

RULES
of the
BRISTOL OWNERS' CLUB

1 DEFINITIONS AND INTERPRETATION

In these Rules unless the context requires otherwise:

- 1.1 The '**Act**,' the '**Board**,' the '**Club**,' and a '**Member**' have the same respective meanings as in the Articles;
- 1.2 '**AGM**' means an Annual General Meeting of the Club;
- 1.3 The '**Articles**' means the Articles of Association of the Club as in force at the relevant time;
- 1.4 The '**Committee**' means the committee duly constituted under Rule 4;
- 1.5 An '**Officer**' of the Club means a person appointed by the Committee from time to time to assist in conducting such aspects of the Club's affairs as shall be specified by the Committee;
- 1.6 An '**Official**' of the Club means a member of the Committee and until the Members in general meeting determine otherwise shall be synonymous with a member of the Board;
- 1.7 Unless the context requires otherwise, words or expressions contained in these Rules have the same respective meanings as in the Act and in the Articles but excluding any statutory modification of the Act not in force when these Rules become binding on the Members;
- 1.8 In the event of any conflict between these Rules and the Articles the latter shall prevail;
- 1.9 The masculine includes the feminine and vice versa and, where appropriate, the singular includes the plural.

2 MEMBERSHIP

- 2.1 Any individual aged 17 or over resident in any part of the world who is interested in Bristol Cars may apply for membership in such form signed by the candidate as the Committee shall from time to time prescribe and specifying the membership category he seeks to join, provided that:

- 2.1.1 Honorary Membership shall be open only to individuals nominated by the Board and approved by the Members in general meeting;
 - 2.1.2 The application form shall include an undertaking by the candidate to be bound (upon becoming a Member) by the Articles, these Rules and any bye-laws duly made pursuant to them as they may respectively be amended from time to time;
 - 2.1.3 Such form shall further make clear that it may be signed by one alone of the candidates for a Family Membership only where the signatory is authorised to do so on behalf of both.
 - 2.1.4 Membership in any category is open only to natural persons. No body corporate or other body of persons may become a Member.
- 2.2 Any candidate for Full or Family Membership whose application is approved by the Committee becomes a Member on payment of any appropriate entry fee and subscription. A person becomes an Honorary Member upon election by the Members in general meeting.
- 2.3 The Club is entitled to refuse membership in its unfettered discretion and shall not be obliged to give reasons for its decision. A candidate whose application is not accepted shall have no right or remedy against the Club nor against any Official, Officer, Board member or employee of the Club in that regard.
- 2.4 The following voting rights at general meetings of the Club shall apply:
- 2.4.1 Each Full Member is entitled to one vote;
 - 2.4.2 Each person comprised in a Family Membership is entitled to one vote;
and
 - 2.4.3 Honorary Members have no right to vote.
- 2.5 The Secretary must post a copy of these Rules on the Club's website and ensure that it is:
- 2.5.1 kept up-to-date; and
 - 2.5.2 accessible to Members and candidates for membership.

3 SUBSCRIPTIONS

- 3.1 Membership is renewable annually on 1 January. A Member whose subscription has not been paid by 31 March shall be deemed to have resigned.
- 3.2 The subscription payable by a member joining after 30 June in any year shall not exceed one-half of the annual subscription. One joining after 30 September shall not be required to pay more than one-quarter.
- 3.3 An entry fee shall be payable on becoming a Member (other than an Honorary Member) and may be payable on re-joining, at the discretion of the Committee.

- 3.4 The level of the entry fee and annual subscription may only be changed by the Members in general meeting.

4 COMMITTEE

- 4.1 The Club's day-to-day business shall be transacted by its Committee.
- 4.2 Unless and until otherwise determined by the Members in general meeting:

- 4.2.1 the maximum number of Board members shall be eight; and
4.2.2 the Board shall constitute the Committee.

provided that until the first AGM the members of the committee of the pre-existing unincorporated Bristol Owners' Club shall constitute the Committee of the Club and in the same respective capacities

- 4.3 The composition of the Committee may be altered from time to time by the Members in general meeting.
- 4.4 The Committee may co-opt a Member to fill any casual vacancy arising. A co-opted Committee member shall serve until the next following AGM.
- 4.5 The Committee shall appoint the following Officials of the Club from among their number:
- 4.5.1 Chair;
4.5.2 General Secretary;
4.5.3 Treasurer;
4.5.4 Membership Secretary;

each of whom may appoint another Official to deputise for him at meetings of the Committee in the event of absence. All other duly elected Officials shall be ordinary members of the Committee.

