

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING

A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

BRITISH MOTORSPORTS MARSHALS'
CLUB LIMITED
COMPANY NUMBER 00962892

PART 1

INTERPRETATION, OBJECTS AND
LIMITATION OF LIABILITY

1. Defined terms

In the articles, 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;

"chair" has the meaning given in article 17;

"chair 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;

"Coordinators" 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 these 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 Chair, Vice-Chair, Club Secretary and Club Treasurer

"National Council" means the **Board of Directors and National Coordinators**

"National Council Meeting" means a meeting of Board Directors and National Coordinators

"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 coordination 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 chair” 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

“special interest group chair” 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.

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

2. Objects

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.

3. Powers

To further its objects the Company may do all such lawful things as may further the Company's objects. The Company shall have the following powers exercisable in furtherance of its said objects:

- (a) the advocacy and promotion of high standards of motorsport marshalling within the UK;

- (b) to employ or retain on a full time or part-time basis, and on such terms as to pay and other conditions of employment as may be thought fit, or on a voluntary basis, any persons qualified to assist or experienced or skilled in assisting in the provision of any of the activities of the Company;

- (c) to own, acquire, sell, let or sub-let objects, items, memorabilia, archival material or any other type of property and any rights and privileges whether in the United Kingdom or elsewhere which shall be necessary or convenient for the promotion of the objects of the Company or any of them;

- (d) to issue appeals, hold public meetings, lectures, exhibitions and entertainments and take all such other steps as may be necessary for the purpose of promoting and publicising the objects of the Company or procuring contributions to its funds in the form of

donations, subscriptions, covenants and otherwise; and to receive gifts by will or inter vivos of property of any description, whether or not subject to any express trusts;

(e) to procure to be written and print, publish, issue and circulate gratuitously or otherwise any reports, periodicals, books, pamphlets, leaflets and other documents;

(f) to enter into any contract of insurance howsoever in respect of any matter in which the Company has an insurable interest and in particular, but without derogating from the generality of the foregoing, in connection with any real or personal property in which the Company has any interest;

(g) to borrow or raise money in such amounts and manner and on such terms as the Company shall think fit and when thought desirable to execute and issue security of such kind subject to such conditions, for such amount, and payable in such place and manner, and to such person as may be thought expedient to promote the objects of the Company, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debenture, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

(h) to make charges, including nominal or no charges, in respect of entrance to the Company or in respect of any of the activities of the Company;

(i) to receive loans at interest or otherwise from and to lend money and give credit to, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any person or company as may be necessary or convenient for the work of the Company;

(j) to make, draw, accept, exchange, endorse, negotiate, issue or execute promissory notes, bills of exchange or other negotiable instruments or payment orders, for the purpose of or in connection with the objects of the Company;

(k) to invest and deal with the moneys of the Company not immediately required in

such manner as the Company may from time to time determine subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

(l) to co-operate and coordinate with representatives of other companies, registered charities, voluntary organisations and statutory authorities in achieving the said objects or any of them;

(m) to pay out of the funds of the Company the costs of forming and registering the Company;

(n) to do all such other lawful things as shall further the attainment of the objects of the Company or any of them.

4. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while they are a member or within one year after they cease to be a member, for:

- (a) payment of the company's debts and liabilities contracted before they cease to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

PART 2 DIRECTORS DIRECTORS' POWERS AND RESPONSIBILITIES

5. Directors' general authority

(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.

(2) The following matters are specifically delegated to the directors:

- (a) To decide on all matters concerning the policy, management and working of the Club.
- (b) Sole discretion to interpret the constitution and rules of the Club, subject always to English law.
- (c) To appoint, employ and remunerate qualified accountants or other servants

and agents as the directors deem necessary from time to time, and to terminate any such appointments or employment as required.

6. Members' reserve power

- (1)** The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2)** No such special resolution invalidates anything which the directors have done before the passing of the resolution.

7. Directors may delegate

- (1)** Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
 - (a) to such person, Coordinator or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions; as they think fit.
- (2)** If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- (3)** The directors may revoke any delegation in whole or part, or alter its terms and conditions.
- (4)** Any delegation of director's powers must be evidenced in writing either as a matter of record or by specific letter of delegation.
- (5)** The process for the appointment of Coordinators will be set out within the Club Rules.

