



## CLUB ALFA UK LTD

### CLUB RULES

#### **Purpose**

These Rules of Club Alfa UK are intended to facilitate the smooth running of the Club by its Directors and Officers, and the activities and participation of its Members in line with the provisions of the Club's Memorandum and Articles of Association.

In the event of conflict, the Memorandum and Articles respectively shall take precedence over these Rules.

The Rules may be amended from time to time by the Directors and Management Committee. Members shall be notified of amendments by means of publication on the Club's web site. Ordinarily the new Rules will come into force twenty eight days from the date of the notification of the amendment.

#### **Definitions**

Words imputing the singular number only shall include the plural number and vice versa.

Words imputing the masculine gender shall include all genders.

Words imputing persons shall include corporations where the context dictates.

"Board" means the Board of Directors of Club Alfa UK Ltd.

"Club" means Club Alfa UK Ltd, abbreviated as Club Alfa.

"Director" means a company director of Club Alfa UK Ltd.

"Member" means a person who has completed a membership application and who has paid the membership fee and who is not in arrears.

"Officers" means the persons defined herein to manage the affairs of the Club on behalf of the Members.

"UK" shall mean the United Kingdom of Great Britain and Northern Ireland.

#### **The Company**

Club Alfa UK Ltd. is a company limited by guarantee with no share capital, registered at Companies House, reg. no. 12342464.

#### **Object and Ethos**

Club Alfa UK is a 'not-for-profit' Members Club. Its primary object is to provide opportunities for Members to pursue and develop their interests in all matters connected with the Alfa Romeo marque, by means of attendance at meetings and motor related events arranged both by the Club itself and by other persons or organisations, such as shows, outings, factory visits and the like.

Club Alfa aims to be a friendly and welcoming club in which Members can share their passion and in return for their subscription payments receive a high standard of service and member benefits.



The Club shall at all times be conscious of and respect the interests of the wider community and shall conduct its affairs accordingly; this may include participation in community and charitable events.

## **Membership**

### General

Membership of Club Alfa is open to all natural persons living in the UK who have an interest in Alfa Romeo vehicles of any era and who wish to develop that interest by associating in friendship with others who share their enthusiasm.

A person may join as an individual Member, or together with another person in the same household as a joint Member. Both joint Members are entitled to enjoy all of the privileges of membership, save that they will have only a single vote at General Meetings.

The Club does not offer age-related membership classes.

As well as the standard membership class, the Club also offers free and premium memberships. The benefits applicable to each class shall be determined by the Board and may be varied from time to time according to circumstances.

Free membership shall entitle the Member to participate in Club activities but other benefits are limited and there shall be no voting right at a General Meeting of the Club.

Premium membership entitles the Member to enhanced and additional benefits.

An application to join the Club is made ordinarily by completing the form on the Club's web site. By ticking the check box on the form, the applicant provides a digital signature and on becoming a Member agrees to be bound by the provisions of the Articles of Association and these Rules, including the guarantee referred to below.

### Members' conduct

A Member will be deemed to have had sight of the Club's Rules and by the Member's signature on the Application Form will be deemed to have agreed to abide by its provisions.

Members are expected to engage with other Members with due respect and consideration. At meetings and other events, Members shall not exhibit behaviour which could be prejudicial to the Club's standing at host venues. In general, a Member shall not bring the Club into disrepute.

A Member shall not act knowingly in a way which results in the Club having a claim made against it by a third party for any loss damage or injury.

Save as authorised by the Board in writing, a Member shall not charge Club property or pledge the credit of the Club. Any Member purporting to do so shall be personally liable.

In the event that a complaint is brought against a Member, the disciplinary procedure as set out in these Rules shall be implemented. Subject to the execution of that procedure and if the Board concludes that the complaint is upheld, the Board shall determine the action which is to be taken and which, in the ultimate, could result in the expulsion of the Member from the Club.

### Members' financial liability

Under the Guarantee contained within the Club's Articles of Association, in the event of the Club being wound up and if its liabilities exceed its assets, the liability of current Members and Members who have resigned or otherwise terminated their membership within the calendar year



preceding the date of dissolution, is limited to £1. In the case of joint membership, both Members shall be liable individually.

### Duration

Membership shall commence on the date of receipt by the Club of the application and payment of the annual subscription as applicable. Membership shall run for twelve months from the date of joining and may be renewed annually thereafter.

The Club will issue a membership renewal notice to the Member's registered email address approximately six weeks ahead of the date of expiry of the current membership year.

Membership is not transferable.

