

The Land Rover G4 Challenge Owners Club

Otherwise known as the G4 Owners Club

Articles of Association and Club Rules

1. Title

The name of the association shall be the Land Rover G4 Challenge Owners' Club, hereafter referred to as "the Club".

2. Objectives

- a. To promote interest in the preservation and use of the Land Rover G4 Challenge vehicles and assist Land Rover Limited in the promotion of the G4 Challenge, if so desired by Land Rover.
- b. To provide members with information, advice and assistance on any matter related to these objectives.
- c. To afford members such benefits and privileges, as it may be possible to arrange.
- d. To maintain a register of G4 Challenge and G4 Limited Edition vehicles, and to encourage the saving and restoration of such milestones in the vehicle's history.
- e. To arrange non-competitive and competitive events, tours, lectures, and discussions, social and other types of meetings with Club members and other clubs, including gatherings for camping and caravanning.
- g. To operate a Club Shop for the supply of badges, clothing, stickers and other promotional items etc. for the benefit of Club members.
- i. The Club will be a member of the Association of Land Rover Clubs (ALRC) and thus ALRC rules apply (pending)
- j. The Club will operate as a not for profit organisation.

3. Constitution

Ladies and Gentlemen who are G4 owners, drivers or enthusiasts and are not less than seventeen years of age shall be eligible for membership. The classes of membership shall be **Full**, or **Honorary**.

A **Full member** shall be a named person who has paid an annual subscription to the Club. Each Full member shall have the right to vote at Club General Meetings, to serve on Club committees and to take part in Club events. Each Full member shall receive an individual membership card and such issues of the Club newsletter that are published during the period for which their membership is valid.

An **Honorary member** is a named person distinguished for their political, scientific, literary, industrial or administrative capacities, or who have been distinguished in promoting the cause of motoring in general or of the Club in particular. The Committee may confer honorary membership at its discretion. An Honorary member may not vote at Club General Meetings nor be a member of the Executive Committee or Management Committee, but may serve on a sub-committee. Each Honorary member shall receive an individual membership card and such issues of the Club newsletter or other publications that are issued during the period for which their membership is valid.

4. Management

The authority and responsibility for the transaction of the business of the Club and its management shall be vested in an elected committee voted in by the membership at an Annual General Meeting. All Committee members will be and must be fully paid up members of the Club.

The full Committee shall comprise:

An **Executive Committee**: Chairman, Vice Chairman, Secretary, Membership Secretary / Treasurer (combined post). The Committee shall be responsible for the general day to day running of the Club, ensuring it stays legal and solvent.

A **Management Committee**: The Executive Committee plus Events Co-ordinator, Merchandising Officer – Technical, Merchandising Officer – non-Technical, and Press and Publicity Officer. This Management Committee shall be responsible for setting Club policy, financial planning and marketing. The filling of all posts is not a requirement of these rules. The Management team shall seek support from grass roots level and from appropriate representatives of Land Rover.

The Press and publicity Officer shall, optionally with a sub-committee, be responsible for any club magazine or newsletter and will be or will appoint an Editor and, if required, a Magazine Publisher. The Press and Publicity Officer shall be responsible for magazine advertising.

The Vice-Chairman will deputise for the chairman as required and, at the request of the other members of the Committee, he or another member of the Committee may assist or deputise for another member of the Management Committee, including in circumstances where a vacancy arises in between AGMs.

The Committee may appoint the posts (but not as Committee posts) of any sub-committees and will set their terms of reference and receive regular reports on their activities.

Any Committee member may recruit any member to assist in their duties but this must be agreed in advance with the Club Secretary.

Additional officers may be brought onto the Committee at the discretion of the Committee on a co-opted basis, being ratified at the next AGM

The Committee shall have the power to appoint sub-committees, to meet on its behalf in respect of any matter. These sub-committees shall not make decisions on behalf of the Club without the specific authority of the full Committee. If this is not possible due to the urgency of the matter to be considered, then the sub-committee must obtain the approval of at least three members of the Committee.

The Committee shall determine any expenses payable to any member carrying out duties on behalf of the Club.

There may be an **Honorary President** appointed at the Annual General meeting. The post (unless they resign or are disqualified) shall hold office for a period of three years. If the meeting at which the Honorary President retires from office does not elect another person, the person retiring may, if willing, continue in office until the following AGM.