8. Committees

- (1)** Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- (2)** The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.
- (3)** Each Region of the Club will be managed by a regional committee. The process for electing this committee will be set out in the Club Rules.

- (4)** Each special interest group will be managed by a committee. The process for electing this committee will be set out in that group's Standing Orders.

9. President and Vice President

- (1)** The Board may appoint a President and Vice President(s) who may attend Board meetings but they shall not be entitled to vote at those meetings.
- (2)** President and Vice President roles are awarded as honorary and ambassadorial roles within the Club are of a non-executive nature. They are appointed in recognition of a significant contribution to motorsport within the UK.
- (3)** A President or Vice President does not need to hold membership of any type prior to their appointment, but will be awarded honorary membership which will terminate at the end of their term of office.
- (4)** The term of office for a President and any Vice Presidents will be up to three terms of three years each unless requested to continue by the Directors.
- (5)** The processes for the appointment and re-appointment of a President and Vice President(s) will be set out in the Club Rules.
- (6)** There may be one President and up to four Vice Presidents at any given time.
- (7)** In exceptional circumstances, should the conduct of a President or Vice President bring the Club into disrepute, or in any way contravene the articles, rules or other policies of the Club, the Board may vote to remove them from their post, in accordance with the process set out in the Club Rules.

DECISION-MAKING BY DIRECTORS

10. Directors to take decisions collectively

- (1)** The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 11.
- (2)** If:
 - (a) the company only has one director, and
 - (b) no provision of the articles requires it to have more than one director,the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

11. Unanimous decisions

- (1)** A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- (2)** Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3)** References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Board Meeting.
- (4)** A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

12. Calling a Board/National Council Meeting

- (1)** Board Meetings and National Council meetings (Directors and National Coordinators) will follow the articles 12.2 to 20. Only Board members will have voting rights at Council meetings. Board meetings and Council meetings have the same decision making capabilities
- (2)** Any director may call a Board Meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
- (3)** Notice of any Board Meeting must indicate:
 - (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (4)** Notice of a Board Meeting must be given to each director, but need not be in writing.
- (5)** Notice of a Board Meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- (6)** A minimum of four board meetings will be held in any 13-month period.

13. Participation in Board Meetings

- (1)** Subject to the articles, directors participate in a Board Meeting, or part of a Board Meeting, when:
 - (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2)** In determining whether directors are participating in a Board Meeting, it is irrelevant where any director is or how they communicate with each other.
- (3)** If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

14. Invited attendees

- (1)** Coordinators, a President, a Vice President or other persons may attend Board Meetings to speak or observe, but they will hold no voting rights at such meetings.
- (2)** Coordinators, a President, a Vice President or other persons may be asked to leave the meeting where matters of reserved business are to be discussed.

15. Representative Observer

- (1)** A director who is a regional chair or special interest group chair may ask a member of the regional committee or special interest group committee to attend in their stead as a representative observer and to give an update on behalf of that region or special interest group, but the representative will have no voting rights at any such meeting.
- (2)** For the sake of clarity, any Director who sends a representative of their committee will still be counted as absent for the sake of Article 31(k).

16. Quorum for Board Meetings

- (1)** At a Board Meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2)** The quorum for Board Meetings to be at least 50% plus one of the directors.
- (3)** If the total number of directors for the time being is less than two, the directors must not take any decision other than a decision:
 - (a) to appoint further directors, or
 - (b) to call a general meeting so as to enable the members to appoint further directors.

17. Chairing of Board Meetings

- (1) The Club Chair will chair all Board Meetings.
- (2) If the Club Chair is not participating in a Board Meeting within ten minutes of the time at which it was to start, the Club Vice-Chair will chair, or in their absence, the Secretary will chair, or in their absence the Club Treasurer, or in their absence, the participating directors must appoint one of themselves to chair it.

18. Casting vote

- (1) If the numbers of votes for and against a proposal are equal, the chair or other director chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the articles, the chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

19. Conflicts of interest

- (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when:
- (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the director's conflict of interest arises from a permitted cause.
- (4) For the purposes of this article, the following are permitted causes:
- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
 - (d) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite,

sub-underwrite, or guarantee subscription for any such securities; and

(e) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any Board Meeting or part of a Board Meeting.