### Termination of membership

The Directors reserve the right to refuse membership or to decline to renew a membership.

In the event that the Directors cancel a membership, a portion of the annual subscription fee may be reimbursed at their discretion.

By written notice to the Club, a Member may resign his/her membership, which shall come into effect not more than 28 days from receipt of the notice. Other than in exceptional circumstances, no reimbursement of an annual subscription fee in whole or in part shall be made.

In the event that a standard or premium grade Member fails to renew membership and pay the annual subscription, the Member shall be transferred automatically to the free membership class for a further period of one year. If a free Member fails to renew, membership shall be terminated. A grace period of not more than 28 days shall apply to these actions.

## **Management**

### General

The affairs of Club Alfa shall be managed by a committee, the Management Committee, members of which will comprise Directors of the Company together with Members drawn from and elected by the membership. The Directors shall be responsible for ensuring that the Club is managed in accordance with the Club's Articles of Association.

The primary concern of the Directors and members of the Management Committee, and any other committees which the Board may establish, shall be for the Members as a whole, whose interests shall take precedence over those of Directors and committee members themselves. Directors and committee members shall treat Members with respect and shall be open to hearing contrarian views if genuinely held by a Member.

### Board and Management Committee

The Board will normally comprise of not less than three Directors and not more than six, one of whom shall be the Chairman. Other Directors may fulfil the roles of Company Secretary and Financial Director but these roles (as Club Secretary and Treasurer) may be filled by other members of the Management Committee.

The Management Committee shall comprise of not less than four members including Directors. The maximum number on the Management Committee, including the Directors, shall be twelve.

The Management Committee shall elect from its number the Club's Officers which as a minimum shall comprise a Chair, a General Secretary and a Treasurer. In addition to these three core posts the Committee shall establish such other posts as it considers fit, for example:

Membership Secretary

Events Coordinator

Regional Coordinator

Technical Coordinator

Media Coordinator

Webmaster

A Committee member may hold more than one post.

The Directors and members of the Management Committee shall be elected at General Meetings. Officers shall be appointed by the Management Committee.

Subject to the limit on numbers of members, for example in the case of a resignation, the Committee at its discretion may co-opt a Member onto the Committee and may appoint a member of the Committee as an Officer, until the Member can be elected formally at the next General Meeting.

Following the election of a Member to the Committee and of a Committee member as an Officer, Members shall be informed accordingly.

Board and Management Committee members will be expected to attend as many of the Club's meetings and events as they are able and are practicable and to participate in them so that they have opportunities to engage with Members and thus be able to reflect their views when decisions are made.

Directors shall not be paid any salary or fees by the Club, nor shall Directors or members of the Management Committee be reimbursed expenses in connection with their participation at Board or Management Committee meetings. Such meetings shall normally be arranged so as to coincide with Club meetings or events.

A Board and Management Committee member who is resident more than two hours journey time by car from the venue of a General Meeting may claim reasonable travel expenses and an overnight accommodation and subsistence allowance.

If it is in the interest of Members for a Director to attend a special event of some kind, so as to represent the Club, reasonable expenses so incurred may be reimbursed, if agreed in advance by the Directors.

The Club may however make reasonable and proper remuneration to a Member or Officer or Director for any specific services rendered to it.

#### Proceedings at Board and Management Committee meetings

The Board and Management Committee shall meet not less than three times annually. Board meetings shall be conducted as set out in the Articles of Association. Minutes of the Board and Management Committee meetings need not be made available to Members, but after each meeting the Members shall be informed of the scope of the proceedings at the meeting and the outcomes.

At any meeting of the Management Committee, half or more than half of the Committee members shall form a quorum. If there is no quorum, any decisions taken by the meeting shall be subject to ratification at the next quorate meeting.

The Chair of the Committee shall assess the feeling of the meeting on any matter and shall endeavour to come to a consensus, but if a consensus cannot be arrived at a vote shall be called. All Committee members shall be entitled to vote and, in the event of an equality of votes, the Chair of the meeting shall have a second or casting vote. No other member may have more than one vote. Voting shall be undertaken by a show of hands, unless the Chair believes another method, such as a ballot, is more appropriate.

Minutes shall be kept of all meetings and shall be retained for not less than five years.

All issues upon which a vote has been taken, and the result of that vote, shall be recorded in the minutes of the meeting.

A Member may make a formal request to the Chairman to have sight of the full minutes of a Directors' or Management Committee meeting. It will be for the Chairman to decide whether to comply with the Member's request, which may be done in part after redacting confidential or sensitive information.