The Honorary President may not be a member of the Executive Committee or Management Committee (but may serve on a sub-committee).

5. Election of Committee

The Committee shall be elected at the Annual General Meeting (AGM) and, subject to termination of office by resignation or expulsion, shall retire at the next AGM following their appointment. The Committee shall have the power to co-opt other members of the Club onto the Committee as they deem necessary for the good of the Club. Co-opted members will not have a vote at Committee meetings. The retiring Committee members shall be eligible for re-election.

Nominations of candidates for election to the Committee must be received by the Secretary not less than fourteen days before the AGM, with a statement in writing by each member nominated that he or she is willing to serve and has the necessary abilities and time for the post. The proposing and seconding members shall submit nominations of candidates on which they shall also state their membership numbers. In the event of there being insufficient numbers of persons nominated the Chairman may call for nominees from those present at the AGM who must be proposed and seconded.

Members may nominate themselves for posts and may be nominated for more than one post.

Members may only hold one post on the Executive Committee or Management Committee. In the event that a member is nominated for more than one post, the Secretary will determine from the nominee, the order in which they wish to be considered for posts and in the event that the nominee is elected, they will be eliminated from the voting for all remaining positions

6. Meetings of the Committee

The Committee shall meet on a regular basis either as a group or by conference /video call or a combination of these methods. Additional meetings may be convened by the Chairman, Secretary or by a signed requisition signed by half of the Committee. The Secretary shall, unless otherwise agreed by all the Committee, give at least 7 days notice of each meeting. The Club Secretary or their deputy will make full detailed minutes of these meetings.

At least 3 Committee members shall form a quorum.

Members may attend, but not participate in Committee meetings. Those members should inform the Secretary of their intention to attend 5 days before the meeting, unless invited by a majority of the Management Committee.

7. Absence from Committee meetings

Any member of the Committee who, without sufficient reason, absents himself from three consecutive Committee meetings (be they actual or virtual) may be called upon to resign his position on the Committee. Any member who cannot participate in a meeting should send his apologies to the Secretary and submit a written report.

8. Duties of the Secretary

It shall be the duty of the Club Secretary to participate in person or by a deputy, all meetings of the Club Committee. The Secretary shall take full and detailed minutes of the proceedings. Such minutes must be made ready to 'sign off' at the next Committee meeting. The draft minutes shall be ready to read by the Committee no more than 14 days after the date of the Committee meeting to which they relate. The Secretary shall post to each member of the Committee a notification of the next meeting and its agenda not less than 7 days before the meeting. Any correspondence entered into on official Club stationary must be copied to the Secretary who will keep a complete record of all such correspondence.

9. Duties of the Treasurer

It shall be the duty of the Treasurer to keep full records of all monies paid into and out of the Club's bank account. These records are to be made available to the Committee at all meetings. The Treasurer shall advise the Committee on matters relating to financial planning, budgeting and reporting.

The Treasurer shall advise the Committee on the state of any outstanding invoices, bills or outstanding expenses. They shall also undertake to see that the Club's finances are prepared for end of year inspection by the external auditor and ensure that the accounts are presented to the Club members a sufficient time before the AGM.

10. Banking

All monies of the Club shall be banked by the Treasurer in the name of the G4 Owners' Club. No disbursements shall be made there from, except in accordance with the form or forms authorised by the Committee. Any member making payment to the Club for any item or service whose cheque is returned by their bank will be required to repay any fees or charges that the Club may incur. No member or Committee member shall under any circumstances commit the Club to any expense or sign any document that commits the Club to any expense without the authorisation of the Committee.

11. Voting at Committee meetings.

Each Committee member participating in a Committee meeting shall be entitled to exercise one vote, except the chairman. Where two members share the same office or position they shall have only one vote. The Committee shall vote by secret ballot if a member present at the meeting so wishes. If a ballot is requested at a Management Committee meeting then the tellers shall be at least two of the Chairman, Vice Chairman, Treasurer or Secretary. No collective or proxy voting will be allowed at Committee meetings. In the event of a tied vote the Chairman shall have the casting vote.

