

1. CONSTITUTION:

- a) The Membership shall consist of “Honorary” “Full”, “Associate”, and “Honorary Associate” Members, and any further Membership Classes introduced by the Directors following discussion with the Committee.
- b) Honorary Members will be restricted to individuals elected by the Committee as recognition of their work in promoting motoring in general, the former ‘Imp Club’ or the Club for a period agreed by the Committee.
- c) Full Membership will cover an individual who once accepted as a Member of the Club will be entitled to all rights and services hereafter mentioned and otherwise offered by the Club.
- d) Associated Membership will be available to the spouse, member of the family or partner of a Full or Honorary Member.
- e) For each Full or Honorary Membership there can be up to two linked Associate Memberships.
- f) Once accepted as an Associate Member of the Club they will be entitled to all the rights and services available to a Full Member, except the receipt of the Club publication or other such items.

2. ELECTION OF MEMBERS:

- a) Any candidate for Membership must carry out the required joining procedure (whether by post or electronically) and in the process will accept the terms and conditions of Club Membership and pay the required subscription fees.
- b) All applications for Membership will be considered by the Membership Secretary, as a duly elected member of the Committee. The approval of the Membership Secretary to accept an application will constitute an acceptance by the whole Committee.
- c) In the event an application is rejected by the Membership Secretary, that candidate’s application will be considered at a Meeting of the Directors following rejection, and passed to the Committee for consideration, except in exceptional circumstances. If the decision is, for whatever reason, confirmed no explanation need be given to the applicant.
- d) Acceptance of that application will be at the discretion of the Committee except in exceptional circumstances. A simple majority vote against the election of a candidate shall exclude the candidate from Membership of the Club.
- e) Candidates not elected for Membership by the Committee shall have their subscriptions returned and shall cease to be Members of the Club immediately following the Committee Meeting.

3. MEMBERSHIP:

- a) A Membership year will run from the date recorded within the management system when an application is accepted. This can be the first of the month or the day the Member joins online. An Associate Membership year will run concurrently with that of the linked Full Membership.
- b) The renewal month will be the month containing the anniversary of the date of acceptance.
- c) An Associate Membership cannot be renewed as such unless the linked Full Membership is also renewed at the same time.
- d) Upon payment of the appropriate subscription (less joining fee) the Associate Member can assume Full Membership status at any time.

4. JOINING FEE:

- a) An individual applying for Full Membership for the first time or an individual re-applying for Full Membership after their Membership lapsing (up to 2 years from date of lapse) will

be required to pay a joining fee. If a Member applies beyond 2 years of lapsing they must apply as a new Member.

- b) No further joining fee will be payable for continuous Membership.
- c) The Committee may decide to waive the joining fee in certain cases and at appropriate times and events, for promotional purposes.

5. SUBSCRIPTION:

- a) Membership subscriptions, joining fees and Associate Membership fees, shall be such amounts as shall be decided by the Committee at an annual review and approved by the Members at a General Meeting.

6. ANNUAL RENEWAL OF MEMBERSHIP:

- a) Annual subscriptions shall be due on the 1st day of the renewal month or the anniversary of joining (detailed in Rule 3.)
- b) The Member will receive notification from the Membership Secretary at the start of the month prior to the Member's renewal month or a month before the Members anniversary of joining.
- c) The Member will have that month to renew their Membership either by post or electronically without effect to their Membership entitlement.
- d) If at the end of the Members renewal month the Membership Secretary has not received the Member's subscription the Membership will be considered to be suspended.
- e) Members electing to renew their Membership will, at the discretion of the Membership Secretary as a duly elected Member of the committee, be accepted to continue their Membership upon agreement and accepting the terms and conditions of the Club.
- f) If at the end of the renewal month the Membership Secretary has not received the Member's subscription the Membership will be considered to be suspended.
- g) If within two months the Membership Secretary receives the appropriate subscription, Membership entitlement will be backdated to the Member's original renewal month.

7. NON-PAYMENT OF SUBSCRIPTIONS

- a) Any Member who has not paid their due subscription within two months of the due date as described in Rule 6 shall be considered as Lapsed as a Member of the Club.
- b) No Member whose subscription is in arrears shall be eligible to take part in any activity organised by the Club which is restricted to Club Members nor shall such Members be entitled to enjoy any of the benefits or privileges of Membership.