- 4.6 Each Committee member shall have one vote in all of its proceedings save that in the event of a tie the Chair shall have a second or casting vote.
- 4.7 The election of Board members shall ordinarily take place at the AGM.
- 4.8 The Committee shall meet as frequently as it thinks fit, by any means (or combination of means) enabling all participants to communicate with each other in real time. A quorum shall be three participating members of the Committee of whom one must be the Chair, the General Secretary or the Treasurer.
- 4.9 The Committee may appoint a Patron and or President subject to ratification at the next following AGM.

4.10 The Committee may delegate such of its functions or duties as it may specify to one or more sub-committees (each of which shall include at least one Official) or to one or more Officers.

4.11 The Committee may remove any of its members considered by a majority of the remaining such members to be:

4.11.1 guilty of conduct inconsistent with the objects of the Club; or

4.11.2 unfit to carry out his duties efficiently;

provided that no Committee member shall be so removed unless he has been given a reasonable opportunity to prepare and state to the Committee (either personally or by a supporter of his own choosing) his case for remaining a member of it.

5 DUTIES OF POST-HOLDERS

5.1 The duties of the **Chair** are:

5.1.1 To preside over all general meetings of the Club and all meetings of the Committee

5.2 The duties of the **Treasurer** shall be:

5.2.1 to have charge of and maintain proper accounts of the Club's funds which shall be deposited in an account in the name of the Club at a bank or banks determined by the Committee;

5.2.2 to pay the liabilities of the Club but only after authorisation by the Committee;

5.2.3 to keep accurate and appropriate records of all sums received and paid and of all liabilities incurred by the Club and all other necessary or appropriate records of the Club's financial transactions and position;

5.2.4 to keep the Committee regularly and fully informed of the Club's financial position by means of management accounts or by such other means as the Committee may approve;

5.2.5 to arrange for the preparation of the Club's annual accounts of income and expenditure and balance sheet in accordance with all applicable legislation and to present them in draft to the Committee for review; and

5.2.6 following approval by the Committee to make available copies of such draft accounts to be provided by the General Secretary to the Members with the Agenda for the next ensuing AGM;

provided that:

i electronic bank transfers approved by the Committee may be signed off by the Treasurer;

- ii all cheques in payment of liabilities of the Club shall be signed by the General Secretary and the Treasurer (but the Chair may sign in place of one only of them who is unavailable);
- iii the draft annual accounts and balance sheet referred to in Rule 5.2.5 must be signed off (prior to submission to the Committee) by a duly qualified independent accountant approved by the Committee subject to ratification at the next ensuing AGM.

5.3 The duties of the **General Secretary** shall be:

- 5.3.1 to record Minutes of all meetings of the Board, the Committee and the Club in general meeting;
- 5.3.2 to send copies of the Minutes of all meetings of the Board and the Committee to all Officials and Officers; and
- 5.3.3 to receive and respond to all correspondence on behalf of the Club;
- 5.3.4 to perform the duties of the Secretary pursuant to the Act and to the Articles;

provided that the General Secretary may delegate the handling of correspondence on specific issues to other Officials or Officers under his or her supervision; and

5.4 The duties of the **Membership Secretary** are:

- 5.4.1 to establish and maintain a register of Members in accordance with the Act and to make it available to the General Secretary from time to time for the purpose of fulfilling the requirements of the Act;
- 5.4.2 to keep all membership records including details of Members' cars (and all members shall provide to the Membership Secretary such particulars as he may require of their Bristol or Bristol-engined vehicles);
- 5.4.3 to collect entry fees and subscriptions;
- 5.4.4 to arrange the annual preparation and circulation to Members of a Membership and Car List;
- 5.4.5 to maintain a register of Bristol Cars;

6 ELECTION OF OFFICIALS

6.1 Subject to Rule 4.2 Officials shall be elected at an AGM.

6.2 At each AGM one-third of the elected Officials (in descending order of length of service on the Committee since their first or most recent election, whichever is the shorter) shall retire but shall be eligible for re-election. There is no limit on the number of times any Official may be re-elected.

- 6.3 If the Committee has an odd number of members, the number required to retire shall be rounded up to the nearest whole number.
- 6.4 Any nomination for election as an Official must reach the General Secretary in writing 49 days before the AGM and must:
- 6.4.1 signify the consent of the nominee to serve as an Official
 - 6.4.2 be signed by the nominee
 - 6.4.3 be signed by a proposer and a seconder each of whom must be a Member.
- 6.5 Only those Members entitled to vote at general meetings of the Club are eligible for election as Officials or as members of the Board.

