

# Constitution of *Afro Classics*



*Club Secretary*

November 2023

## Changes to the Constitution

The contents of this document may only be changed with the approval of the Trustees and Management Committee in accordance with section 30. Some changes may be made following consultation with the Members but shall always be ratified by the Management Committee and Trustees.

## Document History

Date Created	Document Change/ Addition	Approved By
20 February 2020	Draft Constitution issued to all members for feedback prior to vote to adopt at AGM April 2020.	Committee
1 November 2023	Significant modification of the Constitution to address the current and future developments in the club.	Management Committee



## TABLE OF CONTENTS

<b>1</b>	<b>NAME OF THE CLUB</b>	<b>3</b>
<b>2</b>	<b>DEFINITIONS AND INTERPRETATION [UNDER DEVELOPMENT]</b>	<b>3</b>
<b>3</b>	<b>OBJECTS OF THE CLUB</b>	<b>4</b>
<b>4</b>	<b>Governance of Afro Classics</b>	<b>5</b>
<b>5</b>	<b>CLUB TRUSTEES</b>	<b>6</b>
<b>6</b>	<b>Trustee Appointments</b>	<b>6</b>
<b>7</b>	<b>TRUSTEES TERM</b>	<b>6</b>
<b>8</b>	<b>TRUSTEES RESPONSIBILITY</b>	<b>7</b>
<b>9</b>	<b>MANAGEMENT COMMITTEE</b>	<b>8</b>
<b>10</b>	<b>PROPERTY AND INCOME OF THE CLUB</b>	<b>9</b>
<b>11</b>	<b>USE OF CLUB NAME &amp; LOGO</b>	<b>9</b>
<b>12</b>	<b>INTERLECTUAL PROPERTY RIGHTS</b>	<b>9</b>
<b>13</b>	<b>QUALIFICATION FOR MEMBERSHIP</b>	<b>10</b>
<b>14</b>	<b>MEMBERSHIP OF THE CLUB</b>	<b>10</b>
<b>15</b>	<b>Honorary Membership</b>	<b>11</b>
<b>16</b>	<b>Car Club MEMBERSHIP ENTITLEMENTS</b>	<b>11</b>
<b>17</b>	<b>REGISTER OF MEMBERS OF THE CLUB</b>	<b>11</b>
<b>18</b>	<b>Joining fee &amp; MEMBERSHIP SUBSCRIPTIONS</b>	<b>11</b>
<b>19</b>	<b>termination OF Trustees &amp; MEMBERS</b>	<b>12</b>
<b>20</b>	<b>EXPULSION OF MEMBERS</b>	<b>12</b>
<b>21</b>	<b>Nomination Committee</b>	<b>13</b>
<b>22</b>	<b>TRUSTEE MEETINGS</b>	<b>13</b>
<b>23</b>	<b>MANAGEMENT COMMITTEE MANAGEMENT</b>	<b>14</b>
<b>24</b>	<b>NOMINATIONS</b>	<b>15</b>
<b>25</b>	<b>committee MEETINGS</b>	<b>16</b>
<b>26</b>	<b>Management Committee PRESIDENT</b>	<b>17</b>
<b>27</b>	<b>SECRETARY</b>	<b>17</b>
<b>28</b>	<b>TREASURER</b>	<b>17</b>
<b>29</b>	<b>CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE</b>	<b>17</b>
<b>30</b>	<b>PROCEEDINGS OF Trustee or Management Committee</b>	<b>18</b>
<b>31</b>	<b>GENERAL MEETINGS</b>	<b>18</b>



<b>32 ANNUAL GENERAL MEETINGS.</b>	<b>19</b>
<b>33 Extraordinary Meetings</b>	<b>19</b>
<b>34 VOTING RIGHTS OF MEMBERS OF THE CLUB</b>	<b>20</b>
<b>35 PROXIES OF MEMBERS OF THE CLUB</b>	<b>20</b>
<b>36 SERVICE OF NOTICE</b>	<b>20</b>
<b>37 LAWFUL Vehicle USE</b>	<b>20</b>
<b>38 CONSTITUTION CHANGES</b>	<b>20</b>
<b>39 MEMBER TRANSACTIONS &amp; SOCIAL MEDIA</b>	<b>21</b>
<b>40 INSPECTION OF RECORDS, ETC OF THE CLUB</b>	<b>21</b>
<b>41 Charities</b>	<b>21</b>
<b>42 DISSOLUTION</b>	<b>22</b>
<b>Appendix 1 - FORM OF APPOINTMENT OF PROXY Constitution - Afro Classics (Rule 35)</b>	<b>23</b>
<b>Appendix 2 - MANAGEMENT COMMITTEE RESPONSIBILITIES</b>	<b>24</b>
<b>Appendix 3 - TRUSTEE &amp; MANAGEMENT COMMITTEE CRITERIA</b>	<b>30</b>
<b>Appendix 4 - Afro Classics Governance Structure</b>	<b>32</b>



# Constitution of Afro Classics

## 1 NAME OF THE CLUB

- 1.1 The name of the Club is “Afro Classics” which consists of sub-brands:
- 1.1.1 **Afro Classics Register** - is the register of car owners of African and Caribbean descent. Membership thereof does not provide the same benefits as Car Club membership (e.g. access or displaying at events unless expressly agreed by the Membership Secretary of Management Committee);
  - 1.1.2 **Afro Classics Car Club** a membership organisation providing access to vehicle display events, festivals, and additional benefits aligned with the value of the annual subscription.
- 1.2 Historically the Club has generally been referred to as **Afro Classics Register** as well as **ACR**. This was because the club’s initial objective was to build a free register of car owners from which a membership-based car club could eventually be formed.
- 1.2.1 In 2019 the decision was made to introduce an annual subscription to fund development of the car club activities. The club in 2019 had 8-members who had registered and paid the annual subscription, but the club held names of 69-interested parties.
  - 1.2.2 Whilst developing the initially free Register, from which it was hoped its members would be attracted to join the car club, our marketing and branding was focused solely on the Afro Classics Register brand.
  - 1.2.3 Since 2019 we have processed over 240 membership applications and as of October 2023 the club has c.170 subscribed members.
- 1.3 During 2022 a 3<sup>rd</sup> party group (i.e. 3 former members) was infringing the club’s trademark and name following their registration of an unaffiliated company registered as **Afro Classics Register CIC**.
- 1.4 Whilst matters were being resolved the Management Committee began differentiating the Club by promoting the **Afro Classics Car Club** brand as well as Afro Classics Register; both are registered trademark identities.
- 1.4.1 Following legal action the offending company name (Afro Classics Register CIC) was changed in April 2024, thereby ensuring that there was no confusion between the parties. The club was awarded £3,000 in costs in relation to its claim.

## 2 DEFINITIONS AND INTERPRETATION [UNDER DEVELOPMENT]

### 2.1 Definitions

In this constitution, unless the contrary appears:

“Act”	means the Companies Act 2013,
"Annual General Meeting" or "AGM"	means a meeting of Members held under section 32.
“Club”	means the Afro Classics and its subsidiary brands,
“Management Committee” or “Ex-Comm”	means the Management Committee of the Club referred to in section 21,
“Management Committee Member”	means a person referred to in section 23.6,
“EX-Comm Meeting”	means a meeting referred to in section 33



"Honorary Member"	means a person admitted to honorary membership of the Club under section 15,
"Member"	means a person admitted to membership of the Club under section 14,
"Membership Year"	Means 12-calender months from the first day of the month in which the membership application has been submitted. For Members who joined ACR prior to March 2022 the membership year is 1 July – 30 June annually.
"Nominations Committee"	means the group formed in accordance with section 21,
"General Meeting"	means a meeting convened under section 32,
"Ordinary Resolution"	means a resolution other than a special resolution,
"Special Resolution"	has the meaning given by the Companies Act 2013,
"Register Member"	Means a registrant to the Afro Classics Register and shall not be entitled to any voting rights.
"Chairman"	means the person referred to in section 25.1,
"President"	means the person referred to in section 26.1),
"Secretary"	means the person referred to in section 26,
"Treasurer"	means the person referred to in section 28,
"Trustees"	Means.....

## 2.2 Interpretation

### 2.2.1 In this constitution, unless the contrary appears:

- 2.2.1.1 words importing the singular number include the plural and vice-versa;
- 2.2.1.2 words importing a gender include every gender;
- 2.2.1.3 the word "include" in any form is not a word of limitation;
- 2.2.1.4 any of a "financial year", or "club year" concludes on 31 December and commences on 1 January or such annual period as determined by the Trustees;
- 2.2.1.5 references to sections, paragraphs and Schedules are references to sections, paragraphs of, and schedules to, this document.