12. Membership

Application for membership or change of membership class shall be made to the Membership Secretary. All applications shall be made on the appropriate official application form. The Committee reserves the right to refuse membership applications and the reason shall be noted in the Club's records. Membership renewal shall fall on the anniversary of joining. All applications shall be made by an individual in his own correct name and be signed by the said applicant personally. The Club expects all members to behave in a proper fashion, at all times remembering that they are ambassadors for the Club.

Members whose membership has lapsed due to non-payment shall not be entitled to the privileges and benefits afforded by the Club until their subscription has been paid in full.

13. Subscriptions

Subscriptions to the Club shall be by means of an annual subscription or such other as the Club in general meeting shall from time to time resolve and the rates thereof shall be decided at the annual general meeting.

14. Payment and non-payment of Subscriptions

The subscription is renewable annually on the anniversary of joining. Any member who has not paid his subscription within one month of the date on which it became due shall be notified of the fact in writing by the Membership Secretary or Treasurer. If after one further month any member who has still failed to pay his subscription will, unless sufficient reason is shown to the satisfaction of the Committee, be taken off the membership list forthwith.

15. Resignation

Any member wishing to resign his membership shall give notice in writing of such desire to the Membership Secretary. Any member ceasing voluntarily or otherwise to be a member of the Club shall thereafter cease to have any claim upon the property of the Club or to enjoy any privileges of membership, but he shall remain liable for the payment of any debts due to the Club from him. The Club shall remain liable to reimburse any authorised expenses incurred on behalf of the Club by the resigning member. Any member who resigns his membership part way through the year shall not be entitled to any refund of membership fees or subscriptions.

16. Use of the Club Name

The name and address of the Club shall not be given by any member as his address for trade, advertising or business purposes, or in connection with any legal proceedings. Only Committee members may use official Club stationary.

17. Not Used

18. Expulsion of Members

It shall be the duty of the Committee to convene a disciplinary sub committee if at any time they consider that the conduct or actions of a member are contrary to the interests of the Club or to consider grievances notified in writing to the Club Secretary. The sub-committee shall consist of five Committee members of whom one should be the Chairman, Vice Chairman or Secretary. It should meet and discuss the case within four weeks. The member involved and any material witnesses and/or evidence shall be given no less than seven days notice of the meeting and shall be invited to attend to give evidence or send in written evidence. If, after hearing all the evidence and giving due cognisance to all the circumstances, the sub-committee so determines it to be in the best interests of the Club, the member concerned shall be invited to withdraw from Club membership within two weeks. If the member should not so withdraw he will then appear before the remaining Committee members for their decision. The member whose expulsion is under consideration shall be given at least seven days notice of such meeting and shall be allowed to offer an explanation of his conduct verbally or in writing. If two thirds of the members present shall then vote for his expulsion he shall thereupon cease to be a member of the Club. In the event of two persons being family members under the same membership number being expelled from the Club and, if the reason for expulsion is in the sole discretion of the Committee wholly attributable to the one person, the other may appeal against his/her expulsion and apply for new membership of the Club to the Committee. If such appeal shall succeed the full joining fee and membership charge, current at that time shall be payable. Each case shall be considered individually by the Committee. An expelled member shall be ineligible for membership of the Club in any capacity and expelled members are not entitled to attend any Club event or enjoy any privileges or benefits.

19. The Annual General Meeting.

The Annual General Meeting of the Club shall be held on a date and time and at a venue to be arranged by the Committee. Notice of such meeting shall be circulated at least twenty-one days before the date of the meeting. The Annual General Meeting shall:

- a. receive from the Committee a full statement of accounts duly audited showing the receipts and expenditure for the year ending 30th April last
- b. receive from the Committee a report of the activities of the Club during the said year
- c. elect the Committee (as defined in Rule 4) and Auditor of the Club
- d. elect the Management Committee
- e. settle any remuneration for the officers of the Club
- f. decide on any resolution which may be duly submitted to the meeting as hereinafter provided

Entitlement to vote shall be determined by inspection of membership cards and/or membership records. There shall be a record of those attending the meeting.

20. Special General Meetings

A special general meeting may be convened by direction of the Committee, or on requisition to the Secretary stating the business for which the special general meeting is required and signed by not less than twenty members. If the meeting so requisitioned is not convened (held) within twenty-eight days, the said twenty members may convene such a meeting. Twenty-five members shall form a quorum.