8. EXPULSION OF MEMBERS:

- a) Any Member who acts against the interest of the Club, brings the Imp Club Ltd into disrepute or acts in a manner that is liable to do so may be expelled from the Club.
- b) To effect such an action the matter must first be discussed by the Directors and then at a Committee Meeting except in exceptional circumstances before going forward for a vote by the entire Committee by proxy or by electronic voting or in person, with a simple majority being required.
- c) The Member is given at least seven days and not more than six weeks' notice of the meeting at which their expulsion is to be discussed.
- d) The Member shall be given the right to appeal to the Committee in writing.

9. RESIGNATION:

- a) Any Member ceasing voluntarily to be a Member of the Club shall cease thereafter to enjoy any of the privileges of Membership or to have any claims on the property of the Club.

- b) The Member shall remain liable for any debts due to the Club from them. Any such Member will not routinely be entitled to either a full or partial refund.

10. MANAGEMENT:

- a) The responsibility for the management of the Club shall rest with the Board of Directors with assistance from the Committee as and when required except for items that require acceptance at a General Meeting (AGM or EGM).
- b) The Committee shall meet as and when necessary, physically or virtually, at least three times a year in addition to the AGM, in order to carry out their duties relating to the management of the Club.
- c) Prior to the commencement of any scheduled meeting the Committee shall decide on the nature of that meeting (virtual or physical). The Members will be informed in advance in the next available issue of Impressions and subsequently up to the date of any scheduled meeting.
- d) The Committee may cancel or postpone any scheduled meetings due to unforeseen extraordinary circumstances.

11. THE BOARD OF DIRECTORS:

- a) The Board of Directors shall consist of at least two and normally four positions: Chairman, Vice Chairman, Club Secretary and Treasurer
- b) Any Honorary, Full or Associate Member is eligible for nomination to the post of Chairman, Club Secretary, Vice Chairman and Treasurer, providing they have the necessary skills to undertake the relevant post.
- c) All nominations must be submitted to the Club Secretary within 10 days of the announcement of the date of the AGM or other such date to be determined by the Committee.
- d) No two Board of Directors posts shall be held by one individual or by the spouse, a member of the immediate family or partner of a Director.

12. COMMITTEE:

- a) The Committee shall consist of the Board of Directors together with such other positions as the Board of Directors may desire but subject to the minimum of four such posts
- b) The Committee shall have the power to co-opt other Members as they deem necessary by a vote with a simple majority.
- c) Additionally, to assist the Committee in specialist areas and for limited periods, non-voting Officials can be co-opted to the Committee as they deem necessary with a simple majority vote.

13. REGISTRARS:

- a) Official Registrars may be appointed by the Board of Directors and Committee for each of the models catered for by the Club and for any specialist areas,
- b) Such registrars shall be bound by the Club rules and comply with the terms and conditions of the Club's Privacy Policy.
- c) All records held by such registrars in connection with their post shall remain the property of the Club and shall be made available to the Committee for inspection upon request.
- d) Each Registrar is expected to submit for inclusion at the AGM a report of their activities, volume of queries received and any other pertinent information.

14. AREA CENTRES AND OVERSEAS CONTACTS:

- a) Any Centre or contact recognised as such by the Board of Directors shall not portray itself as anything except as part of the Club.

- b) The Area Centre Co-ordinator or the Board of Directors shall have the power to form or dissolve Centres of the Club as and when required.
- c) Such Centres and contacts shall be bound by the Club rules and comply with the terms and conditions of the Club's Privacy Policy.
- d) All books and papers relating to Club affairs shall remain the property of the Club and shall be made available to the Board of Directors for inspection upon request.

15. NOMINATION OF OFFICERS:

- a) Any Honorary, Full or Associate Member is eligible for nomination to a post on the Committee excluding the Board of Director posts, The Chairman, Club Secretary and Treasurer, as described in rule 11.
- b) All nominations should be submitted to the Club Secretary at least 28 days before the date of the AGM or other such date to be determined by the Committee.

16. ELECTION OF OFFICERS:

- a) The Club Officers shall be elected at the AGM and shall remain in office until their successors are appointed at the next AGM unless their term of office is terminated voluntarily or otherwise.
- b) If an appointment is terminated voluntarily or otherwise, the Committee shall have the power to co-opt a person to fully fulfil that role until the next AGM, and to release the previous holder from all responsibilities.
- c) The retiring Officers and other Members of the Committee shall be eligible for re-election.
- d) An Honorary, Full, Associate Member, retiring Officer or Committee Member will not normally be permitted to be elected to hold two Committee posts, unless those present physically or virtually at an AGM or EGM wish to elect one Officer to cover two posts.
- e) This will only be applicable where no other suitable nominations have been received or to leave the post vacant would be detrimental to the functioning of the Club or Committee.
- f) Voting is by a simple majority of votes cast at the time of AGM or via the Club Secretary prior to the AGM. Those not attending the AGM may appoint the Club Secretary as their proxy on submission prior to the commencement of the AGM of their voting instruction in writing by physical or electronic means.