7 GENERAL MEETINGS

- 7.1 An AGM shall be held once in each calendar year and not more than 15 months shall elapse between any two AGMs.
- 7.2 The General Secretary shall give all Members at least 63 days' notice of the date of the AGM, inviting them to submit proposed resolutions and nominations for election to be considered at such meeting together with (if desired) any supporting statement which the proposer wishes the Club to circulate to Members with the agenda for the AGM.
- 7.3 Any such proposed resolution or nomination received by the General Secretary at least 49 days before the notified date shall be placed on the agenda for consideration at the AGM. Any such proposal or nomination received at a later date may be considered at the AGM at the unfettered discretion of the Committee.
- 7.4 A special general meeting of the Club shall be called by the General Secretary as soon as reasonably practicable after receipt of a request for such meeting:
- 7.4.1 made by the Committee; or
 - 7.4.2 signed by at least 12 voting Members;
- in either case setting out in writing the resolution they require to be considered at such meeting accompanied by any supporting statement they wish the Club to circulate to Members with the agenda for the meeting.
- 7.5 The General Secretary shall give all Members at least 28 days' notice of the agenda for any general meeting together with:
- 7.5.1 a form of proxy in the form prescribed by the Articles enabling any Member who cannot attend to appoint another voting Member (who

may, but need not, be an Official) to vote on his behalf on all resolutions to be considered and all elections to be held at the meeting

7.5.2 any written statement by the proposer supporting any resolution to be considered at the meeting or by any candidate supporting his election; and

7.5.3 any written statement on behalf of the Committee supporting or opposing any such resolution or candidature;

7.6 Provided that the General Secretary shall not be obliged to circulate any statement which the Board considers:

- (i) to be gratuitously offensive;
- (ii) to be potentially defamatory;
- (iii) potentially exposes the Club or any Member to any legal liability; or
- (iv) to be unreasonably long.

7.7 A proxy may be exercised only if it has been received by the General Secretary at least 48 hours prior to the meeting.

7.8 The Chair may disqualify any proxy purporting to be appointed other than in the form circulated by the General Secretary.

7.9 The Chair or (if he is not present within 15 minutes after the appointed time for commencement of the meeting) the Patron or President if any shall preside over all general meetings of the Club but if none of them is then present the Members may elect one of the other Officials to preside over that meeting.

7.10 A resolution on the agenda shall be considered at the meeting if:

7.10.1 it is proposed and seconded by separate voting Members; and

7.10.2 the meeting is quorate;

and subject to the above shall be voted on by a show of hands. The rules as to the number required to form a quorum and the consequences if one is not present shall be those set out in the Articles.

7.11 A declaration by the person presiding as to the outcome of a vote by show of hands shall be conclusive unless a poll is called in accordance with Rule 7.12.

7.12 Any Member present in person or by proxy who is dissatisfied with the outcome of a vote by show of hands may call for a poll immediately the result of the show of hands is announced and in any event before the person presiding calls the next item on the agenda.

7.13 The person presiding may (after consulting all Officials present) determine that the poll should be conducted by a postal vote open to all voting Members in

which event the General Secretary shall make all necessary arrangements to conduct such poll by secret ballot as soon as reasonably practicable. Otherwise, the General Secretary shall forthwith:

7.13.1 conduct the poll by secret ballot of those present in person or by proxy at the meeting; and

7.13.2 report the outcome of the poll to the person presiding who shall forthwith announce it to the meeting.

7.14 If the General Secretary is not present at a general meeting the person presiding may designate another Official to fulfil the duties of the General Secretary at that meeting.

8 SUSPENSION AND EXPULSION

8.1 The Committee may expel any Member whose conduct (whether at any Club event or otherwise) is considered by the Committee to:

8.1.1 bring, or be likely to bring, the Club into disrepute; or

8.1.2 render the Member unfit to be a member of the Club.

8.2 The Committee shall not expel a Member unless:

8.2.1 it has given him reasonable written particulars of the conduct alleged at least 14 days before any resolution for expulsion is considered by the Committee;

8.2.2 it affords him a reasonable opportunity to answer the allegations at a meeting of the Committee at which consideration of the resolution to expel the Member is the sole item of business;

8.2.3 it permits the Member to be supported by a person of his choosing who shall be permitted to address that meeting.