#### Other Committees and Groups

Committees other than the Management Committee may be formed from time to time if proposed by the Directors and passed by resolution at a General Meeting. Their terms of reference shall be established by the Management Committee.

Members with particular shared interests, such as a car model or series, may, with the agreement of the Management Committee, form groups to facilitate their association for mutual benefit. These may take the form of traditional "registers", but groups dealing with other cross-cutting aspects of vehicle ownership and use may be envisaged.

Geographical groups may also be formed, along the lines of traditional car club "sections". The geographic boundaries of these groups shall be a matter for the groups themselves to determine and need not align with governmental administrative boundaries, but shall be subject to the approval of the Management Committee.

#### Club finances

The Club shall be run on a "not for profit" basis. Surpluses will not be distributed to Members but shall be utilised for the benefit of the Members through the provision of facilities and services.

The assets of the Club shall be owned by the Club and Members shall be deemed to be equal shareholders. In the event of the Club being dissolved, the net assets (after settling of debts and creditors) shall be returned to the Members accordingly, or in the alternative, if agreed by a majority of Members at the time of dissolution, any monies remaining to the credit of the Club shall be donated to a registered charity which is relevant to the activities of the Club and has been agreed by the Members.

All income and expenditure shall be transacted through the Club's Company bank account. Groups shall not operate separate bank accounts. The Club's Treasurer shall ensure that groups are financially viable and shall facilitate transactions that relate to group activities.

The Club shall hold sufficient funds to meet the costs of its operations and to cover cash flow. The Directors shall determine what they consider to constitute "sufficient funds" having regard to the scope of the Club's activities and the number of Members.

The Management Committee shall determine the amount of the Members' annual subscription to be levied, consistent with the above provisions.

The Financial Director or Club Treasurer shall draw up a budget annually setting out the estimated expenditure on operations and capital expenditure and shall prepare an annual report on the income and outgoings for the previous year. The financial year shall be the calendar year. The accounts shall be kept in accordance with normal commercial practice and standards with written evidence of expenditure incurred.

The Board shall determine the amount above which formal authorisation from the Board is required before proceeding with an item of capital expenditure, notwithstanding that the item may have been listed in an approved budget.

All cheques and equivalent financial instructions shall be signed by the Treasurer and counter-signed by another Director, who shall also have equal access to the Club's bank account on line.

#### Public liability insurance

The Directors shall ensure that at all times the Club has adequate public liability insurance in place, arranged on standard commercial terms, sufficient in terms of both scope and amount to cover the programme of events organised by the Club.

### **Appointment of Directors, Officers and Committee Members**

#### Qualifications

Directors and members of the management and other committees shall have been a Club Member for at least one calendar year prior to appointment. To avoid a conflict of interest arising, a Director or member of the management Committee may not concurrently hold a managerial post in another motor club.

If a Club Member has trade interests, they must be declared at the time of nomination, and subsequently when in post if the Member develops a new trade interest.

#### Election

Directors and members of the Management Committee shall be appointed by Members at a General Meeting and may serve for up to three years. At the end of a three year period they may seek re-election.

To be considered for election to the Board or Management Committee, candidates shall be nominated by a Member and shall have the support of at least another three Members, one of whom shall be a sitting Director. Refer application form at Annex 1.

If a Member opposes the appointment of a nominee, the Member shall inform the Club Secretary giving reasons, which will be disclosed to Members voting at the General Meeting.

If, including sitting members who have indicated a willingness to continue for another year and who are not obliged to submit themselves for re-election, the number of candidates for election does not exceed the total number permitted by these Rules, election onto the Board or Management Committee shall be by show of hands at the General Meeting. If the number

exceeds the total permitted or if a show of hands is inconclusive, the Chairman of the meeting shall call a poll to conclude the election.

### Representation

The Management Committee should, as far practicable, reflect both the geographic profile of the membership and its range of interests as reflected in any groups which are formed.

### **General Meetings**

A General Meeting of the Club shall normally be convened annually (AGM) but shall be held not more than 24 months after the previous General Meeting.

The notice to Members shall be issued not less than six weeks prior to the date of the meeting and shall include the agenda for the meeting, which shall be in line with generally accepted good practice and should include consideration of the minutes of the previous meetings, reports from the Officers, and elections of Directors and Members of the Management Committee.

If a Member wishes to submit a resolution to be put before the meeting, the Member shall advise the Secretary within two weeks of issue of the meeting notice. If the Board agrees to the resolution being put to the membership, the Secretary shall issue a revised notice accordingly.

The meeting will not consider any other business.

