

# Club Constitution

## 1. Name

The name of the Club is the **MARLIN OWNERS CLUB**.

## 2. Objectives

2.1 To promote and encourage the building, ownership and enjoyment of kit cars based upon the designs originated by Marlin Engineering, Plymouth and its subsequent derivative companies.

2.2 To encourage the improvement of the standard of kit car construction by providing facilities for the exchange of news and technical information between the Members and between the Club and those companies as described in 2.1 above.

2.3 To represent and safeguard the interests of the Members at kit car events and at other venues, committee meetings, etc. as appropriate.

## 3. Management

3.1 Management of the Club shall be vested in a Committee to be elected at the Annual General Meeting convened in accordance with this Constitution.

3.2 The Committee shall comprise of:

- The Chairman
- The Vice-Chairman
- The Honorary Membership Secretary
- The Honorary Treasurer
- The Magazine Editor
- Three Ordinary Members

3.3 The Committee shall meet at intervals of not greater than six months, one meeting being timed to administer the calling of the AGM. Five Members of the Committee shall constitute a quorum. The Chairman of the meeting shall use his vote only as a casting vote in the event of an equality of votes.

3.4 A resolution in writing and signed by all of the Officers of the Committee shall be deemed to be as valid as if it had been passed at a meeting of the Committee.

3.5 The Committee shall implement the Objectives of the Club and be responsible to the Members for the general administration in accordance with the Constitution and also for its finances and shall make such bye-laws and regulations as it thinks fit for these purposes. It shall have the power to enter into negotiations and agreements with any authority or party for the benefit of the Members, to appoint sub-committees and to co-opt Members to the

Committee. A minute book, proper books of accounts and other records appropriate to the due discharge of their duties and powers herein shall be maintained by the Committee.

3.6 For the guidance of the Committee the principal duties of each Officer are outlined in Appendix I to the Constitution, together with the additional duties which may be undertaken or delegated as appropriate.

3.7 In the discharge of their Club duties, the Officers of the Club shall act as the agents or servants of the Club and shall be indemnified by the Club against any personal liability.

## **4. Elections**

4.1 The Committee shall be elected at the AGM, for a maximum of two years rotating annually, the Chairman and Secretary retiring on even numbered years and the other six Members of the Committee retiring on odd numbered years, the retiring Members of the Committee being eligible for re-election.

4.2 The candidates for election shall be those retiring Officers who offer themselves for re-election together with any nominations by the Members. Nominations may be made at the AGM, or by post to be received by the Chairman not less than seven days prior to the AGM. All candidates must be proposed and seconded by other Members of the Marlin Owners Club and in the case of postal nominations, the written agreement of the candidate must accompany the nominations.

4.3 Where there is a single nomination for a post, that candidate shall be deemed to be elected.

4.4 If a post becomes vacant during the year, the Committee shall have the option to co-opt a Member from the Club to the vacant post until the next AGM. This post will then be filled by election.

## **5. Annual General Meeting.**

5.1 The AGM of the Club shall be held at intervals of approximately 12 months (not less than 10 months and not more than 14 months) at a time and place that shall give reasonable opportunity for a maximum number of Members to attend.

5.2 The time, date and place of the AGM shall be notified to all paid up Members at least one month before the AGM together with the agenda for the meeting.

5.3 Each fully paid up Member of the Club shall be entitled to one vote on each proposition.

## **6. Extraordinary General Meeting**

6.1 An EGM may be summoned when the Committee deem it necessary or when required in writing by at least 10% of the Members at which only the specified business may be transacted. One calendar month's notice of an EGM shall be given.

## **7. Alterations to the Constitution**

7.1 Alterations or additions to the Constitution may be made only at an **AGM or EGM** by the vote of **not less than 75%** of the voting Members present and provided that notice of the proposed change has been given in the notice calling the meeting.

## **8. Membership**

8.1 Membership of the Club shall be open to persons who are owners of Marlin cars or have a bona fide interest in such cars, together with their spouse or partner who shall be named on the application form.

8.2 Subject to the payment of all subscriptions which may be due, every Member shall have the right to be present and to vote at all General Meetings and to participate in all proceedings of the Club in accordance with this Constitution.

8.3 Honorary Life Membership may be awarded by a majority vote at an AGM to any person who has rendered special or meritorious service to the Club. This class of Membership shall carry the same rights and obligations as ordinary Membership, this status will be at no cost to that Member.

8.4 The title of PRESIDENT of the Club is an honorary title which may be bestowed by a majority vote at a General Meeting upon a person who has special associations with the Club. This post shall not carry any executive or voting rights.

## **9. Termination of Membership**

9.1 Any Member violating the Constitution of the Club or, in the opinion of the Committee, being guilty of misbehaviour or conduct prejudicial to the interests of the Club or its Members, may be expelled from the Club by the votes of not less than 75% of the Members at a meeting of the Committee specially called for the purpose of considering the circumstances and at which the Member has been invited to attend.

## **10. Subscriptions**

10.1 Every Member shall pay an annual subscription of such an amount as recommended by the Honorary Treasurer and agreed at the AGM, the first subscription being payable on enrolment and annually thereafter on the 1st January. Where the first subscription is payable after the 1st October, this payment shall cover the remainder of the current year and the following year.

10.2 There will be two types of annual subscription:

- Single subscription with a one vote of entitlement;
- Joint subscription with a two vote entitlement which will cover the Member and his/her spouse/partner;

10.3 No Member whose subscription remains unpaid at the 31st March in any year shall be entitled to attend any meetings or otherwise participate in the proceedings of the Club and will be removed from the Register of Members by the Committee. This does not preclude the Member from rejoining after 31st March in that year.

## **11. Finance**

11.1 The Club shall be operated on a non-profit making basis.

11.2 For accounting purposes the financial year shall run from the 1st April each year to the 31st March the following year.