8.2.4 the resolution for expulsion is carried with at least two-thirds of the Officials (other than the Member who is the subject of the resolution, if he is an Official) voting in favour.

8.3 The Club may suspend, for such period as it thinks fit, or for an indefinite period, any Member whose conduct (whether at any Club event or otherwise) is considered by the Committee to be prejudicial to the interests of the Club or its Members.

8.4 The Committee shall not suspend a Member unless:

8.4.1 he has been given reasonable written particulars of the conduct alleged at least 14 days before any resolution for suspension is considered by the Committee;

- 8.4.2 it affords him a reasonable opportunity to answer the allegations at a meeting of the Committee at which consideration of the resolution to suspend the Member is the sole item of business;
 - 8.4.3 it permits the Member to be supported by a person of his choosing who shall be permitted to address that meeting.
 - 8.4.4 the resolution for suspension is carried, with at least two-thirds of the Officials (other than the Member who is the subject of the resolution, if he is an Official) voting in favour.
- 8.5 In suspending a Member for an indefinite period the Committee shall specify the minimum period which must elapse before he may apply for the suspension to be terminated.
- 8.6 A Member suspended for an indefinite period may apply to the Committee at any time after the expiry of such minimum period for the suspension to be terminated.
- 8.7 Pending a Committee meeting called to consider a resolution to expel a Member the Committee may suspend him from all privileges of membership of the Club or from such of them as it shall specify by notice to that Member.
- 8.8 Subject to Rule 8.7 a Member suspended in accordance with this Rule 8 shall not be entitled to any of the privileges of membership during the period of suspension and shall not be nominated, elected or appointed as an Official or Officer or co-opted onto the Committee or any sub-committee or working-group. An Official or Officer who is suspended from membership of the Club shall be deemed to have resigned with immediate effect from all such posts.

9 DATA PROTECTION

- 9.1 The Club and its Members shall comply with all applicable legislation (including subordinate legislation) relating to data protection.
- 9.2 Officials and Officers with access to the Club's membership lists and other data may use them for any legitimate purpose necessary for the conduct of the Club's affairs.
- 9.3 The Committee may cause Members' names and their respective car data (but not any other personal data) to be made available to the Bristol Owners' Club of Australia (BOCA) and the Bristol Register of New Zealand (BRONZ).
- 9.4 Subject to Rules 9.2 and 9.3 Members must not use (or cause or permit to be used) any membership list or database produced or provided by the Club for any commercial purpose nor divulge any of its contents to any non-Member. No Member may use any membership list for the purposes of any bulk mailing

except as permitted by Rule 9.2 or 9.3 or with the express permission of the Committee.

10 ALTERATION AND ADDITION TO THESE RULES

10.1 Any alteration or addition to these Rules may only be made by the Members in general meeting where at least two-thirds of the votes cast are in favour of the resolution to adopt such alteration or addition. Rule 7 shall apply to any such meeting.

11 DISSOLUTION

11.1 The rules as to dissolution of the Club and the distribution of any resulting surplus shall be those set out in the Articles.

12 NOTICES

12.1 Any notice to be given to the Members or to any individual Member pursuant to these Rules shall be in writing and may be communicated by such means of postal, personal or electronic delivery or by such combination of such means as the Committee may determine from time to time.

12.2 Each Member must provide to the Membership Secretary (who shall make available to the General Secretary) the postal address of his principal private residence, an email address to which notices may be sent on behalf of the Club, and any other address appropriate to such (if any) other means of communication as the Committee may determine as appropriate for the communication of notices to Members generally.

12.3 It shall be the duty of each Member to ensure on a continuing basis that the Membership Secretary has notice at all times of each such address currently applicable to him.

12.4 A notice sent to a Member by any of the foregoing means to the last respective address notified by the Member to the Membership Secretary shall be deemed to have been validly given whether the Member receives it or not.

12.5 Any notice to be given by a Member to the Club may be given by post to the Club's registered office or by email to the address for the General Secretary most recently published to Members in the Club's newsletter or otherwise.

12.6 A notice given to a Member by:

12.6.1 Royal Mail special delivery tracked post is deemed to have been given when it is signed for;

12.6.2 personal delivery by an Official, an Officer or a contractor appointed on behalf of the Club is deemed to have been given at the time it is delivered;

12.6.3 email or other electronic means is deemed to have been given at the time it is sent; notwithstanding whether or when the Member actually receives it.