## 3 OBJECTS OF THE CLUB

### 3.1 The objects of the Club are:

- 3.1.1 to organise social meetings, gatherings and events for the benefit of Afro Classics



- 3.1.2 establish regional subsidiaries and/or franchises in UK areas with a large African and Caribbean demographic (e.g. London, Midlands, Bristol, Liverpool, Manchester, etc) collectively referred to as the "Regions";
- 3.1.3 facilitate members utilisation of existing skills, experience, and aspirations to access and engage in the development and growth of existing external socially focussed community projects on behalf of the club;
- 3.1.4 to facilitate the enjoyment of vehicles by participation in events (e.g. social, educational, and motoring) to raise awareness of opportunities to enhance the community cohesion and improve social outcomes;
- 3.1.5 to promote the knowledge and skills and experience of people of African & Caribbean heritage through establishing links with the automotive industry (historic and vintage), social, commercial, and education establishments;
- 3.1.6 identify and develop opportunities for members of the Register and Car Club to generate revenue to support the upkeep of their cars (e.g. photoshoots, TV and filming work)
- 3.1.7 identify opportunities for members to commercialise to support the development of social enterprises to aid the economic and social development within our community;
- 3.1.8 to foster the use, enjoyment, preservation and restoration of classic and historic motor vehicles;
- 3.1.9 to encourage interest and the responsible enjoyment of cars regardless of make or model;
- 3.1.10 to assist and encourage fellow Members with restoration projects;
- 3.1.11 to liaise and develop synergistically with other groups and organisations with similar interests.

## 4 GOVERNANCE OF AFRO CLASSICS

- 4.1 The target organisational governance structure for Afro Classics is set out in Appendix 4 - Afro Classics Governance Structure.
- 4.2 Trustees and Management Committee members are appointed for an initial renewable term of up to 3 (three) years.
- 4.3 Until Trustees are appointed the Management Committee shall define and carry out the responsibilities of the Trustees.
- 4.4 The governance and oversight of the Club shall primarily rest with the Trustees:
  - 4.4.1 Responsibility will be discharged through the Management Committee who are recommended by the Members and endorsed by the existing Management Committee and Trustees in accordance with the provisions of this Constitution.
- 4.5 The Trustees and Management Committee shall use their best endeavours to ensure that the requirements of this Constitution are observed.
  - 4.5.1 The Management Committee and the Trustees may make variations in the interest of the feasibility and viability of the operation of the Club if such variations are agreed separately by 51% of its members.
- 4.6 No Trustee, Management Committee, and/or Member should directly benefit from his/her position within the Club without the approval of the Trustees.
  - 4.6.1 All Trustee and/or Management Committee roles are non-salaried.
  - 4.6.2 There is no entitlement to expenses in connection with any matters of AC unless agreed by the Trustees and Management Committee.



## 5 CLUB TRUSTEES

- 5.1 The Club is governed by Trustees who are responsible and accountable for its governance and oversight. Subject to 4.5 and 4.6, the Trustees shall not be involved in any operational matters relating to the Club this responsibility rests solely with the Management Committee.
- 5.2 Trustees will have no personal shareholding in the Club and all shareholdings will be held in trust for the benefit of the Club except in the event of its dissolution in accordance with section 42.
- 5.3 Each Trustee is expected to develop an understanding of, and be sensitive to, issues relevant to the success of the Club, its Members, and the economic and social progression of African and Caribbean communities.

## 6 TRUSTEE APPOINTMENTS

- 6.1 The Trustees shall comprise of between 3 (three) and 5 (five) independent community leaders, as outlined in Appendix 4 - Afro Classics Governance Structure, selected by the Nominations Committee.
- 6.2 The Nominations Committee (described further in sections 21) shall be responsible for the approval of all Trustee appointments and reappointments.
  - 6.2.1 In approving such selection, the Nominations Committee shall be bound by the criteria set out in sections 6.4 to 6.6 or as otherwise agreed by vote between the Trustees and Management Committee.
- 6.3 The Trustees and the Nominations Committee shall agree a nomination process that will facilitate the recommendation, rejection, and approval of candidates to become Trustees when a vacancy is anticipated and/or arises.
- 6.4 All Trustees shall be required to show a firm commitment to the Club and be high-quality standard-setters, to be knowledgeable about the community's needs, and to be able to meet the time commitment required to ensure the effective oversight and delivery of agreed outcomes for the Club and the wider community.
- 6.5 Each Trustee shall understand and be sensitive to the needs, challenges, and opportunities for the African & Caribbean communities.
- 6.6 The Trustees shall comprise individuals that, as a group, provide a balance of professional and social backgrounds, and have an interest in promoting the progression and success of the Club, and maintaining control and transparency of all activities.
- 6.7 The Trustees shall be required to commit themselves formally to acting in the public interest in all matters.

## 7 TRUSTEES TERM

- 7.1 Trustees shall normally be appointed for a term of up to 3 (three) years, renewable once.
- 7.2 The Chair and Vice-Chair of the Trustees shall be appointed by the Trustees, subject to ratification by the Nominations Committee:
  - 7.2.1 The Chair of Trustees may be appointed from among the Trustees or recruited externally by the Nominations Committee in consultation with the Trustees.
  - 7.2.2 With the agreement of the Trustees, a Chair that is appointed from among the Trustees may serve as Chair for a term of up to 3 (three) years, renewable once, from the date of appointment as Chair.
  - 7.2.3 The Chair of the Trustees and Vice Chair may not exceed six consecutive years in total length of service in either of those positions.





- 7.2.3.1 If the Chair is appointed through an external recruitment process, he or she may serve as Chair for a term of up to 3 (three) years, renewable once, up to a maximum of six consecutive years in total length of service as Chair.
- 7.2.4 Vice-Chair shall only be appointed from among the Trustees. Their role shall be to chair meetings of the Trustees in the absence of the Chair and/or to fulfil the role of the Chair's absence.
- 7.2.5 With the agreement of the Trustees, a Vice-Chair may serve for a term of up to 3 (three) years, renewable twice, from the date of appointment as Vice-Chair, but may not exceed nine consecutive years in total length of service as a Trustee.
- 7.3 The Trustees shall meet at least four times each year and shall not be remunerated.
- 7.4 Subject to the requirements set out in section 19, the Trustees may terminate the appointment of an individual as a Trustee on grounds of poor performance, misbehaviour, incapacity and/or bringing the Club into disrepute.

## 8 TRUSTEES RESPONSIBILITY

- 8.1 The Trustees shall:
  - 8.1.1 assume responsibility for establishing and maintaining appropriate governance and financial controls within the Club.
  - 8.1.2 establish and/or amend operating procedures for the Trustees.
  - 8.1.3 determine the legal entity under which the AC shall operate, provided always that such legal entity shall be a body incorporated conferring limited liability on its members and that the legal documents establishing such legal entity shall incorporate provisions to achieve the same requirements as the provisions contained in this Constitution.
  - 8.1.4 investigate the possibility of seeking charitable or similar status for the Club in those operational areas where such status would efficiently support and assist the development of community-based initiatives/ projects and fundraising.
  - 8.1.5 publish an annual report on the Club's activities, including audited financial statements, outcomes, targets, and priorities for the coming year.
- 8.2 In addition to the powers and duties set out in this section 8, the Trustees may recommend operational improvements and other arrangements as they deem necessary to achieve the organisation's objectives, including, but without limitation, leasing and/or purchasing premises and/or equipment and contracts of employment related to the administration of the Club.
- 8.3 In addition to the duties set out above, the Trustees shall:
  - 8.3.1 establish performance criteria for the Club;
  - 8.3.2 review annually the Club's strategy and its effectiveness;
  - 8.3.3 approve annually the Club's budget and determine the basis for funding.
  - 8.3.4 review broad strategic issues likely to affect the Club.
  - 8.3.5 promote the Club and its work and objectives, provided that the Trustees shall be excluded from involvement in operational matters related to the Club.
  - 8.3.6 establish and amend operating procedures, consultative arrangements, and due process in relation to the Club's interface between the Trustees and Management Committee.
  - 8.3.7 review compliance with the operating procedures, consultative arrangements, and processes.



- 8.3.8 document and implement processes for addressing grievances and/or conflicts that arise within the club.
- 8.3.9 investigate any personal grievances and/or conflicts that arise in the Club, save that where such issues arise between Members the Management Committee shall address the first stage of the process and the Trustees shall conclude any appeal of the decision.
- 8.3.10 approve amendments to this Constitution after following due process, including consultation and approval from the Management Committee.
- 8.3.11 exercise all powers of the Club except for those expressly reserved to the Management Committee or Nominations Committee; and
- 8.3.12 foster and review the development of educational programmes and materials that are consistent with the Club's objectives.

