



## JERSEY MOTOR CYCLE AND LIGHT CAR CLUB INCORPORATED

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### CONSTITUTION

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#### 1. Interpretation

1.1 The following definitions and rules of interpretation apply to this Constitution:

**Club:** means Jersey Motor Cycle and Light Car Club Incorporated or its shorthand name 'The Jersey Motor Cycle and Light Car Club'.

**Committee:** means the Officers and the Committee Members.

**Committee Member:** means one of not less than seven (or such higher number as the Club may determine by a Members' Meeting) Members elected to that position pursuant to this Constitution

from time to time.

**Constitution:**

means this Constitution as may be amended modified or replaced from time to time.

**Court:**

means the Royal Court of Jersey.

**Indemnified Persons:**

means the Officers and Committee Members and their respective heirs, executors and administrators and estates.

**Law:**

means the **Loi (1862) sur les teneures en fidéicomis et l'incorporation d'associations.**

**Member:**

means a Member of the Club from time to time.

**Members' Meeting**

means a meeting of the Members convened in accordance with the terms of this Constitution, whether by way of Annual General Meeting, Special Meeting of the Members, or otherwise.

**Objects:**

means the Objects of the Club as specified at clause 3 of this Constitution.

**Officer:**

means one of the holders of the official positions of the Club as detailed at clause 19.2 of this Constitution.

1.2 Save as otherwise defined in this Constitution and unless the context otherwise requires, words or expressions contained in this Constitution shall bear the same meaning in the **Interpretation (Jersey) Law 1954** and the **Electronic Communications (Jersey) Law 2000**.

1.3 Headings in this Constitution are used for convenience only and shall not affect the construction or interpretation of this Constitution.

- 1.4 A reference in this Constitution to a **clause** is a reference to a relevant clause of this Constitution unless expressly provided otherwise.
- 1.5 The word **may** shall be construed as permissive and the word **shall**, shall be construed as imperative.
- 1.6 The word **signed** shall be construed as including a signature or representation of a signature affixed by mechanical or other means.
- 1.7 The words **in writing** shall be construed as including written, printed, electronically transmitted or other modes of representing or reproducing words in visible form.
- 1.8 Words importing **persons** shall be construed as including companies or associations or bodies of persons whether incorporated or unincorporated.
- 1.9 Words importing the singular shall be construed as including the plural and vice versa.
- 1.10 Unless expressly provided otherwise, a reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time.
- 1.11 A reference to a statute or statutory provision shall include all subordinate legislation made from time to time under that statute or statutory provision.
- 1.12 Any words following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms.
- 1.13 Where the context permits, **other** and **otherwise** are illustrative and shall not limit the sense of the words preceding them.

## **2. Adoption of the Constitution**

The Club is an association incorporated pursuant to Article 4 of the Law and its property will be administered and managed, subject to the Law, in accordance with the provisions of this Constitution.

## **3. The Objects**

The objects of the Club are to:

- (a) encourage motor sport in the Island of Jersey in all its forms by the promotion or organisation of competitions and other events or by assisting in the same;
- (b) encourage the development of techniques and good practice in connection with motorsport in all its forms and to provide such facilities and services in the Island of

Jersey and elsewhere as shall be considered necessary or appropriate to further these Objects;

- (c) seek and maintain affiliation to such local, national, and international, motor sport bodies as may be conducive to the attainment of the Objects; and
- (d) provide and promote any other recreational facilities and competitions as the Committee may decide.

#### **4. Capacity and Powers**

The Club shall have the capacity and power to do all such things permitted or authorised by law as are necessary, incidental or conducive to the attainment of the Objects and without prejudice to the generality of the foregoing shall have the power to:

- (a) accept by gift, donation, or legacy, or otherwise acquire and hold, any movable or immoveable property whether situate in Jersey or elsewhere;
- (b) buy, take on, lease, or in exchange, hire, or otherwise acquire, all forms of property and assets and to retain and maintain the same;
- (c) sell, lease, mortgage, hypothecate, charge, or otherwise dispose of, all or any part of the property and assets belonging to the Club from time to time;
- (d) borrow, or raise money, for the purposes of the Club on such terms and on such security as may be thought fit;
- (e) co-operate with other sporting and other clubs, charities, voluntary bodies, and statutory authorities, and to exchange information and advice with them;
- (f) establish or support any charitable trusts, associations, or institutions, formed for any of the charitable purposes included in the Objects;
- (g) acquire, merge with (provided that the Club has received the prior consent of the Court), or enter into any partnership or joint venture arrangement with, any other association or charity formed for any of the Objects;
- (h) set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (i) obtain and pay for such goods and services as are necessary for carrying out the Objects;
- (j) open and operate such bank and other accounts as the Committee considers necessary and to invest funds and to delegate the management of funds; and

- (k) to take out such insurance policies as the Committee considers necessary to protect the Club and its property and assets.