(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair whose ruling in relation to any director other than the chair is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

(8) All directors will complete a Declaration of Interests annually in the form prescribed by the Board, and this will be made available to the other directors.

20. Records of decisions to be kept

The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

DECISION MAKING OUTSIDE BOARD MEETINGS

21. Schedule of Delegation

The Schedule of Delegation will show which decisions are reserved to the directors and which decisions can be taken by Officers, Committees, Coordinators or other individuals.

22. Ratification

If a decision is required on a matter which is reserved to the directors, then this may be laid before the directors for ratification via written or electronic means, provided that more than 51% of the directors approve this decision.

23. Urgent Decisions

(1) In the event of an urgent decision required by the Club, which is essential to be made within a period of three days or less to allow the running of the business of the company, the Officers of the Club may take interim decisions which must then be ratified by the Directors.

(2) Such decisions must be circulated to the directors within 2 days for ratification, and noted within the next Board Meeting.

24. Directors' discretion to make further rules

Subject to the articles, the directors will create Club Rules, which will set out further details on the operation and governance of the Club; notwithstanding that the articles will take precedence over all subsidiary rules, and in the event of discrepancy, these articles shall take precedence.

25. Standing Orders

Subject to the articles and Club Rules, the directors will create Standing Orders for the BRMC and any other special interest groups which will set out further details on the operation and governance of that special interest group.

26. Other rules

Subject to the articles, the directors may make any other rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

27. The Directors

(1) The directors of the Club shall be:

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

(2) Each of the posts listed in paragraph 1 above will be elected posts chosen by the full members of the Club from amongst their

number, in line with the processes set out within these articles or the Club Rules.

(3) Any individual elected into one of these posts listed at paragraph 1 must meet the criteria set out in article 29.

(4) It is expected that any individual elected into one of these posts listed at paragraph 1 will be appointed to the role of director by a decision of the other directors within 14 days of their appointment.

28. Methods of appointing directors

(1) Any person who is willing to act as a director, meets the eligibility criteria set out within articles 27 and 29, and is permitted by law to do so, may be appointed to be a director by a decision of the directors.

(2) In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

(3) For the purposes of paragraph (2), where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

29. Membership

(1) All directors of the Club must be a full member as defined in Appendix 1, and in good standing with the Club.

(2) All candidates for the director posts listed in article 27(1) must be a Full Member of the Club, other types of member are not eligible to become a director of the Club

(3) All candidates for the director posts listed in article 27(1) must hold a grading of at least Grade 1 under the Motorsport UK Pathway (or equivalent) and should have officiated at at least one event in the past year.

(4) A regional chair or special interest group chair may stand for election as, but will not be eligible to hold a position as, a Club Officer, and if elected into such an Officer post must stand down as a regional chair or special interest group chair the day before taking up their Officer position.

(5) Under no circumstances should there be a familial link between any director, and therefore a relative of a current director shall be ineligible to stand for election as a director.

30. Terms of office

(1) An Officer of the Club will be elected for a three-year term by the members of the club in

line with the process set out in the Club Rules. Any individual may only hold their position for a maximum of three terms of three years before taking a break of at least one year.

(2) A Chair of a Region will be elected for a three-year term by the full members of their region, in line with the process set out in the Club Rules. Any individual may only hold their position for a maximum of three terms of three years before taking a break of at least one year.

(3) A Chair of a Special Interest Group will be elected for a three-year term by the full members of their special interest group, in line with the process set out in their Standing Orders. Any individual may only hold their position for a maximum of three terms of three years before taking a break of at least one year.

(4) In the event of no new candidates being willing to take on a role previously held by an incumbent willing to serve one further term, a procedure will be set out in the Club Rules to allow that incumbent to do so as a last resort, when all other methods to appoint a new postholder have been exhausted.

31. Termination of director's appointment

A person ceases to be a director as soon as:

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) [paragraph omitted pursuant to The Mental Health (Discrimination) Act 2013]
- (f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.
- (g) that person ceases to hold a role set out in article 27.1.
- (h) that person ceases to be a member of the Club for any reason, including failure to pay fees or expulsion from the Club.

