. The names, grades and statements of all candidates will be circulated to all Full Members (primarily by electronic means) within two weeks of the closing date for nominations.

J.2.8 An electronic ballot will be held by a simple majority, 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. The electronic ballot will run for two weeks from the date of circulation of candidates (at J.2.7), with the result to be announced within three working days of the ballot closing.

J.2.9 In the event of 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 deadlocked candidates be of the same grade, then the candidate who has been in continuous membership the longest will be declared elected.

J.2.10 In the event that there are no candidates for the role, then the nomination period stated in J.2.4 may be extended to one month prior to the AGM. Should there still be no candidates, a candidate may be sought from amongst the Full Members present at the AGM, with ratification to take place at that meeting.

J.2.11 In the event that no candidates can be found at the AGM, and in the event that the incumbent has completed their maximum term of office but wishes to stand again, then they may be permitted no more than one further three year term, but must follow the steps set out at J.2.3. An extraordinary meeting of the directors must take place, and at least 75% of the directors must agree to them retaining their position for this to take effect. Their statement (at J.2.3(c)) must be sent out to members within one week of the AGM having taken place. No incumbent postholder must take any steps to dissuade other candidates from standing with the aim of invoking this procedure, and to do so will be considered a breach of the Club Rules.

J.2.12 In the event of a vacancy occurring outside the timeline of the AGM, the same process will be followed, except that the timings will be agreed by the Board in line with the spirit of those shown within this section J.2.

J.3. Election of Regional Chairmen and BRMC and SIG Chairmen

J.3.1 Each Regional Chairman, and the BRMC/SIG Chairman, will hold office for a term of three years, their term running until the day of the Regional AGM (see rule M.2) nearest to their term ending. The end of the term will give rise to a vacancy, even if the post-holder intends to stand again and is eligible to do so.

J.3.2 The Secretary of that Region or of the BRMC/SIG will give notice of the vacancy at least two months prior to the date of the Regional or BRMC/SIG AGM. These notices will be distributed via electronic means to the email address held on file for each member, and also placed on the website.

J.3.3 Candidates for a Regional or BRMC/SIG Chairman vacancy will need to submit:

- (a) Confirmation that they are eligible under Article 29, including that they are a Full or Life Member, their Grade (being above that of Registered Marshal), confirmation that they are formally affiliated to that region or SIG, and list any other BMMC roles currently held.
- (b) Confirmation of their understanding that on election to the role, they will take on responsibilities as a company director under the Companies Act, and their willingness and legal eligibility to do so.
- (c) An optional statement of no more than 200 words which will be circulated to the membership, setting out their experience and plans should they be successful in the election.
- (d) Details of a proposer and seconder for their nomination, both of whom must be formally affiliated with the relevant region or SIG.

J.3.4 Details of how to submit the requirements set out in J.3.3 will be stated within the notice of vacancy, together with the closing date for nominations, which will normally be one month prior to the Regional or BRMC/SIG AGM.

J.3.5 For the sake of clarity, any incumbent standing again for the role must submit the details required in J.3.3.

J.3.6 In the event that there is only one candidate for the vacancy, provided that candidate is eligible under the Companies Act and under the Articles, they will be deemed to have been elected, and will take up their role at their Regional or BRMC/SIG AGM of that year.

J.3.7 In the event that there is more than one candidate for the role, an election will be held. The names, grades and statements of all candidates will be circulated to all Full Members entitled to vote within that Region or of BRMC/SIG (primarily by electronic means) at least three weeks prior to the Regional or BRMC/SIG AGM. For clarity, those Full Members entitled to vote in a given region will be those whose membership prefix represents that region.

J.3.8 An electronic ballot of those entitled to vote will be held by a simple majority, 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. The electronic ballot will run for two weeks from the date of circulation of candidates (at J.3.7), with the result to be announced within three working days of the ballot closing.

J.3.9 In the event of 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 deadlocked candidates be of the same grade, then the candidate who has been in continuous membership the longest will be declared elected.

J.3.10 The Regional Secretary must notify the Club Secretary of the outcome of the election as soon as possible, and within no more than five working days, so that the Club Secretary may arrange for the new Chairman to be added to the register of Directors.

J.3.10 In the event that there are no candidates for the role, then the nomination period stated in J.3.4 may be extended to one week prior to the Regional or BRMC/SIG AGM. Should there still be no candidates, a candidate may be sought from amongst the Full Members present at the Regional or BRMC/SIG AGM, with ratification to take place at that meeting.

