

Wolseley Register
Constitution – 2020

1. Title

The name of the Club shall be the 'Wolseley Register', referred to in this document as 'The Club'.

2. Legal structure

The Club is an Unincorporated Association and operates on a 'not for profit' basis.

3. Objectives

These are:

- a) To maintain a record of all existing examples of Wolseley motor vehicles.
- b) To encourage the restoration and preservation of such vehicles, and to foster interest in the Wolseley marque by all who are interested in Wolseley vehicles.
- c) To provide facilities for contact between members for the purpose of mutual aid, advice and discussion, as well as social and other activities.
- d) To publish information about Wolseley vehicles and the marque in general.
- e) To assist members in obtaining spare parts for their Wolseley vehicles.
- f) To co-operate with other societies with similar or sympathetic aims.
- g) In general, to do all such acts as shall further the active and corporate life of the Register.

4. Membership

Membership shall be open to anyone with an interest in the Wolseley marque.

Application for Membership

An individual wishing to join the Club must complete and submit an Application Form and pay both a joining fee and an annual subscription. Membership is provisional pending approval at the next Management Committee meeting. If Membership is not approved, the joining fee and subscription will be reimbursed.

Rights and responsibilities of Members

Members will receive copies of Wolseley World; have access to the Members' Area of the Club's website; be entitled to attend local and national meetings and events of the Club, bringing family members and friends; be entitled to vote at any local meetings and the Club's Annual General Meeting (AGM); be entitled to stand for office after a qualifying period of two years membership.

Members must pay annual subscriptions when due. They must abide by the rules and policies of the Club, as set out in this Constitution and elsewhere and must not do anything contrary to the interest of the Club or injurious to its reputation. Members must not make any public announcement in the name of the Club or represent it without approval of the Management Committee. Members do not have the power to bind or commit the Club without express authority from the Management Committee. Members, especially those who hold office, must be careful that any dealing or trading they may conduct on their own behalf is clearly separated from activities of the Club.

Subscription

Members must pay an annual subscription. The rates of subscription are determined by the Management Committee and published from time to time.

Termination of Membership

A Member may give notice of resignation at any time, to take effect on the date when the next annual subscription is due. Membership will be forfeit immediately if the subscription due remains unpaid. The Management Committee may terminate the membership of any Member whose conduct has been, in its opinion, contrary to the interest of the Club or injurious to its reputation. If such a termination is proposed, the Member will be afforded the opportunity to state his/her case to the Management Committee.

Honorary Members

The Management Committee may confer Honorary Membership on individuals who have delivered notable service to the Club. Honorary Members have the same rights as Members.

Affiliated Members

Other clubs, organisations or companies may be granted Affiliated Membership upon payment of a fee determined by the Management Committee. Affiliated Members do not have voting rights and may not stand for office in the Club. Their benefits will be determined on a case by case basis.

Data protection

The Club will handle and process the personal data of its Members in accordance with the Policy Document, '*GDPR Statement of Policy and Procedure*'.

GOVERNANCE

5. Annual General Meeting (AGM)

The AGM of the Club shall be held every year within four months of the financial year end, on a date determined by the Management Committee. At least eight weeks' notice of the AGM must be given to all Members and the agenda must be published at least three weeks prior to the meeting. Quorum at an AGM is fifteen Members.

The principal purposes of the AGM are to:

- a) Receive an annual report from the Management Committee.
- b) Receive from the Treasurer a full statement of accounts for the last year, such accounts having been inspected by a qualified person who is not an Executive Officer of the Club.
- c) Receive from the Treasurer a Budget for the current year.
- d) Receive nominations and elect the Club's Executive Officers.
- e) Endorse any new or amended Policy Documents which the Management Committee has put in place.
- f) Transact any other business.

The meeting will be chaired by the Chairman or Deputy Chairman except for d), when the President or a Vice President, or, in their absence, another elder of the Club will take the chair.

In respect of f), any Member may request discussion of a matter or submit a proposal to the AGM, provided this is done in writing, to the Secretary, at least four weeks before the date of the AGM.