21. Agenda

When members wish a matter to be discussed at a General Meeting, the text of such matters signed by at least two members shall be sent to the Secretary, in writing, at least twenty eight days before the date of such meeting so that it may be included in the agenda. A copy of the agenda shall be sent to each member at least fourteen days prior to the meeting, but the fact that any member has not received a copy of the agenda shall not invalidate the proceedings. No business, which is not included in the agenda, shall be discussed at the meeting unless every member present is in favour thereof. Should the proposer of any motion fail to move a resolution in respect of the relevant item on the agenda, then any other member shall be entitled to do so.

At the Chairman's discretion, items of "Any Other Business" may be added to the proceedings of the AGM for discussion purposes and for resolution by the Management Committee.

22. Voting at General Meetings

Every member present at a meeting may exercise one vote. The chairman shall not vote except in the exercise of a casting vote. Voting shall be by the showing of a voting card. At all general meetings except as provided in rule 25 a simple majority of votes decides a resolution. At a general meeting any twenty members may demand a poll of all the Club members, and thereupon the meeting shall be adjourned to a time and place to be named by the chairman and a postal vote shall be taken of all members of the Club. The decision of the members, as shown by such a postal vote, shall be reported to the adjourned meeting and shall be deemed to be the decision of such meeting. Each member will receive with the agenda a voting form to allow them to vote on resolutions notified to the Secretary, in writing, to be received at least twenty-eight days prior to a general meeting. These voting forms must be received by the Secretary no later than the day before said meeting, no member having returned a voting form shall be eligible to vote at the meeting.

There shall be no proxy or block voting.

23. Right to be Present.

No one can take part in a general, or any other meeting, unless they be duly elected and fully paid up members of the Club or a partner/family member of the paid-up member. Such partners are entitled to participate in the club affairs but may not vote. The club will operate on a one-member, one-vote basis.

24. Observance and Interpretation of the Rules

Every member binds himself to abide by the rules of the Club and also by any modification thereof made in conformity with such rules, and also to accept as final and binding the decision of the Committee in all cases of dispute or disagreement as to the interpretation of these rules.

25. Alteration of Rules

Any alteration may be made in these rules at an Annual or Special General Meeting provided that,

1. Details of the proposed alterations are included in the notice of the General Meeting and
2. That the resolution proposing such alterations is carried by two thirds of those voting, should a poll be demanded, as provided for in rule 22.

In addition, the Committee may implement changes to these rules where such changes are to satisfy the requirements of any external body whose rules the Club is bound to observe. Any such changes are to be ratified at the next AGM.

26. Events

Members attending or taking part in events organised by the Club shall conform to the rules and instructions, whether verbal or written, provided by the event organiser, their deputy or other club officials. Any member convicted of an offence arising out of his participation in any Club event or on Club business may thereupon be liable to expulsion from the Club under rule 18."

27. Assets

The property, assets and income of the Club shall be applied solely for the benefit of the Club and its members, or for the purposes of donations to charity as decided by the Committee.

28. Local Activities

Where sufficient members exist in a locality they may organise local events. Any Club member may take part in these events. All such events must be submitted to the Committee for prior approval via the events co-ordinator. Gatherings that are not authorised are not club meetings or events and are not covered by any club insurance nor may they be represented as being sanctioned by the Club, ALRC or Land Rover.

29. Local Sections

Local groups that organise regular local activities may hold a meeting to elect their representative to be responsible for the group. Minutes of the meeting holding the election and detailing the members present and the vote result must be sent to the Club Secretary. Members may only vote in one Local Section.

30. Copies of Rules

Every member shall be furnished with a copy of the Club rules and regulations upon election. After every rule change under rule 25 all members will be notified of the new rules.

31. Badges

Any badge issued to a member free of charge by or for the Club shall remain the property of the Club. On termination of their membership, members shall deliver up such badges to the Secretary.

32. Perpetual Trophies

These must be returned to the Secretary at least twenty-eight days before the annual general meeting, or as otherwise resolved by the Committee from time to time.

33. Dissolution

The Club may be dissolved by a special general meeting convened by direction of the Committee, or on the requisition of a majority of the members. If the resolution for dissolution be duly passed, the Committee shall forthwith liquidate the affairs of the Club, and if there be any surplus assets on realisation, these shall be disposed of at the discretion of the Committee.