J.3.11 In the event that no candidates can be found at the Regional/BRMC/SIG AGM, and in the event that the incumbent has completed their maximum term of office but wishes to stand again, then they may be permitted no more than one further three year term, but must follow the steps set out at J.2.3. An extraordinary meeting of the directors must take place, and at least 75% of the directors must agree to them retaining their position for this to take effect. Their statement (at J.2.3(c)) must be sent out to members allocated that region or SIG within one week of their AGM having taken place. No incumbent postholder must take any steps to dissuade other candidates from standing with the aim of invoking this procedure, and to do so will be considered a breach of the Club Rules.

J.3.12 In the event of a vacancy occurring outside the timeline of the AGM, the same process will be followed, except that the timings will be agreed by the Board in line with the spirit of those shown within this section J.3.

J.4. Appointment of President and Vice Presidents

J.4.1 As set out in Article 9, the Board may appoint one President and up to four Vice Presidents, in honorary roles which are ambassadorial and hold no legal responsibility.

J.4.2 Each term will last for three years, and any individual post-holder may serve up to three terms. At a meeting of the Board no less than six months prior to the end the President or a Vice President's term, the Board will determine whether that post-holder should be re-appointed for a further term. If they are not re-appointed, wish to step down, or if they have served their maximum term, then a vacancy will be created.

J.4.3 In the event of a vacancy, the Club Secretary shall canvass the Board 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.

J.4.4 At a Board meeting not less than three months before the vacancy falls due, the Board will consider the nominations before it, and agree by a simple majority who should be appointed to the role.

J.4.5 The successful candidate will be informed by the Club Secretary within one week of the Board meeting.

J.4.6 In the event that the President or a Vice-President commits a breach of Club Rules or other rules or policies, or otherwise brings the Club into disrepute, the Board will 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 a President or Vice 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.

J.5. Appointment of Co-ordinators

J.5.1. In line with Article 7, Directors may delegate functions to volunteer co-ordinators. The Board will agree a list of Co-ordinator roles from time to time. Until 2023, these roles were known as "Executive Officers". Those individuals in these roles at the time that these Club Rules take effect will be deemed to become Co-ordinators and their roles will remain the same but their titles will change, with the word "Officer" to be replaced immediately by the word "Co-ordinator".

J.5.2 Co-ordinators may serve a maximum of three terms of up to three years each in the same role.

J.5.3 At a meeting of the Board no less than six months prior to the end the Co-ordinator's term, the Board will determine whether that post-holder should be re-appointed for a further term. If they are not re-appointed, wish to step down, or if they have served their maximum term, then a vacancy will be created.

J.5.4 The Board may at any time decide to create a new Co-ordinator role, which will also cause a vacancy. The Board may at any time decide to withdraw or merge a role.

J.5.5 In the event of a vacancy, the Club Secretary will give notice of the vacancy, distributed via electronic means to the email address held on file for each member, and also placed on the website, together with the closing date and details of how to apply for the vacancy. This will normally include a statement demonstrating suitability for the role, a CV, and information on the applicant's activities as a marshal.

J.5.6 A panel of Directors will convene to shortlist candidates, and to interview successful candidates via electronic means. Following this, the panel will agree by majority a recommendation to be put to the Board.

J.5.7 The Board will agree whether to ratify this decision, which may be agreed via electronic means without the need for a meeting. The Club Secretary will inform all candidates of the outcome within one week of agreement.

J.5.8 In the event that a Co-ordinator is unable to fulfil their duties, they may forfeit their post:

(a) if they fail to fulfil their duties for a period of two months or more, to the satisfaction of the Board, they will forfeit their post and a vacancy will arise. During this two month period, the Club Secretary will seek to have conversations with them and discuss options for how to deliver the required voluntary activities.

(b) if a Regional Committee raises concerns about the fulfilment of duties, the Board will discuss this and this may lead to forfeiture as described at (a) above.

J.5.9 In the event that a Co-ordinator has planned absence for two months or more, the Board will seek to find cover from amongst the rest of the Co-ordinator team. If this is not possible, then the Co-ordinator may be asked to vacate their post so that a permanent replacement can be found. They will be free to re-apply for their post in the event of a vacancy in future.