## 9 MANAGEMENT COMMITTEE

- 9.1 The Management Committee is accountable to the Club's Trustees and club members.
- 9.2 The Management Committee is responsible for developing and delivery against a strategic plan for the Club that provides a roadmap to shape and guide the future of the Club which shall be approved by the Trustees.
- 9.3 The Chairman of the Management Committee is selected by members of the Management Committee.
  - 9.3.1 The Chairman appoints the Members of this Committee in accordance with the Club's Constitution.
- 9.4 The Committee shall have at least 3 (three) voting members but no more than 7 (seven).
- 9.5 The Management Committee's responsibilities shall include:
  - 9.5.1 Developing recommendations for the Trustees of the Club's phased growth strategy and qualified development opportunities.
  - 9.5.2 Agreeing a set of reports required by the Trustees which provide assurance of the probity of governance and controls along with reporting timetable aligned to Trustee meetings.
  - 9.5.3 Work with sub-Committees consisting of Members to implement initiatives to drive the promotion and growth of the Club.
  - 9.5.4 Discussing and developing opportunities that the Club should be actively addressing to maintain and improve a vibrant and productive organisation which will remain responsive to its Membership and communities.
  - 9.5.5 Identify contacts with other vehicle clubs in the UK and overseas to benefit from shared learning in relation to opportunities and threats that they are dealing or foresee that may influence the direction of the Club.
  - 9.5.6 Work with other community focused organisations to improve understanding of the operating environment that may provide synergistic opportunities.
  - 9.5.7 Stay abreast of legislation which may influence how the Club conducts its business lawfully.
  - 9.5.8 Prepare and recommend to the Trustees the Policies and Procedures which should be included as a part of the operation of this Management Committee, the Club and its membership.
  - 9.5.9 Prepare monthly reports on the planned, in-progress, and completed activities of each Management Committee member's area of responsibility to support the development and cohesion of the Management Committee.



9.5.10 Manage any approved budget created for activities of the Management Committee.

## 10 PROPERTY AND INCOME OF THE CLUB

- 10.1 The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members of the Club, except in good faith in the promotion of those objects or purposes. Any such payment must be approved by the Trustees or its delegate(s).
- 10.2 No Member, Management Committee member or otherwise should enter any contract for and on behalf of the Club without the majority vote of the Trustees and the Management Committee.

## 11 USE OF CLUB NAME & LOGO

- 11.1 To the extent possible, the Club, its name(s), website(s), internet domain name(s) images, devices, symbols, and logos are equally owned or licensed by the Trustees and may not be used without written approval from the Trustees and/or the Management Committee or its delegate.
- 11.2 Subject to 11.1,
  - 11.2.1 a Trustee or Member must disclose, in writing to 2 (two) Members of the Management Committee, as soon as they are invited to or themselves propose to undertake any activity which may or is likely to lead to themselves or others making references or representations about or in an what would otherwise be an unauthorised disclosure relating to the Club (including its operations, activities and plans).
  - 11.2.2 the Trustees, Management Committee or any Member must refrain from making any public or media representations (in any form) about the Club without approval from the Management Committee or its delegate(s);
  - 11.2.3 in the event that written authorisation is not obtained by a Member(s) from the Management Committee and the Member(s) uses the Club's name or identity without the written approval of at least 2 (two) Management Committee members they may be subject to disciplinary action by the Trustees or Management Committee and may be subject to expulsion from the club.
- 11.3 Should any Member of choose to organise an independent car display event that involves more than 5 (five) Members they shall:
  - 11.3.1 Notify the Management Committee in writing of the details;
  - 11.3.2 Not use or display the Club's logo or make reference to the club without the written approval of the Management Committee;
- 11.4 If the Management Committee or Trustees decides that the Club will not display at an event no Member shall make arrangements to display at the said event where their presence is likely to be or considered by the Trustees or Management Committee to be detrimental to the Club or its brand.
- 11.5 In the event that any Member fails to abide by the requirements set out in section 11.3 they may be subject to suspension or expulsion from the Club.

## 12 INTERLECTUAL PROPERTY RIGHTS

- 12.1 Members are aware that on joining the Club that they, their cars and people who they invite to events, will appear in photos and videos that the Club may use in its promotional activity.
- 12.2 Members agree to assign all intellectual property rights to the Club in relation to any photographs and video recordings taken at events for and on behalf of the Club:



- 12.2.1 Members hereby agree that they shall not seek to assign or suggest to any 3<sup>rd</sup> party that any recordings (on whatever media) can be exploited commercially without the prior approval of the Management Committee;
- 12.2.2 Members hereby acknowledge that they have an obligation to seek the permission of and/or advise the Management Committee of any planned interviews or meetings (e.g. film, magazine, web, photoshoots, etc) which includes any reference to the Club, the Member's role, plans of the Club or the Members experience within the Club, and agrees to give the Club exclusive authority to approve any such activity.

## 13 QUALIFICATION FOR MEMBERSHIP

- 13.1 Membership of:
  - 13.1.1 Afro Classics Register is open to any classic vehicle owner of African or Caribbean descent who agree the pay the relevant membership fee.
  - 13.1.2 Afro Classics Car Club is open to any person of African or Caribbean descent who is interested in classic vehicles and pays the annual subscription.
- 13.2 Ownership of a vehicle is not a pre-requisite to membership of Afro Classics Car Club.

## 14 MEMBERSHIP OF THE CLUB

- 14.1 Subject to the provisions of this section 14, a person who wishes to become a Member of the Club must apply to the Management Committee online ([www.AfroClassicsRegister.co.uk](http://www.AfroClassicsRegister.co.uk)) for membership using the electronic form provided for this purpose by the Club, and if accepted pay the joining and membership fees.
- 14.2 The Management Committee or its delegate must consider each application for membership made and must accept or reject each application.
  - 14.2.1 Each Member shall:
    - 14.2.1.1 complete a Membership Application (this also applies to Members who joined the Club prior to 2019) and re-submit an application form every 3-years after the initial application.
    - 14.2.1.2 where one or more classic car is owned, as a minimum the Member shall provide the club with photographs of one of their classic vehicles.
    - 14.2.1.3 provide the Club with their home address and contact details for their next of kin, such information is required primarily for emergency purposes (e.g. notification of an accident or medical event).
    - 14.2.1.4 cooperate with the Management Committee in any investigation being conducted in relation to impropriety or alleged misconduct of any Member, failure to cooperate fully may at the discretion of the Trustees and/or Management Committee result in the termination of membership.
- 14.3 Neither the Management Committee nor the Club is bound to give explanation for rejection of any application.
- 14.4 Individuals that meet the membership criteria who are over the age of 70 (seventy) shall be granted free membership.
- 14.5 The Management Committee may also remove the membership of any Member for behaviour likely to bring or has brought the Club into disrepute in any environment.
  - 14.5.1 The removal of any membership will only be taken after an attempt at communication with the said Member and it must be ratified by a majority vote of the Management Committee.



- 14.6 The Club has no obligation to renew any individual's membership application or to explain its decision.

## 15 HONORARY MEMBERSHIP

- 15.1 The Management Committee may nominate, with the approval of the Trustees, a person for honorary membership of the Club:
- 15.1.1 either for a period of 2 (two) years; or
  - 15.1.2 a period agreed by majority vote by the Trustees and Management Committee; or
  - 15.1.3 for honorary life membership,
- and any such nomination must be declared to Members at the next Annual General Meeting for ratification.
- 15.2 An Honorary Member pays no subscription and has the same status as any other Member except they shall have no voting rights.
- 15.3 The Chairman shall on retirement automatically be granted Honorary Membership in accordance with section this 15 and the Trustees and Management Committee shall propose the period for which Honorary membership shall apply.
- 15.4 The Trustees and Management Committee shall be entitled to withdraw Honorary status from any Member who it deems has brought the Club into disrepute or is likely to by association.

## 16 CAR CLUB MEMBERSHIP ENTITLEMENTS

- 16.1 Members can obtain classic car insurance via the Club's preferred insurance partner(s).
- 16.2 Membership of the Club shall be extended to classic vehicle owners and enthusiasts that adhere to the aims of the Club.
- 16.3 The Club will seek to establish benefits for its Members which may include discounted or free entry to events and/or discounted products.
- 16.4 A right, privilege or obligation that a person has by reason of being a Member:
- 16.4.1 is not capable of being transferred or transmitted to another person; and
  - 16.4.2 terminates on cessation of the person's membership.

## 17 REGISTER OF MEMBERS OF THE CLUB

- 17.1 The Secretary and/or Membership Secretary, under direction of the Secretary, must keep and maintain the register of Members of both the Car Club and Register, save that all Car Club members shall automatically be included on the Register.
- 17.2 The Registrar must cause the name of a person who dies or who ceases to be a Member under section 18 or 19 to be deleted from the register of Members referred to in section 17.
- 17.3 The Club shall only request and use Members data on a basis necessary for the smooth operation of the Club.
- 17.4 Members data will not be made available to the Trustees or the Management Committee members unless necessary.

