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# **MkII CORTINA OWNERS CLUB LIMITED**

**Company No: 4882904**

**Incorporated 1<sup>st</sup> September 2003**

## **ABRIDGED GENERAL RULES**

Previous print;- **SEPTEMBER 1st 2003**

Revised;- **APRIL 2013**

Revised:- **MARCH 2019**

# **THE MKII CORTINA OWNERS' CLUB LIMITED**

**("the Club")**

## **SUMMARY OF CONSTITUTION**

### **1. INTRODUCTION**

This is a summary of the provisions contained in the Memorandum and Articles of Association of the Club for the benefit of the members to be used for guidance only. The full provisions regarding the running of the Club, its powers and objects are contained in these documents. Please write to the Company Secretary, current address as published in "The Indicator" to obtain copies of these documents.

### **2. OBJECTIVES**

The objectives of the Club are to carry on business as proprietor of a motor club and in particular to:

- (a) Promote and encourage the preservation, interest and use of the Ford Cortina MkII in all its variants.
- (b) Offer practical assistance to members by obtaining, where possible replacement parts, technical literature and other relevant information.
- (c) Organise social and competitive events for members and invited guests.
- (d) Encourage the interchange of information and ideas between members.
- (e) Encourage and sponsor members and their cars taking part in approved shows, parades and other events.
- (f) Promote and maintain good fellowship and spirit between members.

### **3. POWERS**

The powers of the Club are set out in clause 4 of the Memorandum. These powers include the power to acquire the assets and liabilities of the unincorporated Ford Cortina MkII Owners Club.

#### **4. MEMBERSHIP**

Membership is subject to approval by the National Committee. Full membership is open to owners and enthusiasts of the Ford Cortina MKII.

The National Committee may from time to time, appoint Honorary Members, who shall not be required to pay membership fees and will not be entitled to vote at any of the Club's meetings. The National Committee may also admit friends or associates, who will not have any voting rights.

#### **5. APPLICATIONS FOR MEMBERSHIP**

Every prospective candidate for membership of the Club must complete and submit the official membership application form to the Membership Secretary. Copies of the form are available from the Membership Secretary, or can be downloaded from the website.

#### **6. RESIGNATION FROM MEMBERSHIP**

A member may resign from the Club by giving at least 7 clear days notice in writing, addressed to the Membership Secretary.

#### **7. EXPULSION**

The National Committee may, at any time, terminate the membership of any member whose conduct is deemed to be injurious to the character and interests of the Club. However, natural justice shall be respected and a member shall be entitled to be heard in his or her own defence by the National Committee or a Committee of Directors.

## **8. SUBSCRIPTIONS**

The annual membership subscription shall be set by the National Committee and shall be payable in advance. Subscriptions shall be paid each year on the 1st of March and renewal shall be subject to receipt of the current membership fee by the Membership Secretary. Between 1st March and the following 28(29)th February new applicants will be charged on a pro-rata basis.

## **9. ANNUAL GENERAL MEETING (AGM)**

The AGM has been deleted by resolution under The Companies Act 2006

## **10. EXTRAORDINARY GENERAL MEETINGS (EGMs)**

An EGM may be called by the National Committee following a requisition by the members in accordance with the Companies Act 1985 (the Act). An EGM called for the passing of a special resolution or a resolution appointing a director shall be called by at least 21 clear days' notice. All other meetings shall be called by at least 14 clear days notice unless shorter notice is agreed in accordance with the Act.

No business shall be transacted unless a quorum is present. Sixteen members entitled to vote upon the business to be transacted shall be a quorum.

The chairman or some other director nominated by the National Committee, shall preside over the meeting.

Members will be entitled to appoint a proxy to attend and vote at general meetings in their place. Appointments must be made in writing, in the prescribed form and shall be delivered to the place specified in the notice of the general meeting by the deadlines set out in article 30 of the Articles.

## **10. EXTRAORDINARY GENERAL MEETINGS (EGMs) cont'd**

Each member or duly appointed proxy will have one vote and voting will be by show of hands unless a poll is duly demanded in accordance with article 17 of the Articles.

## **11. THE NATIONAL COMMITTEE**

The business of the Club shall be managed by the National Committee, who may exercise all the powers of the Club in accordance with the Act, the Memorandum, the Articles and any directions given by special resolution.