J.6. Board Meetings

J.6.1 Board meetings will normally be held by electronic means, in line with the provisions contained within the Articles.

J.6.2. The notice, agenda, minutes of the previous meeting and papers for the meeting will be circulated by electronic means to each Director one week prior to the meeting.

J.6.3. The Club Secretary or a nominated deputy shall attend all meetings and take minutes of the proceedings and decisions. Those minutes will be confirmed as correct, or amended at the next meeting and a record will be retained for 10 years.

J.6.4 Only Directors (as registered at Companies House) will have a vote at Board meetings.

J.6.5 Any Director who is a Regional Chairman or Special Interest Group Chairman and is unable to attend a Board meeting, may nominate a member of their Committee to represent their Region/SIG at a Board meeting for the purpose of providing an update, but this representative will have no vote at the meeting, and will be asked to leave when any reserved business is to be discussed.

J.6.6 For the sake of clarify, any Director who sends a representative of their committee as set out in J.6.5 will still be counted as absent for the sake of Article 31(j).

K. REGIONAL COMMITTEES

K.1. Role

K.1.1 Regional Committees shall be maintained for the day to day activities of each Region, with regions defined geographically, the precise lines of demarcation being approved by the Board and may be modified as the Board sees fit to provide the maximum benefit to the Club and its members.

K.1.2 Each Regional Committee is elected by the members of a region to manage the activities in that region. Each Region must have a Committee.

K.2. Regional Powers and Functions

K.2.1. The Regional Committee may if necessary form Sub-Committees.

K.2.2 Each Region, its Committee and any sub-committees or working groups must always work within the policies and procedures laid down by the Board. Any matter which arises as the result of Regional activities which appears to be at variance with the overall Club policies as defined by the Board, is to be referred to the Board for decision or clarification. The final decision of the Board in all such instances is to be accepted by all members.

K.2.3 The Regional Committee may co-opt a member or members on to the Committee to act until the next Regional AGM when the appointment can be ratified.

K.2.4 Regional Chairmen have delegated powers to approve local expenditure up to a limit set by the Board. Decisions and authorisations must be shared with the Club Treasurer within two weeks of expenditure.

K.3. Regional Committee Structure and Elections

K.3.1 The Regional Committee shall consist of:

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

K.3.2 Each regional committee member will be elected to serve a term of three years, to a maximum of three terms. After this, they must take a break of at least twelve months before they may stand for re-election onto the Regional Committee.

K.3.3 On the date that these Club Rules come into force, any Committee member who has served for more than six years may serve out their existing term, and one additional term.

K.3.4 The Secretary of each Region will be responsible for maintaining a register of Regional Committee Members and their terms of office. They must also share this register with the Club Secretary, who will hold a master list of all Regional Committee Members and their terms.

K.3.5 Where a Regional Committee Member has served their three year term, or wishes to stand down, this will cause a vacancy. Where the Regional Officers choose to expand the Committee, this will also cause a vacancy.

K.3.6 At least two months prior to the Regional AGM, the Regional 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 that Region, and also placed on the website. This notice will also state how nominations should be made.

K.3.7 To be eligible to stand to join the Regional 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 that region.

K.3.8 Candidates must submit their nomination to the Regional Secretary in the form requested under K.3.6, together with the details of two Full Members affiliated with that region who are willing to propose and second their nomination. For the sake of clarity, any incumbent Regional Committee Member who wishes to stand again must complete this same process.

K.3.9 (a) Any candidate who nominates themselves to become Regional Chairman (under the process in J.3), but would wish to serve on the committee if unsuccessful in that election, must follow this same process covered here in K.3.

(b) Any candidate who has attempted to become Regional Chairman under J.3 and has been successful is automatically added to the Committee even if they have not followed this process at K.3.

(c) Any candidate who has attempted to become Regional Chairman under J.3 and has not been successful, and has not followed this process at K.3, will not be added to the Committee.

K.3.10 Candidates will be asked to nominate themselves for membership of the Regional Committee, and not for any specific role on that Committee.

K.3.11 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 Regional AGM.

K.3.12 In the event that there are more candidates than vacancies, an election will be held, which will take place ahead of the Regional AGM. The names, grades and statements of all candidates will be circulated to all Full Members within that Region or of BRMC (primarily by electronic means) at least one week prior to the Regional or BRMC AGM.