## 18 JOINING FEE & MEMBERSHIP SUBSCRIPTIONS

- 18.1 The membership fee and joining fees will be reviewed annually:
- 18.1.1 Afro Classics Car Club membership as of 1 March 2023 is £40



- 18.1.2 Afro Classics Register there is no fee charged as of 1 March 2023
- 18.2 The Management Committee must at each Annual General Meeting propose the amount of the annual subscription to be paid by each Member effective from the anniversary date of their membership, and the fee shall be determined by a majority vote of the Management Committee.
- 18.3 Subject to section 14.4 and 15.2, each Member must pay to the Club, annually by the anniversary date of them becoming a Member.
- 18.4 A Member whose subscription is not paid within one month of the date calculated in accordance with section 18.3 ceases on the expiry of that period to be a Member and shall:
- 18.4.1 be able to re-join on payment of a 25% (£10.00) surcharge plus the annual membership subscription (£10 + £40 = £50), as may be determined by the Membership Secretary and/or Management Committee.
- 18.4.2 The subscription shall be backdated to the original anniversary due date.
- 18.5 If a Member fails to renew their membership in accordance with section 18.4 they shall be deemed to have resigned and must complete a new application form to be re-join the Club.
- 18.6 Subject to section 15.2, a joining fee may be payable on joining the Club, and payable with the first membership subscription.
- 18.6.1 Notification by the Management Committee at an Annual General Meeting determines the amount of the joining fee.
- 18.7 Joining Fees and Subscriptions are non-refundable.

## 19 TERMINATION OF TRUSTEES & MEMBERS

- 19.1 A Member who delivers notice in writing of resignation from the Club to the Secretary or another Management Committee Member ceases to be a Member on delivery of that notice or the date on which they confirm it should be ended, provided the date is within a valid subscription period.
- 19.2 Subject to 19.1, a Member who resigns from the Club shall not be entitled to re-join without the approval of the Management Committee.
- 19.2.1 In the event that a Member disagrees with the decision of the Management Committee not to readmit them to the Club they may request a review of the decision by the Trustees, any such requests shall be made in writing to the Club Secretary and specify the reasons for disagreement and include the names at least 10% of the membership supporting the request.
- 19.3 A Member that fails to renew his/her subscription shall for the purposes of this document will be considered to have lapsed at the end of the relevant subscription period.
- 19.3.1 Should a former member decide at a later stage to re-join he/she will be required to pay a joining fee if applicable to new member applications and to document their reasons for seeking to re-join.

## 20 EXPULSION OF MEMBERS

- 20.1 The Management Committee may from time to time decide that a Member should be expelled from the Club because his or her conduct is regarded as being detrimental to the interests of the Club.
- 20.2 Expulsion of a Member will be determined by a majority vote of the Management Committee and may at the sole discretion of the Management Committee be the subject of a vote by the Members,
- 20.2.1 prior to any such vote the Management Committee can suspend the Member from all Club activities until any such the vote is held and the outcome determined.



- 20.3 Should the Management Committee decide the expulsion of a Member under section 20.1 the Management Committee must communicate its decision in writing to the Member.
- 20.4 The Management Committee of the Club must afford a Member who is the subject of expulsion a reasonable opportunity, if requested, to make written representations to the Trustees.
  - 20.4.1 Any such representation shall only be made available to a Member on request and when accompanied by written requests by a minimum of 20% (twenty percent) of the membership to necessitate a meeting to allow the expelled member's case to be heard by the Trustees.
- 20.5 The Club's decision to expel or retain the Member, who is/ has been the subject of expulsion, is by majority vote of the Management Committee and the decision must be communicated in writing to the Member. In some instances, the Management Committee may decide at its sole discretion to:
  - 20.5.1 Refer the matter to the Trustees; and/or
  - 20.5.2 hold an Extraordinary General Meeting to explore potential outcomes.
- 20.6 From the time that the decision has been made to expel a Member that Member forfeits all rights to claim upon the Club or its property as they may have been able to by reason of membership.

## 21 NOMINATION COMMITTEE

- 21.1 The Nomination Committee shall be made up of:
  - 21.1.1 Management Committee Chairman
  - 21.1.2 Club President
  - 21.1.3 2 (Two) but no more than 3 (three) fully paid-up and elected members that receive the largest number of votes from the membership ("Membership Representative(s)") to represent Members on the Nomination Committee.
- 21.2 The responsibilities of the Nominations Committee shall be:
  - 21.2.1 to participate in the process of identifying proposed Trustees and to approve the appointment of Trustees according to the guidelines in sections 6.
  - 21.2.2 to review and provide advice to the Trustees on their fulfilment of the responsibilities set out in sections 8 and 22.
  - 21.2.3 to review and discuss with the Trustees the annual written report on Club activities presented to the Trustees for approval.
  - 21.2.4 to meet with the Trustees or a subgroup of the Trustees at least once annually, and more frequently as appropriate.
    - 21.2.4.1 The Nominations Committee shall have the authority to request meetings with the Trustees or separately with the Chair of the Trustees about any area of the work or responsibility of the Trustees. These meetings may include discussion on issues that the Nomination Committee has referred for timely consideration by the Management Committee and have received no credible response, and of any proposed resolution of those issues.

## 22 TRUSTEE MEETINGS

- 22.1 There shall be a quorum for meetings of the Trustees if 60 (sixty) per cent of the Trustees are present in person or by telecommunications;
  - 22.1.1 Trustees shall not be represented by alternates.



- 22.2 Each Trustee shall have one vote, and a simple majority of those voting shall be required to take decisions on Club matters, for example, amendments to the Constitution in which cases a 75 per cent majority of all Trustees present shall be required.
- 22.3 Trustees shall not be entitled to terminate the appointment of a Trustee without the vote of the Nominations Committee.
- 22.4 Voting by proxy shall not be permitted on any issue. In the event of a tied vote, the Chair shall have an additional casting vote.

## 23 MANAGEMENT COMMITTEE MANAGEMENT

- 23.1 Members of the Management Committee presides over the Club's activities for a minimum of 3-years. Details of the current Management Committee Members including Chairman is listed on the Club website ([www.afroclassicregister.co.uk](http://www.afroclassicregister.co.uk)).
  - 23.2 The Management Committee will be responsible for the operational management of the Club.
  - 23.3 Management Committee decisions will be made by majority vote.
  - 23.4 A Management Committee member may not nominate a proxy but can abstain from a vote to ensure a majority can be achieved.
  - 23.5 Management Committee meetings will be held monthly or at such frequency as determined by the Management Committee to conduct the business of the Club, and an Ex-Comm Extraordinary General Meeting (ExEGM) called when deemed necessary by the Management Committee Chairman or Trustees.
  - 23.6 Operational management of the Club is exclusively the responsibility of the Management Committee consisting of the following core roles of which an individual may hold more than 1 but less than 3-roles:
    - 23.6.1 a Chairman;
    - 23.6.2 a President;
    - 23.6.3 a Secretary;
    - 23.6.4 a Treasurer;
    - 23.6.5 a Membership Secretary.
    - 23.6.6 The following roles may exist on the Management Committee but will not have any voting rights
      - 23.6.6.1 Events & Merchandise;
      - 23.6.6.2 Hospitality
      - 23.6.6.3 Marketing/ Social Media/ Website
- all of whom must be Members elected to membership of that Management Committee at an Annual General Meeting or appointed under section 24.
- 23.7 The position of immediate Past President and/or Past Chairman exists when a new President and/or Chairman is elected.
    - 23.7.1 For the outgoing President and/or Chairman to remain a Management Committee attendee, for a period of up to 12-months, following the appointment of a replacement the position exists subject to agreement between the incoming and the outgoing President and/or Chairman.
    - 23.7.2 The outgoing President and/or Chairman shall not be entitled to vote in Management Committee Meetings.





- 23.8 Members may be appointed to sub-committee(s) determined and approved by the Management Committee.
- 23.9 Subject to Section 24, the election of vacant non-voting rights Committee Members must be held annually at the Annual General Meeting of the Club.
- 23.10 The persons elected or appointed as Management Committee Member holds office for 3 (three) years unless they resign or are asked to leave the Management Committee by majority vote of the Management Committee and Trustees.
- 23.11 Members of the Committee are eligible for re-election, subject to section 23.12.
- 23.12 A person who is eligible for election or re-election under this section may at the Annual General Meeting concerned:
  - 23.12.1 propose or second himself or herself for election or re-election; and
  - 23.12.2 vote for himself or herself.
- 23.13 When a casual vacancy within the meaning of section 29 occurs in the membership of the Management Committee:
  - 23.13.1 the Management Committee may appoint a Member to fill that vacancy; and
  - 23.13.2 a Member appointed under this section:
    - 23.13.2.1 holds office until the commencement of the next Annual General Meeting; and
    - 23.13.2.2 is eligible for election to the Management Committee at the next Annual General Meeting.
- 23.14 A Management Committee Member may hold no more than two positions on the Management Committee concurrently and will only have one (1) vote.