A Member wishing to vote on an issue at the AGM but unable to attend in person may request a postal vote from the Secretary or give his proxy vote to another Member who will vote as directed or to the Chairman, to use at his discretion, subject to such arrangement being notified to the Secretary at least one week before the meeting.

6. Special General Meeting (SGM)

An SGM may be convened by direction of the Management Committee. At least eight weeks' notice of the SGM must be given to all Members and the agenda must be published at least three weeks prior to the meeting. Quorum at an SGM is fifteen Members.

The Management Committee must convene an SGM if this is requested, in writing to the Secretary, by at least fifteen Members.

7. Authority to act

All authority to act is vested in the AGM. However, the AGM delegates authority to conduct the day to day management of the Club to the Management Committee. In a similar way, the Management Committee delegates authority to individual officers. These delegations, which may change from time to time, are set out in a Policy Document, '*Delegated Powers of Authority*'.

8. Executive Officers

The AGM will elect a minimum of five officers: Chairman; Deputy Chairman; Secretary; Treasurer; and, Membership Officer. Nominations for these elected positions must be received by the Secretary at least four weeks prior to the AGM and the nominees and their proposers and seconders will be published by the Secretary. The elected officers form the core of the Management Committee which may appoint Members to other Executive Officer positions as and when they consider necessary. Requirements will vary but at present include: Webmaster; Librarian; Publicity Officer; Editor; Groups Liaison Officer, Regalia Officer, DVLA Liaison et al. All Executive Officer appointments last only until the following AGM.

In addition to being members of the Management Committee, Executive Officers will have responsibility, either alone or as part of a team, for aspects of the Club's activities. They will use their initiative and judgement, working within relevant budgets and will report to the Management Committee.

9. Management Committee

The day to day management of the Club is under the control of the Management Committee. It comprises the Executive Officers, both elected and appointed. The Management Committee will meet at least three times each year. At least four weeks' notice of meetings will be given to those eligible to attend. Meetings will be quorate provided that at least eight attend. In the event of a poll being taken, the chairman of the meeting will have a casting vote.

Attendance

One representative from each Regional or Local group may attend Management Committee meetings and participate fully in them, including taking part in any polls.

10. Non-executive Officers

Patron

A Patron may be appointed by the AGM, following nomination by the Management Committee. The Patron will enjoy the rights and responsibilities of a Member. The Patron will be a member of the Wolseley family or a person of national repute in the historic vehicle movement. The Patron is not expected to play a part in the management of the Club but to promote it externally. The Patron is not a member of the Management Committee.

President and Vice Presidents

One President and any number of Vice Presidents may be appointed by the AGM, following nomination by the Management Committee. The President and Vice Presidents will enjoy the rights and responsibilities of Members. The President and Vice Presidents are not expected to play a part in the day to day management of the Club but to be advisors to the Chairman and other Officers. The President and Vice Presidents are entitled to attend the Management Committee.

Technical Advisors

The Management Committee may appoint Technical Advisors whose role is to assist Members by giving advice about particular models of Wolseley.

11. Conduct of Officers and Members

Officers and, so far as relevant, Members of the Club must abide by Policies, covering various aspects of the Club's operation, which the Management Committee puts in place from time to time.

The Club maintains insurance to protect all Officers and Members from action by third parties whilst engaged on Club business.

AMENDMENTS TO THIS CONSTITUTION

Amendments to this constitution may be made at an AGM provided the details of the proposed changes are specified items on the agenda, and the resolution proposing such alterations is carried by a two-thirds majority vote at the meeting. The Secretary shall publish the details of any proposed change.

DISSOLUTION

The Club may be dissolved by a resolution carried by a two-thirds majority vote at any properly constituted General Meeting, provided that the proposal to dissolve the Club was a specified item on the agenda. On dissolution all archival material which is the property of the Club, (this material is also to include any items which are in care of Club Officers or others on behalf of the Club), shall be donated to the National Motor Museum, Beaulieu or another body with established connections to the classic car movement. The Choice of donee shall lie within the absolute discretion of the Management Committee in office at the time of dissolution. All existing spares stock and other assets shall be sold for the highest market price. All surplus monies after financial liabilities have been met shall be donated to an organisation which can perpetuate the Wolseley name and which is of the Management Committee's choice.

Approved by the AGM, March 2020