K.3.13 An electronic ballot will be held by a simple majority when the notice of candidates at K.3.12 is circulated, to close the day before the Regional or 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.

K.3.14 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.

K.3.15 In the event that there are insufficient candidates, the members present at the Regional AGM can vote to co-opt any additional candidates onto the Regional Committee.

K.3.16 In the event that following the Regional AGM, there remain vacancies on the Committee, the Regional Committee will have the power to co-opt additional eligible Full

Members of that region during the year. Any Co-opted members' seats will be vacancies at the following Regional AGM, and the incumbents must follow the process to remain on the Regional Committee.

K.3.17 At the first Committee Meeting following the Regional AGM, the Committee Members will be assigned functional roles on the basis of the interests expressed and the needs of the Committee, with the Regional Chairman to have the final say on the allocation of responsibilities. A Committee Member may hold more than one functional role on the Committee.

K.3.18 Under no circumstances should there be a familial link between the Regional Chairman and Regional Secretary within any single region.

K.3.19 Regional Committees appointing a representative or Committee Member to handle rally matters will do so in consultation with the Chairman of the BRMC.

K.4. Regional Committee Meetings

K.4.1 The Regional Committee shall meet at least four times per year, in whatever format is agreed by that Committee (in person, virtually or hybrid). The Regional Secretary will call such a meeting as required, when requested by the Regional Chairman, or if more than half of the Regional Committee request such a meeting be arranged.

K.4.2 The notice, agenda, minutes of the previous meeting and any other papers for each meeting shall be sent to each Regional Committee member at least seven days prior to the date of the meeting.

K.4.3 Attendance of half of the Regional Committee plus one will constitute a quorum.

K.4.4 In the event of the Regional Chairman being absent, a Chairman for the meeting (who shall only act during that meeting) shall be either (a) the Regional Secretary, or (if they are not present or willing to chair); (b) elected from and by those present.

K.4.5 Any member of a Regional Committee absents himself or herself from three consecutive meetings without satisfactory explanation in writing to the Regional Chairman shall cease to be a member of the Regional Committee, and the Regional Secretary will give that person notice that this has occurred, and inform the Club Secretary. Even where apologies are sent, the Regional Committee may decide that a person missing three consecutive meetings should be replaced on the Committee.

K.4.6 The Regional Secretary or a nominated deputy will attend all Regional Committee meetings to take Minutes of the proceedings. Those minutes will be confirmed as correct, or amended at the next meeting and a record will be retained for 10 years. The minutes will be circulated to the Committee within two weeks, and then shared with the Club Secretary. Directors will receive a copy of such minutes.

K.4.7 All Regional Committee Members will have one vote each at Regional Committee Meetings (regardless of any additional functional or other roles they may hold on that Committee), except the Chairman who shall also have a casting vote.

L. SPECIAL INTEREST GROUPS

L.1 Special Interest Groups may be created and modified from time to time by the Board. The area of interest of Special Interest Groups will be defined by the Board and may be modified as the Board see fit to provide the maximum benefit to the Club and its members. Special Interest Groups may elect their own Committees for the day to day working of the Group.

L.2. The British Rally Marshals Club is a Special Interest Group, and holds its own Standing Orders.

L.3. It is intended that the rules listed in section K should be applied to Special Interest Groups (substituting the words "Special Interest Group" for "Region"/"Regional"), except where such a Special Interest Group has its own Standing Orders and these have been agreed by the Board.

L.4 As detailed in Article 27, the Chairman of any Special Interest Group will become a Director of the Company.

M. GENERAL MEETINGS OF MEMBERS

M.1. The Club's Annual General Meeting (AGM)

M.1.1 The club shall hold an annual general meeting (AGM) of the members each year but no later than the second weekend in December to:

- (a) receive the balance sheets and accounts for the year ended 31st December previous as prepared by qualified accountants;
- (b) receive from the Club Chairman a report of club activities during the preceding year;
- (c) note the results of the election for Officers of the Club;
- (d) consider any resolution proposed and seconded by fully paid up members and lodged with the Club Secretary in line with the Articles.

M.1.2 The arrangements for General Meetings are covered in Articles 42-54.

M.1.3 The Quorum for an AGM shall be twenty members excluding the Directors.

M.1.4 Notices for the AGM will be distributed via electronic means to the email address held on file for each member, and also placed on the members' area of the Club website.