## 24 NOMINATIONS

- 24.1 The Management Committee Members in place as of 1 April 2023 shall remain in the role for up to 3 (three) years before being subject to an election process.
- 24.2 If a Management Committee member resigns before 31 March 2026 a casual member of the Management Committee may be chosen by the Management Committee and shall remain in post until the next Annual General Meeting.
- 24.3 To ensure the stability and ongoing development of the club, Members of the Management Committee will generally be made up of individuals with a proven track record of successful delivery, accountability within their chosen area of contribution, and based on work previously undertaken as a volunteer within the club over a 12-month period:
  - 24.3.1 Only the Management Committee and Trustees shall be entitled to assess the suitability of candidates to join the Management Committee and shall hold a vote with Members to ratify their recommendation;
  - 24.3.2 In the event that the vote by Members does not endorse the recommendation set out in accordance with section 24.3.1 the role shall remain unfilled and the Management Committee shall be entitled to co-opt a member to fulfil the vacancy.
- 24.4 Candidates who seek appointment to the Management Committee shall be referred to the Trustees and Management Committee to review and assess their skillset and experience for the proposed role, which will include:
  - 24.4.1 the proposed candidate providing a brief biography of their relevant experience and documenting their forward plan for their potential area of responsibility within the Club.



- 24.4.2 in the event of two or more candidates for any position receiving an equal number of votes, the issue shall be determined by a majority vote of the Trustees and Management Committee.
- 24.5 In the event of insufficient qualified nominations being received as herein provided, the Trustees and Management Committee shall request from the membership persons to fill those vacant roles on a casual basis and any such responses will be subject to the requirements set out in section 24.4.
- 24.6 In the event that there is a need for an election, not less than six (6) weeks before the Annual General Meeting in the appropriate year, the Secretary shall issue to each Member an electronic nomination form, including the recommendations of the Management Committee and Trustees, and Members may select the names of such Members of the Club as the Member may desire to nominate for election as a Member of the Management Committee and/or as a Member of a Sub-Committee.
- 24.6.1 No Member may nominate for these offices a greater number of Members than there are vacancies.
- 24.6.2 Each nominee shall be proposed by at least two Members, neither of whom shall be the nominee.
- 24.6.3 All nomination documents shall be returned to the Secretary electronically at least four weeks prior to the date of such Annual General Meeting and the Member accepting nomination shall confirm via email his/ her willingness to stand for election.
- 24.6.4 A Member of the Trustees, Management Committee and/or a Member of a Sub-Committee retiring but seeking election for an alternate role shall not be subject to nomination and shall be deemed to be Member nominated for the purpose of this section.
- 24.7 Not less than three weeks before the Annual General Meeting, the Secretary shall, when the number of valid nominations exceeds the number of vacancies, forward to each Member of the Club:
- 24.7.1 an electronic ballot paper on which shall be shown a list of the candidates who have been validly nominated;
- 24.7.2 a form giving either the text of such of these sections as may deal with the election of Members of the Trustees, Management Committee and/or of a Sub-Committee of the Club or an indication of the sections in question, together with such further directions as the Management Committee shall deem to be necessary.
- 24.8 Each Member shall select in the appropriate place against the name or names of the candidate or candidates for whom a vote is asked, but such Member shall not be entitled to vote for more candidates than there are vacancies and any electronic ballot paper which does not strictly comply with such requirements shall be rejected.
- 24.8.1 The electronic ballot paper shall be forwarded to the Secretary by virtue of its electronic submission so as to be delivered not less than seven (7) clear days before the date of the Annual General Meeting.
- 24.9 The Secretary on receipt of each electronic ballot paper shall record the valid votes and the Secretary shall convey the result to the Annual General Meeting.
- 24.9.1 Ballot papers are not permitted.

## 25 COMMITTEE MEETINGS

- 25.1 Either the Chairman of the Management Committee and/or of the Trustees must be present at all Annual General Meetings, Committee Meetings and Extraordinary General Meetings and in their absence Deputy Chairman or the President shall preside.



## 26 MANAGEMENT COMMITTEE PRESIDENT

- 26.1 The President of the Club is responsible for the day-to-day management of the Club and coordination of the activities of the Management Committee.
  - 26.1.1 The role of President can be exceptionally shared by up to two fully paid Members.

## 27 SECRETARY

- 27.1 The Secretary must:
  - 27.1.1 co-ordinate the correspondence of the Club.
  - 27.1.2 keep full and correct minutes of the proceedings of the Committee and of the Club in an electronic file kept for that purpose and accessible by the Trustees and Management Committee members.
  - 27.1.3 comply on behalf of the Club with the Companies Act 2013 in respect of the rules.
  - 27.1.4 have custody of all books, documents, records, and registers of the Club other than those required by this Constitution to be kept and maintained by or maintained by the Treasurer and the Membership Secretary.

## 28 TREASURER

- 28.1 The Treasurer:
  - 28.1.1 receives all monies paid to or received by or on behalf of the Club and must issue signed receipts for those monies in the name of the Club.
  - 28.1.2 must pay all monies referred to in section 10 into the account of the Club.
  - 28.1.3 must make payments from the funds of the Club only with the authority of the Trustees or Management Committee and in so doing ensure that all creditor cheques or payments are authorised by two members of either the Trustees or Management Committee.
  - 28.1.4 must comply on behalf of the Club with sections 25 and 26 of the Act in respect of the accounting records of the Club.
  - 28.1.5 must whenever directed by members of the Trustees or Management Committee submit reports, balance sheet or financial statements within a reasonable timeframe.
  - 28.1.6 has custody of all securities, books and documents of a financial nature and accounting records of the Club, including those referred to in sections 27.1.3 and 27.1.4.
  - 28.1.7 must provide a monthly to the Management Committee, quarterly to the Trustees, and yearly a summarised financial report of the preceding year to the Annual General Meeting.

## 29 CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE

- 29.1 A casual vacancy occurs in the office of the Management Committee becomes vacant if the Committee Member:
  - 29.1.1 Fails to perform in their role to the expectations of the Trustees and/ or Management Committee and by majority vote of both is asked to resign;
  - 29.1.2 dies;
  - 29.1.3 resigns by notice in writing delivered to the Management Committee;
  - 29.1.4 is permanently incapacitated by mental or physical ill health;
  - 29.1.5 is absent without leave from more than 3 consecutive Committee meetings; or



29.1.6 ceases to be a Member.

## 30 PROCEEDINGS OF TRUSTEE OR MANAGEMENT COMMITTEE

- 30.1 The Trustees or Management Committee must meet together for the dispatch of business as often and when required to transact and/or develop the business of the Club.
- 30.2 Subject to 23.6, each Trustee or Management Committee member has a deliberative vote.
- 30.3 Oral or written notice of a meeting of the Trustees or Management Committee must be given by the respective Secretary and/or Chairman to each member of the committee meeting no less than seven days (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- 30.4 No business is to be transacted by the Trustees or Management Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting stands adjourned to a place and hour to be advised to the Trustees and/or Management Committee by the relevant Secretary.
- 30.5 A question arising at a Trustee and/or Management Committee meeting must be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Trustee and/or Management Committee meeting has a casting vote in addition to his or her deliberative vote.
- 30.6 At a Trustee and/or Management Committee meeting 60% (sixty percent) of the committee members including the Chair, Deputy Chair, and/or President forms a quorum.
- 30.7 Non-Committee members may, on the invitation of the Trustees and/or Management Committee, attend meetings and may have access to extracts from the minutes relating to the purposes for which they were invited.
  - 30.7.1 Members invited to Trustee and/or Management Committee meetings shall not be entitled to receive a copy of the minutes of the meeting.
- 30.8 Trustee and/or Management Committee meetings draft minutes will be published for review by the Secretary by email to the members present within 1-week of the meeting.
  - 30.8.1 The Committee members are required to confirm acceptance or propose changes within 1-week of the draft minutes having been published.
  - 30.8.2 The Secretary will collate the feedback and/or approvals and the meeting minutes shall be reviewed, amended and confirmed as approved at the following committee meeting.

## 31 GENERAL MEETINGS

- 31.1 The Management Committee:
  - 31.1.1 may at any time convene a General Members Meeting.
  - 31.1.2 may at any time convene a Special Members General Meeting.
  - 31.1.3 must within 30 days of receiving a request in writing to do so from not less than 20% (twenty percent) of members, convene a Special Members General Meeting for the purpose specified in that request.
- 31.2 The Secretary must give to all Members not less than 14 days written notice of a Special Members General Meeting and of any motions to be moved at the Special General Meeting.
- 31.3 The quorum for a General Members Meeting or a Special Members General Meeting is at least 30% (thirty-percent) of members and the Chairman, Secretary, and/or President.
- 31.4 Members must be advised of a General Members Meeting not less than 14 days in advance.



- 31.5 A question arising at a General Members Meeting must be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the meeting has a casting vote in addition to his or her deliberative vote.