17. COMMITTEE MEETINGS:

- a) The Committee shall meet whenever summoned by the Club Secretary who may convene a meeting (physical or virtual) of their own accord, or shall do so by direction of the Chairman, or on a requisition signed by at least four Committee Members.
- b) The Club Secretary must give at least five days' notice of any Committee meeting.
- c) The date of any scheduled Committee meetings will normally be published in the next available Club magazine and be noted in the calendar on the Club's Website.
- d) Any Honorary, Full or Associate Member is entitled to attend any Committee meeting, whether physical or virtual.
- e) All Committee Members are expected to submit activity reports to the Club Secretary for inclusion in each scheduled Committee meeting.
- f) Copies of the minutes of Committee meetings will be available to Club Members upon request from the Club Secretary.
- g) A Committee Member who fails to participate may (at the discretion of the Committee) be deemed to have resigned.

18. VOTING AT COMMITTEE MEETINGS:

- a) Each voting Committee Member shall be entitled to exercise one vote.

- b) Votes cast whether physically or virtually must be noted accordingly and in an appropriate manner according to the circumstances.
- c) Voting is by a simple majority of votes cast before and at the time of meeting and those attending in accordance with this clause.
- d) Where a Committee post is held jointly this Committee position is only entitled to a single vote.
- e) Any Club Member attending a meeting (physically or virtually) who is not a voting Committee Member will not be entitled to vote. This includes other Officials and Registrars.
- f) The Chairman shall not vote except in the exercise of a casting vote.
- g) Any Committee Member may demand a vote by ballot.

19. ANNUAL GENERAL MEETING:

- a) The Annual General Meeting of the Club, whether physical, hybrid or virtual, shall be held each year at a time and date fixed by the Committee. Notice of the AGM will be published to all Members at least 56 days prior to the meeting.
- b) Any voting on resolutions at the AGM must identify the specific item(s) and be carried by at least two thirds of those Members attending the meeting (in person, virtually or by proxy or prior electronic voting) which must be a quorum of at least 30 Members.
- c) In the event of less than the required quorum attending the AGM (in person or by proxy) the Club Members will be asked to send their vote to the Club Secretary, or an appointed Member, within a pre-determined time frame. These will be combined with the votes from the AGM in order to resolve the issue.
- d) The Annual General Meeting shall:
 - i. Receive from the Chairman a report of the activities of the Club during the preceding year.
 - ii. Receive from the Treasurer a statement of accounts showing the receipts and expenditure for the preceding year together with a balance sheet showing the assets and liabilities of the Club.
 - iii. Receive such other reports as the Committee and other Officials and Registrars shall deem to offer.
 - iv. Appoint two returning Officers for the ensuing elections.
 - v. Elect the Chairman, Vice Chairman, Club Secretary and Treasurer and other such Officers as the Board of Directors shall decide as described in Rule 12
 - vi. Decide on any resolutions submitted to the Annual General Meeting as detailed in Rule 20.
 - vii. In any year where the Board has decided that an Internal Audit should be carried out, elect an Internal Auditor to audit the current year's accounts. The Internal Auditor shall be a Full or Associate Member of the Club and shall not be currently serving on the Board of Directors.
 - viii. As necessary, present and vote upon alterations to the Clubs rules. This may only be carried out providing that the details of such alterations have previously been included in the notice of the general meeting.

20. AGENDA FOR THE AGM

- a) Items for discussion at an AGM shall be notified to the Secretary at least 56 days before such meeting.
- b) The agenda shall be published to all Members, however the non-receipt, by any Member, of the agenda shall not invalidate the proceedings.
- c) Any item not included in the agenda prior to the date of the meeting may be discussed at the end of the normal proceedings under Any Other Business but no voting is allowed in

this section.

21. VIRTUAL MEETINGS:

- a) The Committee may decide that the Annual or Extraordinary General meetings or any other Committee Meeting need not be held at any particular place, and may be held, and any votes cast, by electronic or virtual means or any other means including hybrid.
- b) Any virtual meetings held must have a chairperson, a secretary and a moderator and is open to Members who have either been invited or have requested access in advance; an application process may apply.
- c) Members need to be aware that any virtual meeting may be recorded by the Committee and used to clarify proceedings and support any resolutions.
- d) Virtual meetings will be conducted in an orderly and courteous manner and any disruption during the meeting may result in a person or persons being removed from the meeting and access blocked by the moderator and any appropriate action taken if necessary.
- e) Any inappropriate discussion about the meeting or broadcasting on social media before, during or afterwards may also result in any appropriate action being taken.