(i) the full members of the Club, by ordinary resolution, remove them from their post.

(j) the full members of a region or special interest group, through a vote of no confidence, as set out in article 32, vote to remove them from their post.

(k) fails to attend three successive Board Meetings and the other directors make a decision to remove them on this basis.

32. Removal of directors by full members

(1) The full members of the Club may vote to remove directors, regardless of the post they fill, in line with s168 (Resolution to Remove a Director) of the Companies Act 2006.

(2) Where the removal is proposed through an Ordinary Resolution at a General Meeting, a simple majority is required so long as s169 (Director's Right to Protest Against Removal) of the Companies Act 2006 has been duly followed.

(3) A general meeting may be called in line with article 52, and a resolution may be lodged in line with article 53.3.

(4) When a director is removed, the process for filling the resulting vacancy will be subject to the same provisions and processes as set out in article 27.

(5) The full members of the Club registered in a Region or Special Interest Group may act to remove their Regional Chair or Special Interest Group Chair—

(a) A proposal for a vote of no confidence may be submitted to the relevant Regional or Special Interest Group Secretary, which must be proposed and seconded by two full members of the club registered in said region or special interest group.

(b) Within 7 days, the receiving Regional or Special Interest Group Secretary will notify the Regional or Special Interest Group Chair and the Club Officers.

(c) The receiving Regional or Special Interest Group Secretary must call an extraordinary general meeting of the region or Special Interest Group in line with the Club Rules.

(d) Where at least 75% of the attendees of the general meeting (which must be properly called and quorate in line with the Club Rules) support the vote of no confidence to remove the Regional or Special Interest Group chair, they will be removed from their post, and their director status will be automatically terminated in line with article 31(g) and (j).

33. Directors' remuneration

Directors will receive no remuneration for their role as a director of the Club, except for Expenses as set out in article 35.

34. Directors' services

(1) Directors may undertake any additional, professional services for the company that the directors decide, but none of these services should be those which would reasonably fall into an individuals' role as a director, committee member, coordinator, or marshal.

(2) Directors are entitled to such remuneration as the directors determine for any other service which they undertake for the company.

(3) Subject to the articles, a director's remuneration may:

- (a) take any form, and
- (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

(4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.

(5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

35. Directors' expenses

(1) The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

- (a) Board Meetings or BMMC committees,
- (b) general meetings, or
- (c) otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

(2) For the avoidance of doubt, no director will be paid expenses by the Club towards attending marshalling activities.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

36. Applications for membership

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 director or their designate 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.

37. Fees

(1) The Board will from time to time set the fees for the membership of the Club.

(2) The Board may from time to time agree discounts, and the categories for these types of discounts will be set out in the Club Rules.

38. Termination of membership

(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 license or marshal's registration has been cancelled or permanently suspended.

39. Suspension or Expulsion from the Club

(1) If the Board receives notification from Motorsport UK that a member's Marshals registration has been cancelled, or permanently suspended, the member will be

automatically expelled from the Club without any right of appeal and the Secretary will advise the member accordingly.

(2) Should the license or registration be returned by Motorsport UK at a later date, the individual will be able to re-apply for membership, but it will be to the discretion of the Board to determine whether membership is granted.

40. Disciplinary Committee

(1) If the Board receives any report that a member has potentially committed a breach of Club Rules or other rules or policies, or otherwise bring the Club into disrepute, the Secretary shall communicate the allegation to the member and advise that a meeting of three directors (a "Disciplinary Committee") has been called 14 days hence to discuss and that the member has 10 days to present any defense.

(2) The Disciplinary Committee will consist of three directors, one of whom will be an Officer, but will not include the Club Chair.

(3) The Club Secretary (normally, or the Club Treasurer in the Secretary's absence) shall prepare a report on the allegation and circulate this to the Disciplinary Committee and to that member, no later than seven days before the Disciplinary Committee meeting where the matter will be discussed.

(4) The Disciplinary Committee will review the report and any defense, and if deemed in breach of Club Rules or other rules or policies, or otherwise has brought the Club into disrepute, may decide by majority to suspend their membership for a period of time commensurate with the offence or expel the member, this action requiring a unanimous decision.