M.1.5 The draft minutes of the AGM will be made available on the members' area of the Club website within one month of the meeting.

M.2. Regional and Special Interest Group (SIG) AGMs

M.2.1 Notice of the Regional or SIG AGM, together with a draft agenda, shall be sent to each Full Member allocated to that Region (or in the case of Special Interest Group, each Full Member affiliated with that Group) 21 days prior to the date of that meeting. These notices will be distributed via electronic means to the email address held on file for each member, and also placed on the website.

M.2.2 Each Region/SIG shall hold a Regional/SIG AGM of its members no later than four weeks before the National AGM each year. The Regional/SIG AGM will:

- (a) Receive from the Regional/SIG Committee a report of the activities of the Region during the preceding year.
- (b) Note the result of the election of the Regional or SIG Chairman
- (c) Elect Regional Committee in line with rule K.3, or SIG Committee in line with rule L or its Standing Orders.

M.2.3 A Regional/SIG AGM may be held in-person, virtually, or in a hybrid manner, so long as each participant is able to interact with the other participants in real time, and any polls or “show of hands” conducted can fairly involve all participants either electronically or in person.

M.2.4 The quorum for a Regional AGM will be 3% (rounded up to the nearest full number) of the Full Members allocated to that region as shown by their BMMC Membership Number. A SIG may set their own quorum within their Standing Orders, but if they have not done so, their quorum will also be 3% (rounded up to the nearest full number) of Full Members affiliated to that SIG. For the sake of clarity, Regional and SIG Committee Members do not count towards the quorum.

M.2.5 The quorum referenced in M.2.4 will be calculated on the basis of the figures held by the National Membership Co-ordinator as at 30th September of that year.

M.2.6 The Regional/SIG AGM will be chaired by the Regional/SIG Chairman. If that individual is not present within ten minutes of the start, the Regional/SIG Committee will choose one of their number to Chair the meeting.

M.2.7 The draft minutes of the Regional/SIG AGM will be made available on the members’ area of the Club website within one month of the meeting.

M.2.8 For other matters relating to a Regional/SIG AGM, the process set down in the Articles relating to General Meetings should be followed as appropriate, including with reference to decision making.

M.2.9 Resolutions are not accepted at Regional or SIG AGMs.

M.3. Extraordinary General Meetings (EGM)

National EGMs

M.3.1 An EGM may be convened by direction of the Board or on request of 5% or more of the Full Members of the Club, in line with Article 52 and the Companies Act.

M.3.2 The Quorum for an EGM shall be twenty members. For the sake of clarity, Committee Members do not count towards the quorum.

M.3.3 Notices for the EGM will be distributed via electronic means to the email address held on file for each member, and also placed on the members’ area of the Club website.

M.3.4 At an EGM, only the matter(s) declared on the notice may be discussed, no further business may be added after the initial notice has been sent out

M.3.5 The draft minutes of the EGM will be made available on the members’ area of the Club website within one month of the meeting.

Regional/SIG EGMs

M.3.5 A Region or SIG may also call a Regional or SIG EGM, where agreed by the Committee or where 5% either (as relevant) (a) of the Full Members allocated to that Region, as shown by their BMMC Membership Number or (b) of the Full Members affiliated to that SIG demand this.

M.3.6 The EGM must be held within six weeks of when the 5% threshold is reached.

M.3.7 The notice, agenda and items for discussion must be circulated at least 14 days prior to the proposed meeting date. Notices for the Regional/SIG EGM will be distributed via electronic means to the email address held on file for each member, and also placed on the members' area of the Club website.

M.3.8 A Regional/SIG EGM may be held in-person, virtually, or in a hybrid manner, so long as each participant is able to interact with the other participants in real time, and any polls or "show of hands" conducted can fairly involve all participants either electronically or in person.

M.3.9 The quorum for a Regional EGM will be 3% (rounded up to the nearest full number) of the Full Members allocated to that region as shown by their BMMC Membership Number. A SIG may set their own quorum within their Standing Orders, but if they have not done so, their quorum will also be 3% (rounded up to the nearest full number) of Full Members affiliated to that SIG. For the sake of clarity, Regional and SIG Committee Members do not count towards the quorum.

M.3.10 The quorum referenced in M.3.8 will be calculated on the basis of the figures held by the National Membership Officer as at the preceding 30th September.