Twelve Members present shall constitute a quorum.

The reports of the Chairman, Secretary and Treasurer shall be made available to the members not less than two weeks in advance of the meeting. Members present will be invited to approve the reports, by shows of hands.

Nominations for election to the Board and the Management Committee shall be invited concurrently with the issue of the notice of the General Meeting.

The meeting shall be conducted in accordance with the provisions of Articles 23 to 33 inclusive of the Club's Articles of Association.

### **Groups and Affiliations**

It shall be for the members of Club groups to decide how best to organise themselves, but as a minimum there should be a secretary who will be the link between the group and the Club's Management Committee.

Regional groups shall endeavour to engage with the whole of the membership in its area, shall actively seek Members' views on the kinds of activities and events that may be of interest, and generally be the primary means by which Members relate to the Club and benefit from membership of it.

Regional groups will have a responsibility to promote awareness of the Club generally, for example by having a Club presence at events organised by other clubs and organisations.

Groups should endeavour to be self-financing in the main, but may seek, or the Management Committee may propose to provide, financial support when the proposed expenditure can benefit the wider membership.

Groups shall inform the Management Committee regularly of their forward programmes, for the purposes of general co-ordination and dissemination of information through the Club's media outlets.

A group may be dissolved if the Club's Committee concludes that it is no longer viable or if its actions are in conflict with the wider objectives of the Club and/or the interests of other groups. The Committee shall be obliged to be even handed in such circumstances and seek practicable and amicable resolutions.

If it is likely to result in benefits for Members, the Club may from time to time establish affiliations with other like-minded clubs, so as to arrange joint events, share information etc.

## **Events**

### General

Events which are arranged by the Club for its Members may be national events, which are organised by the Management Committee, or regional events, organised by local or regional groups. A regional event which involves any cash flow must be notified to the Management Committee for its approval, which shall not be unreasonably withheld.

National events which feature repetitively in the calendar shall be arranged successively at venues which have a broad geographic spread, reflecting the spread of the membership. In arranging national events, the Management Committee shall consult and work closely with the regional group appropriate to the proposed venue.

Events which involve payment to a host or venue should be organised so that charge levied on Members who attend the event covers the cost with a reserve margin / contingency which, if not expended, will generate a surplus that will contribute to the Club's funds. If there is a fixed cost as well as a cost per person or vehicle entrant, the organiser shall try to ensure that the number of entries needed to break even is likely to be exceeded in normal foreseeable circumstances.

Ordinarily there shall be a differential between the charge to Members and non Members, in favour of Members, but it may not be practicable in the case of events which are organised in association with other clubs.

If a host venue requires a deposit in advance of the event, it shall be met by payment from the Club's bank account and not by the Club's organiser against a claim for expenses.

### Risk assessment

No event shall be arranged without a risk assessment. The Club's event organiser shall engage with the relevant person(s) at the host venue so as to avoid any misunderstandings as to responsibilities, and have awareness of any potential hazards and communicate them to Members and others attending the event as appropriate.

A risk assessment is not required if the Club arranges to have a presence at an event which is organised by others. Members shall be advised that the Club is simply acting as a facilitator and that the Club shall not have any liability in the event of an incident at the host venue, save one which results directly from the acts or omissions of a Club Officer.

### Liability and insurance

Event organisers shall ensure that they are familiar with the main provisions of the Club's public liability insurance and be satisfied that the events proposed are covered by the policy. Participants' registrations for an event, whether lodged in advance or on arrival at the event, shall comply with the requirements of the policy with regard to entrants' names, contacts and vehicle details.



Event organisers shall not enter into any undertakings with host venues which seek to put a liability onto the Club that should properly be that of the host venue itself. If in any doubt the Club's event organiser shall consult with the Club Secretary who in turn shall consult with the Club's insurer.

Organisers should be aware that if members of the public have access to privately owned land where an event is to be held, the provisions of the Road Traffic Act apply, e.g that vehicles which are moved under their own power must be insured.

If a party of Members decides to travel in convoy to an event, or if an event constitutes an outing on public roads in whole or in part, the insurance applicable will be the Members' own motor and/or household insurance policies, as applicable.

### **Disciplinary Procedure**

A complaint against a Member should be lodged in writing with the Club Secretary, who shall seek any clarification necessary from the complainant before reporting the matter to the Board.

The Board shall conduct its enquiries in accordance with the norms of natural justice and shall at all stages try to reach an amicable settlement if at all possible.

The Board shall initiate enquiries by seeking a response from the Member against whom the complaint has been lodged. If the Member considers that the complaint has no merit he/she should provide supporting evidence such as copies of communications, statements from other Members.