(5) The Club Secretary (or Club Treasurer in their absence) will advise the member and the other directors of the outcome within three days of the meeting.

(6) All communications in the above process will be conducted electronically unless the member concerned has no email address, in which case the member will be advised by post, sent under a Royal Mail tracked service.

(7) A member expelled under this article shall forfeit all right in, and claim upon, the Club and its property.

41. Right of appeal against suspension or expulsion

(1) Any member suspended or expelled from the Club by article 39(1) will have no right to appeal.

(2) Any member suspended or expelled from the Club, except as in article 39(1), will have the right to an appeal to the Directors of the Club.

(3) The member will have 10 days to lodge an appeal and such information will be presented to a meeting of the Directors.

(4) If the member lodges an appeal a meeting of directors will be called. If, by voting, 75% of Directors uphold the decision of the Disciplinary Committee, the member's suspension or expulsion will be confirmed with no further right of appeal and the Club Secretary (or Club Treasurer in their absence) will formally notify the member within three days of the meeting.

(5) All communications in this process will be conducted by email unless the member does not have a recorded email address in which case the member will be notified by a Royal Mail tracked service.

ORGANISATION OF GENERAL MEETINGS

42. Attendance and speaking at general meetings

(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when:

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

(6) General meetings may be held virtually (using the internet or telephone), in person, or a hybrid of the two so long as the other conditions of this article are met.

43. Quorum for general meetings

(1) No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

(2) The quorum shall be 20 full members (as defined in Appendix 1), excluding directors.

44. Chairing general meetings

(1) The Club Chair shall chair general meetings if present and willing to do so.

(2) If the Club Chair role is vacant, or if the Club Chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

- (a) the Club Vice-Chair, or
- (b) the Club Secretary, or
- (c) the Club Treasurer, or
- (d) one of the directors present, appointed by the meeting or
- (e) if no directors are present, a member appointed by the meeting will chair the meeting. The appointment of the chair of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as "the chair of the meeting".

45. Attendance and speaking by those who are not full members

(1) The chair of the meeting may permit other persons who are not full members of the company to attend and speak at a general meeting.

(2) Such persons will have no vote at a general meeting.

46. Adjournment

(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum

ceases to be present, the chair of the meeting must adjourn it.

(2) The chair of the meeting may adjourn a general meeting at which a quorum is present if:

- (a) the meeting consents to an adjournment, or
- (b) it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chair of the meeting must:

- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
- (c) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

- (a) to the same persons to whom notice of the company's general meetings is required to be given, and
- (d) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

47. Voting: general

(1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

(2) If the numbers of votes for and against a proposal are equal, the chair of the meeting has a casting vote.

48. Errors and disputes

(1) No objection may be raised to the qualification of any person voting at a general

meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the chair of the meeting whose decision is final.

49. Poll votes

(1) A poll on a resolution may be demanded:

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by:

- (a) the chair of the meeting;
- (b) the directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken, and
- (b) the chair of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chair of the meeting directs.

50. Content of proxy notices

(1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the

proxy is to abstain from voting) on one or more resolutions.

(4) Unless a proxy notice indicates otherwise, it must be treated as—

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

51. Delivery of proxy notices

(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

52. Calling a General Meeting

(1) The Directors will call an Annual General Meeting at least once in any 15-month period.

(2) An extraordinary general meeting (EGM) will be called if:

- (a) requested by the directors
- (b) demanded by at least 5% of the full members of the Club.

(3) A notice setting out the time, date and place of the meeting, the business of the meeting, and any special resolutions, will be circulated to all full members giving at least 28 days' notice.

53. Proposing resolutions

(1) Any special resolution to propose a change to the articles may only be proposed by the directors, following consideration and approval within a directors' meeting.

(2) Members wishing to propose a change must follow the process to raise this with directors, as set out in the Club Rules.

(3) Any other resolution can be put forward for consideration by any full member but must be proposed and seconded by two full members, and lodged with the Club Secretary 28 days prior to a General Meeting.