## 32 ANNUAL GENERAL MEETINGS.

- 32.1 The Annual General Meeting (AGM) of the Club must be held every year on a day and hour to be determined by the Management Committee for the purpose of transacting the business of the Club. The ordinary business of the AGM includes:
- 32.1.1 presentation of minutes of the previous AGM;
  - 32.1.2 annual review of Club activities;
  - 32.1.3 tabling of reports;
  - 32.1.4 confirming membership subscription and joining fees;
  - 32.1.5 the election of office bearers where required;
  - 32.1.6 discussion of any business of which due notice has been given; and
  - 32.1.7 general business agreed in advance with the Management Committee.
- 32.2 The quorum for an AGM is at least 30% (thirty-percent) of Members.
- 32.3 The time and venue of the AGM will be determined and published by the Management Committee in advance, along with a proposed agenda and topics for discussion prior to and for final voting at the AGM.
- 32.4 At least 15-working days prior to an AGM, Members shall provide to the Secretary any exceptional items that it would like to be included on the agenda for the AGM and the Management Committee shall at its own discretion determine the meeting agenda.
- 32.5 Only the Management Committee and Members with a current and paid annual subscription are eligible to vote at an AGM, EMGM, GMM, SMGM or any other Club meeting where a vote is required.
- 32.6 A question arising at an AGM not required to be resolved by Special Resolution must be decided by a majority of votes of the Management Committee having given due consideration to the views of the Members, but, if there is an equality of votes, the person presiding at the meeting has a casting vote in addition to his or her deliberative vote.
- 32.7 Members must be advised of the AGM not less than 21 (twenty-one) days in advance.

## 33 EXTRAORDINARY MEETINGS

- 33.1 Extraordinary General Meetings shall be held by the Club when:
- 33.1.1 Such Extraordinary General Meeting (EGM) is convened by the Chairman of either the Trustees and/or Management Committee of the Club for the time being; or
  - 33.1.2 At least 20% (twenty-percent) of fully paid-up Members of the Club serve notice in writing signed by themselves, or the Chairman of the Trustees and/or Management Committee or Secretary of the Club requiring the Management Committee to convene and to appoint (within fourteen days of the service of such notice) a day, time and place for the holding of an Extraordinary General Meeting.
- 33.2 Upon the appointment of such EGM of the Club pursuant to paragraph 33.1 above every fully paid-up Member shall have emailed (including via social media) to him/ her by the Secretary, at least 7 (seven) clear days prior to the date of such EGM together with the day, time and place at which such Extraordinary General Meeting is to be held.



- 33.3 An MC-EGM may by majority resolution, remove any Member of the Management Committee or of a Sub-Committee before the expiration of that person's period of office with the approval of the Trustees.
- 33.4 Subject to 19, An MC-EGM may by majority resolution, remove any Member from the Club before the expiration of that person's annual membership.
- 33.5 The business at an EGM of the Club shall be confined to the purpose for which the said Extraordinary General Meeting was called, and any other business set out in the notice.

## 34 VOTING RIGHTS OF MEMBERS OF THE CLUB

- 34.1 Subject to section 30.3, each fully-paid Member present is entitled to a deliberative vote.
- 34.2 Voting must be conducted after proposal and seconding, by show of hands unless a ballot is requested by at least 30% (thirty-percent) of members present.

## 35 PROXIES OF MEMBERS OF THE CLUB

- 35.1 A Member may appoint in writing a maximum of one other Member to be his or her proxy by notice given to the Secretary no later than 5-working days before the time of the meeting in respect of which the proxy is appointed.
- 35.2 Any Member may only hold one proxy for another Member.
- 35.3 The notice appointing the proxy is to be in the form set out in Appendix 1.

## 36 SERVICE OF NOTICE

- 36.1 For the purpose of this Constitution, a notice may be served by or on behalf of the Club on any Member either personally, private social media or by sending it by post and/or email to the Member at the Member's email or home address shown in the register of Members.
- 36.2 If a document is sent, electronically or via post to a person by properly addressing, emailing or via social media, the document is, unless the contrary is proved, taken for the purposes of this Constitution to have been served on the person three days after dispatched.

## 37 LAWFUL VEHICLE USE

- 37.1 Each Member is required to ensure that their vehicle(s) used or displayed at a Club event is licensed and taxed in accordance with the law, on condition that:
  - 37.1.1 the vehicle concerned is inspected and passed as roadworthy as required by the law;
  - 37.1.2 the Member uses the vehicle strictly in accordance with the conditions of use imposed by law and of the Club.
- 37.2 The Club takes no responsibility for loss or damage caused to or by Members cars and shall be indemnified by the Member whose vehicle has caused or created any damage or loss.

## 38 CONSTITUTION CHANGES

- 38.1 This Constitution binds every Member and the Club to the same extent as if every Member and the Club had signed this Constitution and agreed to be bound by all its provisions.
- 38.2 A rule may only be created, altered or rescinded by the Trustees and Management Committee at their sole discretion.
- 38.3 A proposal to created, alter or rescinded at an EGM called for that purpose, or at an AGM and then, subject to 34.2, will be considered in by Management Committee and Trustees.



- 38.4 In the event of any doubt or difficulty arising as to the meaning of any rule, the meaning is as determined by the Trustees and/or Management Committee by majority vote. Such a determination is final and binding on the Members, subject only to a reversal by a Special General Meeting called for that purpose.
- 38.5 The Trustees and Management Committee by majority vote has the power to create, alter and rescind rules, consistent with the rules herein, for specific purposes as determined from time to time. Any such rules must be recorded in meeting minutes by the Secretary.

## 39 MEMBER TRANSACTIONS & SOCIAL MEDIA

- 39.1 The Club makes no representations, provides no warranties and takes no responsibility for transactions and/or trading between Members and/or Non-members. Any such dealings are made between the individuals concerned in their private capacity.
- 39.2 Where Members choose to use social media (e.g. WhatsApp, Facebook and/or any other platform including similar capabilities) to communicate within a closed user group with other Club Members (i.e. group consisting mainly of Club Members) they will give due consideration to the potential intrusion on or offence to other Club Members who may have no interest in the subject or content of the communication.
- 39.3 Subject to 39.2, the Management Committee or its delegate reserves the right to instruct any Member posting, in its opinion or based on complaints received from other Member(s), to stop posting a particular message thread in the interest of minimising interruption to other unengaged or offended Members. In the event that the requested Member fails to cease posting as requested or posts inappropriate content the Management Committee or its delegate shall be entitled to:
- 39.3.1 remove the Members ability to post messages on the platform used by the Club (to the extent that the functionality exists); and/or
  - 39.3.2 remove the Member from the Club group shared platform (e.g. WhatsApp, TeamApp, etc) temporarily; and until the matter has been reviewed by the Management Committee; and/or
  - 39.3.3 expel the Member from the Club.

## 40 INSPECTION OF RECORDS, ETC OF THE CLUB

- 40.1 A Member of the Management Committee or Trustee may at any reasonable time inspect without charge the books, documents, records, and securities of the Club, on request of no less than 14 (fourteen) days notice.
- 40.2 Abridged Club accounts will be produced periodically by the Treasurer for circulation to Members and for statutory reporting.
- 40.2.1 Members can view a copy of the audited and publicly available financial summary statements by making a request in writing to the Treasurer.

## 41 CHARITIES

- 41.1 The Management Committee will periodically select, review, and vote on, potential charities where it feels a relationship would be mutually beneficial, with both organisations sharing core values.
- 41.2 The first charity will be selected by and within the Management Committee.
- 41.2.1 Members will be invited to make suggestions for changes to the club Charity.
  - 41.2.2 Any proposals should be sent the Club Secretary who will act as advocate.
  - 41.2.3 The Management Committee will review and vote on these proposals, the Management Committee decision is final.



- 41.3 Where a relationship is entered into with a charity:
- 41.3.1 The Club may provide links or reference on the Club website to facilitate voluntary donations of time, cash, and goods by the Members to the charity.
  - 41.3.2 donations will be made either directly to the charity or through an independent third party.
  - 41.3.3 The Club leaflets and printed material may at the discretion of the Management Committee, carry the logo of the charity.
  - 41.3.4 The Club may publicise its link with and support for the charity in social media, where practicable and where appropriate, through event publicity.
  - 41.3.5 The support of the charity will be ongoing until cancelled by vote of the Management Committee.
  - 41.3.6 At least one review will be undertaken per annum.
  - 41.3.7 At the discretion of the Management Committee a donation from club cash reserves may be made to the nominated charity at each year end.

## 42 DISSOLUTION

- 42.1 The Club may be dissolved or wound up by the Trustees and Management Committee by a Special Resolution at any Annual General Meeting or Special General Meeting called for such purpose.
- 42.2 If upon dissolution or winding up of the Club there remains after the satisfaction of all of its debts and liabilities any property whatsoever the same must not be paid to or distributed among the Members of the Club but must be given or transferred to some other club as determined by the Trustees and Management Committee, and having objects similar wholly or in part to the objects of the Club or to some other institution having charitable status.
  - 42.2.1 The Trustees and Management Committee shall vote on which Club the assets should be transferred to.

END





## APPENDIX 1 - FORM OF APPOINTMENT OF PROXY CONSTITUTION- AFRO CLASSICS (RULE 35)

I, ..... of (address of member) .....

being a member of the Afro Classics hereby appoint .....