If the Member does not respond within twenty one days of the Board's request for a response, the complaint will be deemed to be upheld.

If considered to be necessary, the Member shall be asked to attend a Special Board meeting to explain his/her position in person. The Member may be accompanied by a supporting person who need not be a Member.

If the Board decides that there is a case to answer and the complaint is upheld, in whole or in part, that decision shall be communicated both to the complainant and the Member.

Depending on the severity of the complaint, the Board may either issue a written warning, or suspend the Member for a defined period of time, or expel the Member. Expulsion shall be a last resort. Expulsion shall be possible only if all members of the Board agree unanimously in a closed ballot.

Any Member so expelled may within fourteen days give notice of appeal to a Special General Meeting, at which a simple majority of the votes cast shall decide whether the Board's decision is to be upheld or annulled.

An expelled member shall be eligible for reinstating his/her membership only after an approach to the Board, giving justification for re-admittance to the Club.



ANNEX 1  
APPLICATIONS FOR APPOINTMENT OF DIRECTORS AND MEMBERS OF THE  
MANAGEMENT COMMITTEE

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**CLUB ALFA UK LIMITED**  
**ANNUAL GENERAL MEETING 20xx**

**CALL FOR NOMINATIONS FOR COMPANY DIRECTORS**

The current members of the Board of Directors are: < INSERT NAMES >

< INSERT NAMES > have indicated that they will be stepping down at the next General Meeting. < INSERT NAMES > offer themselves for re-election.

The Club Rules state that the maximum number of Directors is six, thus up to X candidates may be appointed by election at the General Meeting.

**NOMINATION FORM**

Nominations are invited for Members to be elected to the Board of Directors, to serve from < INSERT DATE OF GM >

Nominations should be made by submitting this form to the Club Secretary by not later than < INSERT TIME AND DATE >, either by post to < INSERT NAME ADDRESS OF SEC > or by email attachment to < INSERT EMAIL ADDRESS >

We the undersigned wish to nominate < \_\_\_\_\_ > (please print)  
 for appointment to the Board of Directors.

	Name	signature	membership no.
Proposer*			
Secunder*			
Secunder*			
Secunder*			

\* either the Proposer or one of the Secunders must be a sitting Director

Applicant's Statement (optional):

**Declaration:**

I, ..... Club Alfa membership no. ...., agree to be nominated as a candidate for the position of Company Director.

I have read and understood the Club's Articles of Association and Rules.

I do not hold a managerial position with another motor club (which might give rise to a conflict of interest).

Signature: .....



Name in full	
Address	
Occupation	

Note for applicants seeking a position as a director of the Club

If appointed as a director you will be legally responsible for running the company in accordance with the provisions of the Companies Acts. That includes responsibility to ensure that company information is submitted to Companies House, and updated as necessary, comprising:

- the confirmation statement
- the annual accounts
- any change in the company's officers or their personal details
- a change to the company's registered office
- allotment of shares
- registration of charges (mortgage)
- any change in the company's people with significant control (PSC) details

Further guidance is available at: <https://www.gov.uk/guidance/being-a-company-director>



**CLUB ALFA UK LIMITED  
ANNUAL GENERAL MEETING 20xx**

**CALL FOR NOMINATIONS FOR MEMBERS OF THE MANAGEMENT COMMITTEE**

The current members of the Management Committee are: < INSERT NAMES >

< INSERT NAMES > have indicated that they will be stepping down at the next General Meeting. < INSERT NAMES > offer themselves for re-election.

The Club Rules state that the maximum number of persons sitting on the Management Committee is twelve, which includes the Directors. The number of candidates to be appointed by election at the General Meeting will depend on the outcome of the ballot for appointment of Directors, which will be held first.

**NOMINATION FORM**

Nominations are invited for Members to be elected to the Management Committee, to serve from < INSERT DATE OF GM >

Nominations should be made by submitting this form to the Club Secretary by not later than < INSERT TIME AND DATE >, either by post to < INSERT NAME ADDRESS OF SEC > or by email attachment to < INSERT EMAIL ADDRESS >

We the undersigned wish to nominate < > (please print)  
for appointment to the Management Committee.

	Name	signature	membership no.
Proposer			
Secunder			
Secunder			
Secunder			

Applicant's Statement (optional):

**Declaration:**

I, ..... Club Alfa membership no. ....,  
agree to be nominated as a candidate to serve on the Management Committee.

I have read and understood the Club's Articles of Association and Rules.

Signature: .....