54. Amendments to resolutions

(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and
- (b) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

- (a) the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

55. Means of communication to be used

(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company, including electronic means.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the

means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

56. Company seals

(1) Any common seal may only be used by the authority of the directors.

(2) The directors may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this article, an authorised person is:

- (a) any director of the company;
- (b) the company secretary (if any); or
- (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

57. No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

58. Changes to these articles

(1) The directors may consider and propose changes to these articles where necessary.

(2) Any changes to the articles must be approved in a Board Meeting, before being put to the membership via a special resolution.

(3) Approval of such changes will be given if the special resolution receives 75% or more votes from full members at a properly called general meeting.

59. Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its

subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

60. Dissolution and distribution of assets

(1) If a resolution of dissolution be duly passed within a General Meeting, the Club shall be formally wound up in accordance with the relevant and applicable legislation.

(2) Upon cessation of the Club's activities the assets of the Club will be redirected to another non-profit organisation with similar objects to the Club, to be agreed at a Board Meeting, or in writing by the Directors, prior to the Club's cessation.

DIRECTORS' INDEMNITY AND INSURANCE

61. Indemnity

(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against:

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
- (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that director as an officer of the company or an associated company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this article:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant director" means any director or former director of the company or an associated company.

62. Insurance

(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article:

- (a) a "relevant director" means any director or former director of the company or an associated company,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

Appendix 1: Classes of membership

The Club shall offer the following classes of membership:

A: Full Members

Application must be made in the manner prescribed by the directors of the Club and must comply with the requirements set down in the articles.

1. Full Member: A full member will have the following rights and responsibilities:

- (a) Full voting rights as a member of the Club as defined within section 112 of the Companies Act 2006.
- (b) Ability to stand for committees and roles within the governance structure subject to other eligibility criteria.
- (c) Support for grading with Motorsport UK
- (d) Receipt of Club updates, membership news and other circulars from the Club.
- (e) Access to the members' section of the BMMC website including ability to register for specific marshalling opportunities.
- (f) Access to be trackside at events as defined by the organising club.
- (g) Cover under BMMC insurance policies when volunteering for the Club, as set out in the Club Rules.
- (h) Access to BMMC marshals training at no cost.
- (i) Allocation to a region, based either on their address (if UK based) or stated preference, or as amended in line with the Club Rules
- (j) Must be aged 16 or above.
- (k) Must pay their membership dues annually to maintain their membership.

2. Full (Life) Member: A class of full membership bestowed by the directors of the Club indefinitely, all provisions from 1 (a) to (k) above apply, but the individual is not required to make any further annual membership fee payments to the Club.

B. Other types of membership

3. Cadet Member: A class of membership for those who have not yet reached their 16th birthday, who have applied on the correct forms and provided the required information required by the directors of the Club.

- (a) Support for grading with Motorsport UK
- (b) Receipt of Club updates, membership news and other circulars from the Club.
- (c) Access to the members' section of the BMMC website including ability to register for specific marshalling opportunities.
- (d) Cover under BMMC insurance policies when volunteering for the Club, as set out in the Club Rules.
- (e) Access to BMMC marshals training at no cost.
- (f) Allocation to a region, based either on their address (if UK based) or their preferred UK based circuit (if based outside the UK), or as amended in line with the Club Rules, which will be distinguishable by their Club Membership Number.
- (g) Must pay their membership dues annually to maintain their membership.
- (h) Must meet the minimum age requirement applied by Motorsport UK.
- (i) Will automatically be upgraded to Full Member status on their 16th birthday, and must pay the full membership fee as it falls due to maintain their membership of the Club.
- (j) When volunteering, must be accompanied by parent or guardian in accordance with the Motorsport UK *Under 16 Policy* or its successor policies.

4. Honorary Membership: A class of membership bestowed by the directors of the Club, for a fixed period or indefinitely. Application is not possible.

- (a) Receipt of Club updates, membership news and other circulars from the Club.
- (b) Allocation to a region, based either on their address (if UK based) or their preferred UK based circuit (if based outside the UK).
- (c) Must be aged 16 or above.

5. Friends of BMMC Membership: A class of membership for those who wish to show their support for BMMC but do not wish to actively marshal.

- (a) Receipt of Club updates, membership news and other circulars from the Club.

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