

# HISTORIC SPORTS CAR CLUB LIMITED

## CLUB RULES

### 1 Interpretation

1.1 These Rules are made pursuant to the power granted in the Articles of Association (**Articles**) of the Historic Sports Car Club Limited.

1.2 In these Rules, unless the context requires otherwise, the following definitions shall apply:

**Board** shall mean the board of directors of the Club;

**Club** shall mean the Historic Sports Car Club Limited of Silverstone Towcester Northamptonshire NN12 8TN registered in England and Wales with company number 04448259;

**Committee** shall mean a committee of Members as established in accordance with Rule 9;

**Member** shall mean a person whose name is entered in the Register of Members;

**Series** shall mean any championship or series affiliated to the Club;

**Series Chair** shall mean a member who has been elected in accordance with Rule 11 to represent their Series on the Committee.

1.3 These Rules are supplemental to the Articles and in the event of any conflict between the two, the Articles shall prevail.

1.4 Words and expressions which have particular meanings in the Articles shall have the same meanings in these Rules.

1.5 In these Rules, a reference to the singular shall include the plural and vice versa, and a reference to any of the genders shall include all other genders.

### 2 Name

The Club is called the Historic Sports Car Club Limited.

### 3 Objects

The objects of the Club are as set out in the Memorandum

### 4 Membership

4.1 Membership of the Club shall be on application and is subject to the rules and procedures set out in the Articles.

## **5 Classes of membership**

5.1 The Directors may from time to time establish different classes of Members and set out the different rights and obligations for each class, with such rights and obligations recorded in the Register of Members, and may vary the rights of each class.

5.2 As at the date of these Rules, there are 6 classes of Membership:

**Associate** being any Member who is not an Event Member, Racing Member, Official/Marshal Member, Honorary Member or Honorary Life Member;

**Event** being any Member who may participate in one Club racing event per season;

**Honorary** being any person upon whom the Board has conferred such honour for a limited period of time, in accordance with Rule 7.1. Honorary Members shall be exempt from the requirement to pay an annual subscription, but shall enjoy all the rights and privileges of Membership for such period of time as the Board may determine;

**Honorary Life** being any person upon whom the Board has conferred such honour for duration of the Member's lifetime, in accordance with Rule 7.1. Honorary life members shall be exempt from the requirement to pay an annual subscription, but shall enjoy all rights and privileges of Membership for the duration of their lifetime;

**Official/Marshal** being any Member who volunteers as an official and/or marshal at Club racing events; and

**Racing** being any Member who is registered to race at Club events.

## **6 Subscriptions**

6.1 The annual subscription shall be as fixed from time to time by the Board.

6.2 As at 2020 the annual subscription are:

6.2.1 £195 for Racing Members;

6.2.2 £70 for Event Members;

6.2.3 £40 for Associate Members; and

6.2.4 £15 for Official/Marshal Members.

6.3 Subscriptions are due on 1<sup>st</sup> January in every year and shall be payable in advance.

## **7 Honorary members**

7.1 The Board may elect as an Honorary Member, without payment of any (further) subscription any person (whether they are a Member or not) who has in the opinion of the Board:

7.1.1 provided meritorious services to the Club;

7.1.2 and/or any other person whom the Board in their absolute discretion may see fit.

7.2 The Board may at their discretion elect Honorary Members for any period of time, including for the life of that Honorary Member, in which case the Member shall be known as an “**Honorary Life Member**”.

7.3 The Board may fix a limit to the number of Honorary Life Members.

## **8 Complaints**

8.1 If a Member has a cause for complaint regarding the Club, the Directors or another member or group of members, he should notify the Board in writing within either 14 days of the incident giving rise to the complaint. or within 14 days of becoming aware of the incident whichever is the later

8.2 If a Member wishes to appeal the eligibility of a car competing under HSCC regulations, that Member must refer the appeal in accordance with the official MSUK regulations outlined in the Judicial Procedures of the MSUK Year Book (Blue Book) .

8.3 The Board may consider or delegate a complaint to a sub-committee for review.

8.4 The Directors shall consider the complaint and notify the complainant within 21 days of any action, if any, they intend to take.

8.5 A determination by the Board acting in its absolute discretion is final.

## **9 Committee**

9.1 The Series Chairs and the Directors shall form a committee (the **Committee**) to represent the Racing Members of the Club.

9.2 The Committee may co-opt other Members (Co-opted Member) by a majority vote at any quarterly meeting to join the Committee with effect from the following 1<sup>st</sup> January for a period of 12 months or in its sole discretion remove a Co-opted Member by majority vote at any quarterly meeting.