(full name of proxy) of ..... (full name) (address)

being a member of ACR, as my proxy to vote for me on my behalf at the Annual General Meeting of the Club  
(Annual General Meeting or Special General Meeting, as the case may be) to be held  
on:..... [date] and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

Signature of Member appointing proxy

Date

*NOTE: A proxy vote may not be given to a person who is not a fully paid member of Afro Classics.*



## APPENDIX 2 - MANAGEMENT COMMITTEE RESPONSIBILITIES

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### 1. CHAIRMAN RESPONSIBILITY

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- 1.1. The Membership appoints the Chairman of the Club.
- 1.2. The Management Committee Chairman is responsible for the regional promotion and growth of the Club (e.g. public relations).
- 1.3. The Chairman in consultation with the membership, Trustees and Management Committee appoints the Members of the Management Committees.
- 1.4. The Chairman's responsibilities shall include:
  - 1.4.1. Approval of Club branding.
  - 1.4.2. Provide a framework of support, products, and services to facilitate the effective and efficient operation of all Regions and operational committees.
  - 1.4.3. Solicit and receive all reports of Committees and Regions as required by the Club's Management Committee.
  - 1.4.4. Receive and review operating policies and procedures of Regions and its Committees and the changes hereto for approval by the Management Committee.
  - 1.4.5. Initiate corrective action if a Region or Committee is not in compliance with the Club Policies and Procedures.
  - 1.4.6. Implement and oversee external communications relevant to the operation of the Club, Regions, and Committees.
  - 1.4.7. Prepare and recommend to the Management Committee the policies and procedures which should be included as a part of the operations of the Regional Committees.
  - 1.4.8. Manage any budget created for activities of the Regions and its Committees.
  - 1.4.9. Facilitate the development and production of a Manual of operational policies and procedures for Regions and its Committees for approval by the Management Committee.
  - 1.4.10. Review and oversight of Public Relations, Events, Finances, Communications, and compliance with laws.
  - 1.4.11. Review and approve use of Club branding and the use of trademarks in accordance with the Club's policies.

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### 2. Secretary

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- 2.1. The Club Secretary is responsible for operational governance and managing the formal process of revising and updating policies and procedures for the approval of the Management Committee.
- 2.2. The Club Secretary is responsible for the Secretariat Committee and shall nominate members of the Secretariat Committee Members:
  - 42.2.2 The Committee shall have at least two members; and
  - 42.2.3 The Management Committee approves the Members of this Committee; and



- 42.2.4 Any Committee member(s) shall only be granted access to elements of Members data where absolutely necessary to fulfil their role.
- 2.3. The Secretariat Committee's responsibilities shall include:
  - 2.3.1. Develop procedures on how policies are implemented and maintained.
  - 2.3.2. Receive suggested changes to policies and procedures;
    - 42.2.4.1 review, organise and modify as appropriate and then present these changes to the Management Committee for consideration.
  - 2.3.3. Prepare in conjunction with other members of the Management Committee reports on matters related to policies and procedures as required by the Management Committee.
  - 2.3.4. Prepare and recommend to the Management Committee the policies and procedures which should be included as a part of the operations of this Committee, the Club and its membership.
  - 2.3.5. Making recommendations for or against proposed changes to the Management Committee structure and/or membership;
  - 2.3.6. Manage the voting process on all Club matters where a vote is required or requested.
  - 2.3.7. Ensure appropriate posting and record-keeping of all policy and constitutional changes.
  - 2.3.8. Recommend to the Management Committee the classes and framework for managing Membership within the Club (e.g. Register vs. Car Club).
  - 2.3.9. Recommend to the Management Committee refinements to the eligibility requirements for Membership.
  - 2.3.10. Oversight of Membership record keeping.
  - 2.3.11. Interface with the Budget & Finance Committee to develop recommendations for Dues and Membership Fees.
  - 42.2.5 Establish communications links in concert with the Regions and Committee to review issues, provide advice and assistance with the membership chairs of the Regions.
  - 2.3.12. Manage any approved budget created for activities associated with the Secretariat Committee.

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### 3. Finance & Budgeting

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- 3.1. The Treasury Committee is responsible for the development and administration of the Club's financial operations, including preparation of the Club's budget and accounts.
- 3.2. The Management Committee Member responsible for Finance & Budgeting shall lead this Treasury Committee, as well as hold the office of Club Treasurer. The Treasurer appoints the Members of this Committee.
  - 3.2.1. The Committee shall have at least three members.
- 3.3. The Committee's responsibilities shall include:
  - 3.3.1. Developing and monitoring the Club's budget and expenditure
  - 3.3.2. Recommending changes to the budget to the Management Committee.
  - 3.3.3. Forecasting cash flows.
  - 3.3.4. Recommending investments of surplus funds.



- 3.3.5. Reviewing Club bookkeeping.
- 3.3.6. Working with independent auditor in conducting and planning of annual audit
- 3.3.7. Working with tax accountants in planning and preparing Club tax returns
- 3.3.8. Prepare and recommend to the Management Committee the Policies and Procedures which should be included as a part of the operations of this Committee, the Club and its membership.
- 3.3.9. Manage any budget created for activities of the Finance & Budget Committee.

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## 4. Treasurer

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- 4.1. The Finance & Budget Committee is responsible for the development and administration of the Club's financial operations, including preparation of the Club's budget and accounts.
- 4.2. The Executive Member responsible for Finance & Budget shall lead this Committee, as well as hold the office of Club Treasurer. The Treasurer appoints the Members of this Committee. The Committee shall have at least three total members.
- 4.3. The Committee's responsibilities shall include:
  - 4.3.1. Reviewing Club bookkeeping and developing processes.
  - 4.3.2. Developing and monitoring the Club's budget and expenditure
  - 4.3.3. Recommending changes to the budget to the Management Committee.
  - 4.3.4. Prepare reports for the Management Committee on matters related to the Club's finances as required.
  - 4.3.5. Forecasting cash flows.
  - 4.3.6. Recommending investments of surplus funds.
  - 4.3.7. Working with independent auditor in conducting and planning of annual audit
  - 4.3.8. Working with tax accountants in planning and preparing Club tax returns
  - 4.3.9. Prepare and recommend to the Management Committee the Policies and Procedures which should be included as a part of the operation manual of this Committee, the Club, and its membership.
  - 4.3.10. Manage any budget created for activities of the Finance & Budget Committee.

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## 5. Club Events

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- 5.1. The Club Events Committee is responsible for ensuring that members and guests are welcomed at club events, for ensuring the participants have positive experiences, and that health and safety requirements are met.
- 5.2. The Executive responsible for the Hospitality Committee is appointed by the Chairman in consultation with the Membership and Trustees. The Executive responsible appoints the Members of this Committee.
  - 5.2.1. The Committee shall have at least three total members.



- 5.3. The Committee is responsible for providing and/or recommending catering arrangements, wardens/security for events to the Management Committee for review and approval.
- 5.4. The Hospitality Committee shall provide updated reports on the plans for each scheduled event, where possible, at least 3-months in advance.
- 5.5. The Committee's responsibilities shall include:
  - 5.5.1. Identifying, liaising and organising events for the Club
    - 5.5.1.1. For each event creating an event delivery team.
    - 5.5.1.2. Organising wardens/ hosts to ensure that event space is managed safely.
  - 5.5.2. Producing an event plan for each event for approval by the Management Committee.
  - 5.5.3. Managing the collection and evaluation of event data and participation feedback
  - 5.5.4. Assisting with event publicity and promoting events to maximise member participation.
  - 5.5.5. Prepare and recommend to the Management Committee the Policies and Procedures which should be included as a part of the operations of the Committee, the Club and its membership.
  - 5.5.6. Coordinating and organising entry for members to events, including ensure that members have met the entry requirements (e.g. car age, ticket purchased, etc)
  - 5.5.7. Establish hosts for special guests at events.
  - 5.5.8. Capturing video and photos of events
  - 5.5.9. Organising, distributing, and accounting for food donations at events.
  - 5.5.10. Managing the collection and evaluation of hospitality data and participation feedback
  - 5.5.11. Establish recommendations for increasing Membership value and benefit.
  - 5.5.12. Managing and administering the budget allocated to the Hospitality Committee

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## 6. Membership & Events

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- 6.1. The Membership Committee is responsible for managing the administration of new members, the retention of existing members, and for Events.
- 6.2. The Membership Management Committee member is responsible for this Committee.
- 6.3. The Membership Executive nominates the Membership Committee members.
  - 6.3.1. The Committee shall have at least three Members.
  - 6.3.2. The Management Committee approves the Members of this Committee.
- 6.4. The Committee's responsibilities shall include:
  - 6.4.1. Develop and document the new Members induction process and procedures.
  - 6.4.2. Ensure that membership data is protected in accordance with GDPR
    - 6.4.2.1. Access to individual personal records should not be provided to any member of the Management Committee except the Secretary & Chairman
    - 6.4.2.2. Membership Committee Members should only be given access to Members information where it is absolutely necessary for the fulfilment of their role.