11.3 The Honorary Treasurer will be responsible for the accounts of the Club which will be audited annually and be presented to the AGM. The auditor shall be a competent person who may be a Member but shall not hold any office within the Club.

11.4 The Honorary Treasurer shall cause to be delivered to him/herself within 14 days without any deduction whatsoever, all monies received (or acknowledge of receipt by the Club's bank) by the Membership Secretary and any other Officers on behalf of the Club and shall record all such receipts.

11.5 The Honorary Treasurer shall cause to be paid into the Club's account at least once every 14 days all monies delivered or otherwise paid to him on behalf of the Club.

11.6 The Honorary Treasurer shall cause to be paid all accounts owing by the Club and agreed by the Committee and shall from time to time cause to be drawn from the Club's account money required for petty cash.

11.7 All cheques must be signed by the Honorary Treasurer and countersigned by one other Member of the Committee who shall not be related to the Honorary Treasurer.

11.8 The Committee shall be empowered to reimburse at their discretion any Office or Member for reasonable out of pocket expenses incurred solely and exclusively in the execution of duties on behalf of the Club. Such duties shall have the prior authority of the Committee and no Members shall profit from such payments.

## **12. Trade Connections**

12.1 The Committee shall endeavour to maintain harmonious relationships with those companies as described in 2.1 and any other commercial organisations which may be beneficial to the Club but shall ensure that such organisations have no authority or control over the Club's affairs.

12.2 The Committee will ensure that the use by the Club of any trade mark, badge or logo has the prior agreement of the owner of the mark

## **13. Data Protection Act**

13.1 Membership details kept on computer shall be used for membership purposes and shall not be disclosed to any outside bodies without the prior permission of the person/persons concerned.

## **14. Dissolution**

14.1 A motion to dissolve the Club may be made only at an EGM summoned exclusively for that purpose. That motion will be deemed carried if 75% or more of the Members present at that EGM vote in favour of that motion.

14.2 If carried, any surplus of funds or assets shall be disposed of in connection with the promotion of a registered charity to be agreed by the Members present at the EGM. No Members shall benefit from such dissolution by virtue of his/her membership.

## **Appendix 1**

Summary of the probable duties of the Officers of the **Marlin Owners Club**.

(It must be noted that this Appendix is for general guidance only and must not be taken as a complete or exhaustive listing of the tasks to be undertaken. As and when other duties are identified as necessary to the successful running of the Club, these will be allocated to the most appropriate Officer.)

### **1. Chairman**

a) Officiate at meetings of the Committee, at AGM's and EGM's and at all formal functions of the Club. Also ensure all Members of the Club are notified in advance of the AGM and its Agenda (in accordance with 5.2) and receive on behalf of the Committee any postal nominations or proposals for business to be included in the AGM Agenda.

b) Ensure that the Committee defines and allocates the duties of the Committee so as to achieve the objectives of the Club and comply with the Constitution.

c) Ensure that the policies and plans for the operation of the Club are defined and agreed with sufficient notice to allow their efficient achievement. This will include the identification and authorisation of significant financial transactions.

d) Represent the Club, either personally or by delegation, at any external meetings or events appropriate to the furtherance of the Club's interests.

e) Ensure accurate Minutes are taken at meetings by appointing a Minute Secretary who shall be named in those Minutes. Ensure those Minutes are circulated to the Members of the Committee within a reasonable time after each meeting.

f) Keep a Minute book, which will provide proper and permanent record of all meetings of the Committee and of the AGM

### **2. Vice-Chairman**

- a) To deputise for the Chairman in his/her absence.
- b) To undertake the procurement and sale of Club merchandise.
- c) To ensure the creating and safe keeping of Club archives for recording the Club's history and activities and if necessary appoint an Archivist for this purpose.
- d) Undertake any other duties which the Committee may reasonably request.

### **3. Honorary Membership Secretary**

- a) Process Membership enquiries, enrolments and renewals.
- b) Maintain an up-to-date listing of all Members and take all reasonable steps to ensure the safety of this information against loss, corruption and access by unauthorised persons.
- c) Ensure that all subscriptions are forwarded to the Treasurer within 14 days of receipt, or if paid into the Club's account, notify the Treasurer of such deposits within 14 days.
- d) Action and record such correspondence as the Committee may require and ensure that the appropriate Officers are notified promptly of all correspondence relating to their duties.

### **4. Honorary Treasurer**

- a) Maintain adequate and proper accounts of the Club's financial transactions so that the Committee can be kept informed of the assets and cash flow situation.
- b) Ensure that a budget is prepared annually for all projected major expenditure and ensure that all expenditure has the prior authorisation of the Committee.
- c) Prepare an annual balance sheet for agreement with the auditor and for presentation to the A.G.M.

### **5. Magazine Editor**

- a) To co-ordinate the publication and issue of six (at the discretion of the committee) magazines per annum within an agreed budget.
- b) To act as, or liaise with the webmaster by arranging for the updating, maintaining and improving of the Club's website and Forum.

### **5. Ordinary Members of the Committee**

- a) To assist in the running of the Committee by undertaking duties as delegated by the Committee which will ensure the smooth and efficient running of the Club.

### **6. Other duties**

Other duties which typically may be applicable to the Club's activities and which may be delegated amongst the Committee could include:

- a) Preparation, printing and circulation of the newsletter.
- b) The organisation or assistance with facilities at shows, exhibitions, Club meetings etc
- c) The organisation of specific social events, trips etc
- d) The co-ordination of technical information associated with each type of car and providing an advisory service to members.
- e) Obtaining advice or information on statutory or legal matters.
- f) Seeking commercially advantageous facilities for the benefit of the Members, including possible affiliation to national bodies associated with motoring.