- 9.3 All Committee members shall, subject to termination of office by resignation, removal or otherwise, remain in office for 12 months commencing on 1<sup>st</sup> January after which time they shall stand down (unless they have been re-elected).
- 9.4 Board approval is required for any Member who is not a Racing Member to join the Committee.
- 9.5 The Committee shall meet quarterly to:
- 9.5.1 discuss, review and respond to the Business Plans;
  - 9.5.2 raise with the Board any other special matter which the Committee desires to bring before the Board; and
  - 9.5.3 raise any suggestions from the Racing Members for consideration by the Board.
- 9.6 The **Business Plans** shall comprise the following decisions of the Board regarding:
- 9.6.1 the direction and shape of the Club including (but not limited to):
    - (a) sources of growth;
    - (b) long-term development of the Club calendar;
    - (c) key events;
    - (d) the organisation and timing of Series;
    - (e) programmes for the improvement of the Club's service to Members; and
  - 9.6.2 the annual recommendation of:
    - (a) the membership fee;
    - (b) the brief for the annual calendar;
    - (c) the Club's key objectives for the year ahead; and
    - (d) the policy for pricing race entries.

## **10 Committee meetings**

- 10.1 The Chairman (or in his absence the Vice-Chairman) shall preside at all Committee meetings.
- 10.2 Notice convening a meeting of the Committee shall be sent to the Committee and Board members not less than 10 days before the meeting and will specify the matters to be dealt with.
- 10.3 Subject to these Rules, Committee members may participate in a Committee meeting, or part of a Committee meeting, when:
- 10.3.1 the meeting has been called and takes place in accordance with these Rules, and
  - 10.3.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

- 10.4 In determining whether Committee members are participating in a Committee meeting, it is irrelevant where any Committee member is or how they communicate with each other.
- 10.5 If all the Committee members participating in a Committee meeting are not in the same place, they may decide that the Committee meeting is to be treated as taking place wherever any of them is.
- 10.6 Where decisions of the Committee are taken by electronic means, such decisions shall be recorded by the Committee in permanent form, so that they may be read with the naked eye.

## **11 Election of Chairs**

- 11.1 The Racing Members of each Series shall each year elect a Racing Member to act as a Series Chair to represent their respective Series for a term of 12 months (commencing on 1<sup>st</sup> January each year).
- 11.2 The Board may approve a Non-Racing Member to act as Series Chair.
- 11.3 The Series Chair may appoint a proxy approved by a majority of the Board of Directors to act on their behalf if they are unable to attend any meeting.
- 11.4 Each Series shall organise and determine the method of election at its discretion.
  - 11.4.1 The Racing Members shall be given 14 days notice of an intended election for the position of Series Chair
  - 11.4.2 If the position of Chair is contested, the ballot should be held in secret and adjudicated by at least two Members of the Board of Directors.
- 11.5 No person may stand for election or be elected to the office of Director or Series Chair who has been convicted of a criminal offence or is serving a suspension directed by the National Court of Motorsport UK (MSUK) or has been found in breach of an MSUK rule or regulation which in the unanimous opinion of the Board, or in the case of a Director in the unanimous opinion of the other Directors, is so serious as to render that person unfit for office.
  - 11.5.1 No person may stand for election or be elected to the office of Director or Series Chair if they have a pecuniary or business interest which in the unanimous opinion of the other Directors is incompatible with the position of Series Chair.
- 11.6 The Series Chairs shall, subject to termination of office by resignation, removal or otherwise, remain in office for 12 months, after which time the incumbent Series Chairs shall stand down (unless they have been re-elected).
- 11.7 Any Series Chair may stand for re-election at the end of each twelve-month period of service.
- 11.8 Only fully paid-up Racing Members who are formally registered for the relevant Series may vote in elections or propose or second nominees for a Series Chair.

- 11.9 A person ceases to be a Series Chair as soon as:
- 11.9.1 notification is received by the Committee or the Board that the Series Chair is resigning from that position, and such resignation has taken effect in accordance with its terms;
  - 11.9.2 that person ceases to be a Racing Member or, if not a racing Member, ceases to be a Member.
  - 11.9.3 that person is convicted of a criminal offence or is serving a suspension directed by the National Court of Motorsport UK (**MSUK**) or has been found in breach of an MSUK rule or regulation which in the unanimous opinion of the Directors is so serious as to render that Series Chair unfit for office;

## **12 Nominating members to sit on the Board**

- 12.1 In each calendar year up to 4 Committee Members may be selected and recommended by the Committee to act as Directors for that year (**Nominee**). Each Nominee may be chosen on any date during the year as the Committee sees fit with the term to commence on 1<sup>st</sup> January of each year.
- 12.2 Any Series Chair or Co-opted Member may put themselves forward to the Committee for selection to be nominated as a director, and must be seconded by another Committee Member.
- 12.3 The organisation of and method of election of Nominees shall be at the discretion of the Committee. For the avoidance of doubt, the election of Nominees does not require a meeting to be called and the Committee may choose to organise the election solely by electronic means, including but not limited to the use of a secure online portal.
- 12.4 The appointment of Nominees as Directors is subject to a decision of the Board in its absolute discretion.
- 12.5 If any Nominee is rejected by the Board, the Committee shall elect a substitute Nominee to recommend to the Board in their place.
- 12.6 No person may be nominated to sit on the Board unless he has attained the age of 18 years.

## **13 Use of Club name**

No Member shall publish or claim the name and address of the Club, or of any past or present Member, as his address for any trade, advertising, personal or business purposes or in connection with any legal proceedings.