- 6.4.3. Produce membership cards for new Members and ensuring any associated merchandise is provided.
- 6.4.4. Notify the Finance & Budgeting Committee monthly of all memberships due for renewal in the following month.
- 6.4.5. Perform new Member interview 3-months after on-boarding a new joiner.
- 6.4.6. Ensure accurate membership records are available.
- 6.5. The Membership & Events Committee is responsible for the coordination of administration for Club events, including the Annual Meet, Tours, Inter-regional Meets and other National activities.
  - 6.5.1. Recommend to the Management Committee refinements to the eligibility requirements for Membership.
  - 6.5.2. Interface with the Budget & Finance Committee to manage Membership subscriptions.
- 6.6. Manage any approved budget created for activities associated with the Membership Committee.

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## 7. Technology and Communication

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- 7.1. The Technical & Communications Committee is responsible for the development and administration of the Club's technical IT infrastructure, social media activities and membership communications.
- 7.2. The Management Committee Member responsible for Technology and Communication shall establish this Committee which must be approved by the Management Committee. The Committee shall have at least 5 (five) total members.
- 7.3. The Technology and Communications Committee is responsible for the leadership, development, coordination, and administration of Club communications within and outside of the Club.
- 7.4. The Management Committee member responsible for Technology and Communication appoints members of this Committee. The Committee shall have at least three total members.
- 7.5. The Committee shall have the following responsibilities:
  - 7.5.1. Develop and administer an approved annual budget for all communications activities as provided by the Management Committee.
  - 7.5.2. Develop an online periodical publication for the membership while being cost efficient in its production.
  - 7.5.3. Maintain and publish a guideline for Club publications.
    - 7.5.3.1. Produce general technical information material regarding the maintenance, repair and restoration of classic cars
    - 7.5.3.2. Produce technical articles
    - 7.5.3.3. Recruiting technical experts on various models and to serve as consultants to Club Members
    - 7.5.3.4. Promote and provide technical seminars for Members
    - 7.5.3.5. Partner with technical specialists from various marques on publication of technical information and providing technical seminars
  - 7.5.4. Maintain the Club website and continue to enhance its ability to provide the Membership with timely and useful information.



- 7.5.5. Work with the Management Committee in managing Club publications and communications.
- 7.5.6. Assist the Regions to ensure all Club publications are consistent.
- 7.5.7. Prepare reports to the Management Committee on matters of Communication as required by the Management Committee.
- 7.5.8. Prepare and recommend to the Management Committee the Policies and Procedures, which should be included as a part of the operations of this committee, the Club and its Membership.
- 7.5.9. Ensure that Digital Platforms are secure, and data is not compromised and/or processes exists to manage data breaches or threats.
- 7.5.10. Ensure that all software versions are kept up to date.

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## 8. Events & Merchandising

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## APPENDIX 3 - TRUSTEE & MANAGEMENT COMMITTEE CRITERIA

Trustees and Management Committee Members should have demonstrable knowledge and technical competence in the management of a community focussed or events-based organisation.

The credibility of the Club, its individual Members and the effectiveness and efficiency of the organisation will be enhanced by Trustees and Management Committee members who have such knowledge and skills from recent experience.

The criteria for Trustees and Management Committee roles are:

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### Demonstrated Management Competence

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#### 1.1. ABILITY TO ANALYSE

- 1.1.1. All Trustees and Management Committee Members regardless of whether they are from the not-for-profit or commercial sector must demonstrate the ability to analyse and consider the implications of that analysis for the decision-making process.

#### 1.2. COMMUNICATION SKILLS

- 1.2.1. Effective oral and written communication skills are necessary. These skills include the ability to communicate effectively in private meetings with members of the Club, in public meetings, and in written materials, speeches, articles, memos and external correspondence. Communication skills also include the ability to listen to and consider the views of others.

#### 1.3. JUDICIOUS DECISION-MAKING

- 1.3.1. Trustees and Management Committee Members of the Club should be capable of considering varied viewpoints, weighing the evidence presented in an impartial fashion, and reaching well-reasoned and supportable decisions in a timely fashion.

#### 1.4. AWARENESS OF THE FINANCIAL REPORTING ENVIRONMENT

- 1.4.1. Good financial analysis and reporting combined with a professional understanding of the business and economic environment.
- 1.4.2. Awareness of business and financial reporting issues that are relevant to, and affect the quality of, transparent financial reporting and disclosure of the Club's performance, including governance and controls.

#### 1.5. ABILITY TO WORK IN A COLLEGIAL ATMOSPHERE

- 1.5.1. Trustees and Management Committee Members should be able to show respect, tact and consideration for one another's views and those of third parties.
- 1.5.2. Trustees and Management Committee Members must be able to work with one another in reaching consensus views based on the objective of the Club to develop high-quality and transparent standards.
- 1.5.3. Trustees and Management Committee Members must be able to put the objective of the Club above individual philosophies and interests.

#### 1.6. INTEGRITY, OBJECTIVITY AND DISCIPLINE

- 1.6.1. The credibility of Trustees and Management Committee Members should be demonstrated through their integrity and objectivity. This includes intellectual integrity as well as integrity in dealing with fellow members of the Management Committee and others.





- 1.6.2. Trustees and Management Committee Members should demonstrate an ability to be objective in reaching decisions.
- 1.6.3. Trustees and Management Committee Members should also demonstrate an ability to show rigorous discipline and carry a demanding workload.

#### **1.7. COMMITMENT TO AFRO CLASSICS' MISSION AND PUBLIC INTEREST**

- 1.7.1. Trustees and Management Committee Members should be committed to achieving the objective of the Club to a high quality whilst ensuring transparency and efficiency.
- 1.7.2. Trustees and Management Committee Members of the Club should be committed to serving the public interest through a private standard-setting process.

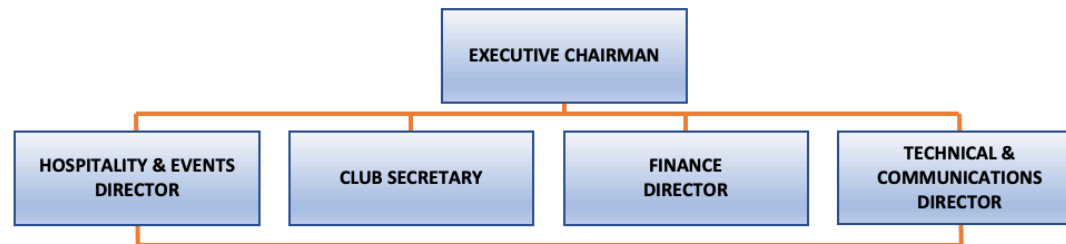


## APPENDIX 4 - AFRO CLASSICS GOVERNANCE STRUCTURE



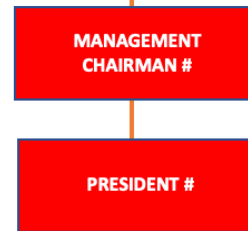
INDEPENDENT\*  
BOARD  
CIC  
ACR OVERSIGHT

# GOVERNANCE STRUCTURE

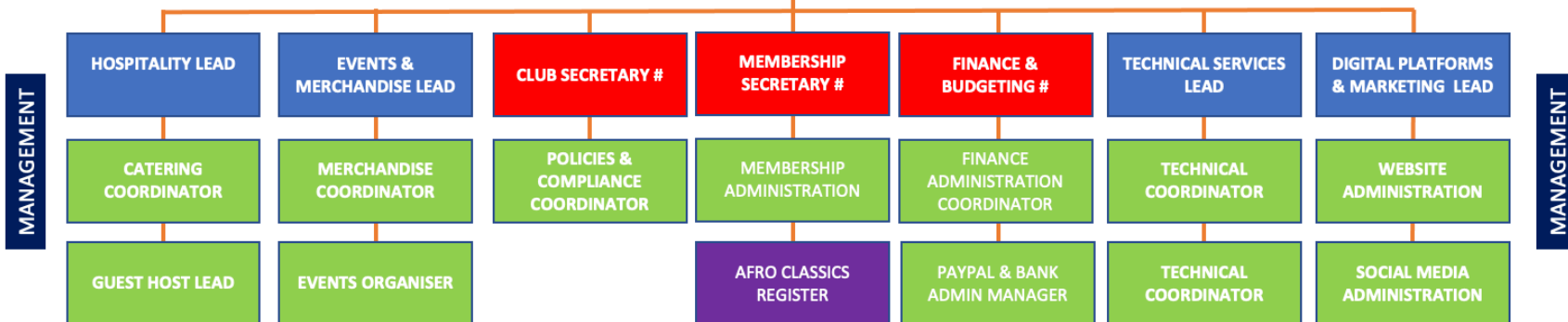


INDEPENDENT\*  
BOARD  
CIC  
ACR OVERSIGHT

- Independent Board selected from External Community Leaders with experience of operating within a CIC environment and/or a community-based organisation.
- Board will be selected by ACR's Nomination Committee
- Only Management Committee roles in red will have voting rights



# Management Committee  
Voting Members



MANAGEMENT

MANAGEMENT