

Wolseley Register

DRAFT Constitution 2023

1. Title

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

2. Legal Structure

The Register 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 Register 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 shall be refunded.

Rights and responsibilities of Members

- Members will receive copies of Wolseley World;
- have access to the Members' Area of the Register's website;
- be entitled to attend local and national meetings and the Register's Annual General Meeting (AGM);
- be entitled to stand for office after a qualifying period of two years membership and be over the age of 18.

Joint Membership

Joint Membership is also available. Such Members will only be entitled to one copy of Wolseley World, but each member will retain the right to obtain spares and vote at the AGM. However, the spouse or partner of a Member will not be entitled to act as a proposer or seconder on

behalf of the Joint Member and in the event of either Joint Member standing for office, only one vote may be cast. For all other polls or elections, the Joint Members may each cast a vote.

Young Member

Anyone who is under the age of thirty will be entitled to a reduced subscription. Young Members seeking office must be aged 18 or over.

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

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 subscription is due, or with immediate effect if requested by a Member or a Member's representative. Membership will be forfeit if the subscription remains unpaid after two months. The Management Committee may terminate the membership of any Member whose conduct has been, in its opinion, contrary to the interests of the Register, or injurious to its reputation. If such termination is proposed, the Member will be afforded the opportunity to state his/her case to the Management Committee. No refunds will be given unless by discretion of the Management Committee.

Honorary Members

The Management Committee may confer Honorary Membership on individuals who have delivered notable service to the Register. Honorary Members will 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 Register. They will not have access to the Members' Area of the website. Their benefits will be determined on a case-by-case basis.

Data Protection

The Register 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 Register 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. A 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 Officer of the Register.
- c) Receive from the Treasurer, a Budget for the current year.
- d) Receive nominations and elect a minimum of five core Officers.
- e) Endorse any new or amended Policy Documents which the Management Committee has put in place.
- f) Transact Any Other Business (AOB)

The meeting will be chaired by the Chairman, or Deputy Chairman except for d), when the President, or Vice President, or in their absence, another elder of the club to be decided by the Chairman, 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 twelve 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. Nominations for officers

Nomination forms may be obtained from the Secretary at any time. All nominations must be accompanied by a written agreement from the Nominee accepting their nomination. All nominations and letters of acceptance should be with the Secretary no later than twelve weeks before the date of the AGM and should be accompanied by a brief description of the Nominee's suitability for the post.

Nominations for co-opted posts will be ratified by the elected Officers within two weeks of the date of the AGM.

Note regarding deadlines

Proposals to be put to the AGM and nominations for posts to be elected or co-opted at the AGM need to be submitted to the Secretary no less than twelve weeks before the date of the AGM in order to allow the Secretary to meet the deadline for items to go into the issue of *Wolseley World* which will be published at least eight weeks before the date of the AGM. In addition,

proposals and nominations will be published in the Members Area of the Register's website at least eight weeks before the date of the AGM.

7. Special General Meeting (SGM)

The Management Committee must convene an SGM if this is requested, in writing to the Secretary, by at least fifteen Members. No business will be transacted at the SGM, other than that stated in the original request to the Secretary.

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 an agenda must be published at least three weeks prior to the Meeting. A Quorum is fifteen Members.

8. Voting

Only fully paid up and Honorary Members may vote. The Chair shall not vote except to exercise his/her casting vote. At all meetings a majority of votes decides a resolution. Overseas Members shall have exactly the same rights as those Members of the Register in the UK.

All results of voting at General Meetings will be declared in full and minuted at the meeting by the Secretary.

9. Right to Participate

Only a paid-up single Member, Joint Member or Honorary Member may take part in the proceedings of any General Meeting.

10. Observance and Interpretation

On election to Membership, every Member shall be deemed to agree to be bound by the provisions of this Constitution and such amendments that are made from time to time.

11. 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 Register 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*'.

12. 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 twelve weeks prior to the AGM and the nominees, 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 Officer positions as and when they consider necessary. Requirements may vary, but at present include: Webmaster, Librarian,

Publicity Officer, Editor, Groups Liaison Officer, Regalia Officer, Spares Consultant, DVLA Liaison, et al. All Officer appointments last only until the following AGM.

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

All Officers and Members are expected to follow the Expenses Guidelines when claiming expenses.

13. Management Committee

The day-to-day management of the Register is under the control of the Management Committee. It comprises the 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 the 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. Any Member has the right to attend and observe any Management Committee meeting but without taking part in any polls.

14. Other Officers

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 Register, but to be advisors to the Chairman and other Officers. The President and Vice Presidents are entitled to attend Management Committee meetings.

Technical Advisors

The Management Committee may appoint Technical Advisors whose role is to assist Members by giving technical advice about particular models of Wolseley vehicles. This does not include physically working on Members cars.

Patron

A Patron may be appointed at the AGM, following nomination by the Management Committee. The Patron will enjoy the rights and responsibilities of a Member. The Patron will be a person of National repute in the historic vehicle movement.

15. Conduct of Officers and Members

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

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

16. 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.

The Constitution shall be published in the Members' area of the Website, but a printed copy can be supplied on request to the Secretary. The Policy Documents are also stored in the Members' area of the website.

17. Dissolution

The Register 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 Register was a specified item on the agenda. On dissolution, all archival material, which is the property of the Register (this material is also to include any items in the care of Register Officers, or others on behalf of the Register), shall be donated to 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 at the time of the 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.

To be put to the AGM, April 2024