M.3.11 The Regional/SIG EGM will normally be chaired by the Regional/SIG Chairman. If that individual is not present within ten minutes of the start; or if the business of the meeting is in relation to removal of the Regional/SIG Chairman in line with Article 32(5), the Regional/SIG Committee will choose one of their number to Chair the meeting.

M.3.12 At an EGM, only the matter(s) declared on the notice may be discussed, no further business may be added after the initial notice has been sent out.

M.3.13 The draft minutes of the Regional/SIG EGM will be made available on the members' area of the Club website within one month of the meeting.

M.3.14 For other matters relating to a Regional/SIG EGM, the process set down in the Articles relating to General Meetings should be followed as appropriate, including with reference to decision making.

M.3.15 Resolutions are not accepted at Regional or SIG EGMs.

N. FINANCIAL

N.1. The BMMC is a "not for profit" organisation, with any surplus income being directed into the operations of the Club.

N.2. The BMMC is constituted as a company limited by guarantee and with no shareholders is precluded from making any distributions of surplus income or reserves. Should the Club be formally wound up and cease activities, the assets of the Club will be redirected to another organisation with similar objects to be agreed by the Directors.

N.3. All monies collected or received by or on behalf of the Club, from whatever source (including subscriptions, joining fees, regalia sales, social events, donations, etc) shall be the sole property of the Club and shall be dealt with in accordance with these Rules and internal Financial Control Procedures.

N.4. All monies collected or received by individual members should be deposited in the Club Bank account without delay and advised to the Club Treasurer by email.

N.5. No disbursements shall be made from the Club funds except in the form and within the expenditure limits set out in the internal Financial Procedures or Expenses Claim Procedures.

N.6. The Club Treasurer shall be responsible for the prompt submission of year end data, provided by the Club bookkeeper, to the club accountants for statutory accounts and reports to be prepared for presentation at the Club's AGM.

N.7. Regional Chairmen and Committees have a responsibility to ensure that monies received locally from whatever source are promptly and properly accounted for to the Club Treasurer or Bookkeeper, and that any expenditure within the Region is properly accounted for and approved by the Regional Chairman or his deputy before submission for payment or repayment by the Club Bookkeeper.

N.8. Regional Chairmen and Committees must ensure that regalia records are kept up to date within the region and that monthly stock and sales reports are submitted promptly to the Club Bookkeeper and National Regalia Officer each month.

N.9. All books of account, and all other accounting materials and information, minutes, records and correspondence shall under all circumstances remain the property of Club.

P. OBSERVANCE AND INTERPRETATION OF RULES AND ARTICLES

P.1. Every member binds themselves to abide by the Articles of Association and these Club Rules, as in force from time to time, and also to accept as final and binding the decision of the Board in all cases of dispute or disagreement as to the interpretation of these Rules and Articles, notwithstanding any changes within company or other relevant laws within England and Wales.

R. ALTERATIONS OF THE RULES AND ARTICLES

R.1. These Rules may be amended by the Directors. To implement any changes:

- (a) The topic of the change must be brought to a meeting of the Directors;
- (b) An amended set of Club Rules must be brought, in full, to a meeting of the Directors for consideration, and if agreed by a simple majority of those present and eligible to vote at the meeting; then
- (c) Must be brought back for a second and final approval at a second meeting of the Directors, again by a simple majority of those present and eligible to vote at the meeting.

R.2. For the sake of clarity, changes to the Rules must be agreed within a meeting, and agreement cannot be simply via written resolution or correspondence.

R.3 The Board may decide to propose changes to the Articles in line with Article 58. Such changes must be discussed at the Board at least twice, with a full set of revised Articles approved by the Board prior to being circulated to the Full Members for consideration at a General Meeting.

R.4 In the event of changes to the Articles or Club Rules, a notice will be circulated to members within 21 days of the change, confirming substantive changes and that a new version is available on the website.

R.5 A member (of any class) may propose to the Board changes to the Articles or Club Rules. To do so, they must send details of the proposed change, including the Article/Rule affected, together with details of an additional proposer and seconder for these changes, to the Club Secretary. The Board will then consider the proposal at their next directors' meeting (or, the meeting after this, where such a proposal is received within two weeks of the next meeting), but is not bound to accept the proposal nor to put this forward to a General Meeting. The Club Secretary must notify the member of the Board's decision within 14 days of the directors' meeting.