22. EXTRAORDINARY GENERAL MEETING (EGM):

- a) An EGM may be convened by the Board of Directors or by requisition to the Club Secretary stating the reasons for and signed by at least twenty Members.
- b) If the meeting is not convened by the Club Secretary (physically or virtually) within 56 days, the said Members may convene the meeting, provided that the receipt by the Club Secretary of the said requisition can be proved.
- c) c) At least 28 days' notice of an EGM must be given to the full Membership by the Club Secretary or by the said Members; however non-receipt of such notice by any Member shall not invalidate the proceedings.

23. MINUTES:

- a) Minutes of all Board, Committee and General Meetings are to be recorded and a copy placed in The Committee section of Sharepoint and made available for Members to access via the Clubs online platform.
- b) Minutes are to be approved at the subsequent Committee or General Meeting.
- c) Minutes of all Committee and General Meetings shall be circulated to all officials of any type and to all Area Centre Organisers and Overseas Contacts.

24. BANKING AND ACCOUNTS:

- a) All monies of the Club shall be banked by the Treasurer or other authorised Member of the Club in the name of the Club.
- b) Where permitted by the Board of Directors, accounts can be set up and managed by Committee Members with an aim to be self-financing e.g. Regalia.
- c) Area Organisers or Club Weekend Event Organisers or Committee Members may keep small cash accounts but must provide details to and co-ordinate with the Treasurer and follow their advice and requirements.
- d) The Committee shall ensure that true accounts are kept of the Club's transactions and of all sums of money received or disbursed.
- e) The records of all accounts shall be kept at such place as prescribed by the Committee.
- f) Payments for publicity, unusual purchases or to needy causes may be proposed by any Member giving full details. The proposal will be considered by the Committee, and if approved be passed to the Board of Directors for review and comment and payment authorisation.

25. AUDITORS:

- a) The Internal Auditor if appointed at the Annual General Meeting will examine and ascertain the correctness of all the Club accounts (including those of ACOs where applicable) and the balance sheet that will be presented to the subsequent Annual General Meeting.
- b) The Auditor shall have free access to all financial records and stock of the Club, which must be readily available at all reasonable times.
- c) The Internal Auditor may choose to co-opt another Member to assist.
- d) A retiring Treasurer will not be eligible to become an Auditor in the year following their retirement.

26. CLUB PROPERTY:

- a) All equipment, books, papers, records, materials and other items held by Club representatives and Officers in order for them to carry out their duties will remain the property of the Club and shall be made available to the Board of Directors upon request or when official duties cease.
- b) At the end of each Financial Year, anyone holding such property must confirm their holding to the Treasurer.

27. USE OF CLUB NAME:

- a) No Member of the Club shall be permitted to use the Club name, logo or any part thereof, for any purpose, without the prior permission of the Club Directors.
- b) It is the duty of all Members to bring to the notice of the Committee any such use of the Club name be it by Club Members or non-members alike.

28. REGALIA:

- a) Any regalia issued (i.e. not sold or officially given as prizes or promotional material) to Members or Club officials shall remain the property of the Club, and on termination of their Membership or official duties, they shall deliver up such regalia to the Regalia Officer
- b) The fee for such non-returned regalia shall be decided by the Committee.
- c) Prices for the sale of regalia shall be decided by the Regalia Officer/s.

29. DATA PROTECTION:

- a) The collection, processing, storage and sharing of Member's personal details will be in accordance with the terms and conditions laid out in the Club's Privacy Policy.
- b) Any Club Committee Member or Official in receipt of Club Member's personal details, as covered by the Club's Privacy Policy, will treat such information in confidence and for Club purposes only.
- c) The use of Members' data shall be in accordance with UK data protection legislation and Members' interests safeguarded at all times.
- d) Any individual or Club Official deemed to be misusing such data shall be dealt with accordingly.

30. BADGES, LOGOS & BANNERS:

- a) No Badge, logo or banner purporting to represent the Imp Club shall be displayed unless it is approved by the Club.
- b) Badges, logos or banners approved by the Imp Club shall not be used by any person whatsoever without the express permission of the Club
- c) Items purchased by Members from Regalia include such permission.
- d) Anyone wishing to use the Club badge, logo or banner for financial gain on any product must obtain written permission from the Secretary to use the device prior to production and they may also be required to pay a royalty to the Club for each

occasion that the device is used.