The National Committee shall consist of the following posts:

- (a) Chairman.
- (b) Vice-Chairman.
- (c) Treasurer.
- (d) Company Secretary.
- (e) General Secretary.
- (f) Magazine Editor.
- (g) Membership Secretary.
- (h) Spares Secretary.
- (i) Regalia Secretary.
- (j) Events Secretary.
- (k) Technical Advisor.
- (j) Website & Facebook Co-ordinator

Any fully paid up member is eligible to hold a Committee position after one full year of membership.

Committee meetings shall be held in Spring and Autumn each year with additional meetings as deemed necessary by the National Committee. The Autumn meeting shall be a "General Meeting". Prior to this meeting, written questions, comments and contributions will be requested from the membership, in The Indicator magazine. All items will be discussed and responded to.

## **11. THE NATIONAL COMMITTEE cont'd**

At the Committee meeting held in the Autumn each year, each committee member will indicate their willingness to stand for re-election. Committee posts may become vacant by reason of resignation or death of a holder or if the holder should be required to stand down or be disqualified from acting in accordance with the Articles. In all cases, the National Committee may select and appoint additional or replacement members to the National Committee drawn from the general membership of the Club to act until the next committee meeting.

At all meetings of the National Committee the quorum shall be four unless determined otherwise by the National Committee., Each member shall have one vote except that, in the eventuality of a tied vote, the Chairman shall have the casting vote.

## **12. BRANCHES**

The Club shall be able to form Branches, the members of which shall all be members of the Club, which shall consist of:-

(a) Those Branches of the unincorporated members' club known as the Ford Cortina MkII Owners Club existing as at the date of incorporation of the Club excluding any that have been subsequently dissolved; and

(b) Any branches formed with the consent of the National Committee after that date. For the avoidance of doubt, all monies generated by the Branches shall at all times belong to the Club.

If the National Committee have evidence to show that the affairs of the Branch are not being conducted in the best interests of the Club as a whole, then the National Committee may suspend the activities of the Branch or any Branch Committee and investigate the affairs of the Branch. Following such Investigation, the National Committee may dissolve or restore the Branch and its Committee or take such other action as the National Committee may determine.

## **12. BRANCHES cont'd**

During the time of suspension, the National Committee shall assume responsibility for the activities of the Branch.

Branches shall have autonomy over their own proceedings and procedures for convening meetings and electing Branch officers and shall hold at least one in each year. Branches shall conform to such regulations in respect of their general activities, and for the provision of information in respect of the activities of the Branch to the Branch Liaison Officer or if none the Chairman of the Club, as the National Committee shall determine from time to time.

The Events Secretary must be notified, prior to attendance at any event, that the Branch intends to have a Club stand. Without this notification cover will not be provided by the Club Insurance.

The Club Health and Safety Policy must be complied with at all times.

## **13. AMENDMENTS OF ARTICLES / MEMORANDUM**

The Memorandum and Articles may be amended, subject to the Act, by a special resolution of the Club in a general meeting (i.e. requiring a majority of at least 75% of the members present and voting at the meeting)

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## **14. COMPLAINTS PROCEDURE**

Any member wishing to complain, or submit suggestions regarding any aspects of the Club, or his or her Branch and its operation, should notify his or her Branch Organiser in the first instance, and should the matter remain unresolved, the Branch Organiser is to bring the matter to the Branch Liaison Office or if none, the Chairman of the Club, in writing, for consideration by the National Committee.

#### **14. COMPLAINTS PROCEDURE cont'd**

All items submitted to the National Committee in accordance with the above procedure will be discussed and, should the reply not be satisfactory and it is not possible to resolve the matter by discussion with the National Chairman, the matter will be formally debated at the next official meeting of the National Committee. The decision of the National Committee will then be final.

#### **15. WINDING UP AND DISSOLUTION**

Every member of the Club undertakes to contribute to the assets of the Club, in the event of the same being wound up while he is a member or within one year after he ceases to be a member. The contribution required shall not exceed £1 per member. In the event of a winding up or dissolution of the Club, any property remaining after all the debts and liabilities of the Club are satisfied, shall be given or transferred to some other charitable body or bodies having objects similar to the objects of the Club, such body or bodies to be determined by the members of the Club at or before the time of dissolution.

**END OF SUMMARY OF THE CONSTITUTION**