## **5. Restrictions on the application of the income and property**

- 5.1 The income and property of the Club shall be applied solely towards the promotion of the Objects.
- 5.2 A Member may be paid out of, or reimbursed from, the property of the Club for any reasonable expenses properly incurred by them when acting on behalf of the Club.
- 5.3 None of the income or property of the Club may be transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit, to any Member. This does not prevent:
  - (a) a Member who is not also a member of the Committee from receiving reasonable and proper remuneration for any goods or services supplied to the Club;
  - (b) a member of the Committee from buying goods or services from the Club upon the same terms as other Members or members of the public;
  - (c) the purchase of indemnity insurance for the Committee against any liability that by virtue of any rule of law would otherwise attach to a member of the Committee in respect of any negligence, default, or breach of duty, committed against the Club excluding:
    - (i) fines;
    - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty, or wilful or reckless misconduct, of any member of the Committee or other Member; or
    - (iii) liabilities to the Club that result from conduct that any member of the Committee knew or ought to have known was not in the best interests of the Club or in respect of which the person concerned did not care whether that conduct was in the best interests of the Club or not.
- 5.4 Notwithstanding the provisions of clause 5.3, no member of the Committee may be paid or receive any other benefit for being a member of the Committee without a resolution being passed by the Members at a Members' Meeting.
- 5.5 If it is proposed that a Member should receive a benefit from the Club that is not already permitted under clauses 5.3 or 5.4 they must: (i) declare their interest in the proposal; (ii)

be absent from that part of any meeting of the Committee or a Members' Meeting (as appropriate) at which the proposal is discussed and take no part in any discussion of it; (iii) not be counted in determining whether the meeting of the Committee or a Members' Meeting (as appropriate) is quorate; and (iv) not vote on the proposal.

## **6. Dissolution**

6.1 The provisions of this clause shall be subject to Article 10 of the Law.

6.2 If the Members resolve to dissolve the Club, the Committee will remain in office and be responsible for winding up the affairs of the Club in accordance with this clause.

6.3 The Committee must collect in all the assets of the Club and must pay or make provision for all the liabilities of the Club.

6.4 In the absence of a resolution adopted pursuant to clause 6.5, the Committee must apply to the Court to seek its consent as to how any remaining property or money of the Club is to be applied.

6.5 The Members may pass a resolution before or at the same time as the resolution to dissolve the Club recommending to the Committee how it is to apply the remaining property or assets of the Club. If the Members do adopt such a resolution, the Committee shall apply to the Court to seek its consent to comply with such resolution. Should the Court not provide its consent, the Committee shall apply the remaining property or assets as the Court shall direct.

6.6 In no circumstances shall the net assets of the Club be paid to or distributed among the Members of the Club.

6.7 The Committee must notify the Court as soon as reasonably practicable when the Club has been dissolved.

## **7. Amendments**

This Constitution may be amended by a resolution of the Members at a Members' Meeting provided always that the Court provides its consent to such amendment pursuant to the Law. Until the Court provides its consent, no amendment to this Constitution shall be effective.

## **8. Liability and indemnity of the Committee**

- 8.1 No member of the Committee shall be liable to make good any deficit on any property of the Club arising for any reason whatsoever save where there is wilful misconduct, fraud or gross negligence on the part of a member of the Committee.
- 8.2 Notwithstanding clause 8.1 in the performance of their functions and duties hereunder no member of the Committee shall be liable for any loss to the Club or any third party arising:
- (a) for any act or thing done, or document or instrument executed, on behalf of and in the name of the Club in good faith; or
  - (b) by reason of any mistake or omission made in good faith by any member of the Committee or by reason of any other matter or thing made in good faith by any member of the Committee; or
  - (c) in consequence of the failure, depreciation, or loss, of any investment or investments made in good faith or by reason of any mistake or omission made in good faith in connection with the same; or
  - (d) by reason of any improper investment made in good faith or for the negligence or fraud of any agent employed in good faith by the Club.
- 8.3 The Indemnified Persons shall at all times be fully and effectually indemnified by the Club in respect of all liabilities, actions, proceedings, claims, demands, costs, and expenses, whatsoever and wheresoever arising for or in respect of which the Indemnified Persons may be or become liable in connection with the affairs or assets of the Club or in their role as a member of the Committee, provided always that this indemnity shall not extend to liabilities, actions, proceedings, claims, demands, costs, and expenses, arising from fraud or wilful misconduct, on the part of the relevant member of the Committee.

## **9. Representation**

- 9.1 The holders from time to time of the offices of President of the Club, or the Vice President of the Club, or the General Secretary of the Club, may represent the Club in all matters before the courts and tribunals of Jersey.
- 9.2 Save as provided by clause 9.1, above, the Club may be represented in all other matters by the President of the Club, or the Vice President of the Club, or the Treasurer, or the General Secretary, or failing them the Honorary Life Vice President (and if there is more than one Honorary Life Vice President, the Honorary Life Vice President who was

appointed earliest in time and failing them the next most senior Honorary Life Vice President and so on until an Honorary Life Vice President is identified who is willing and able to represent the Club), being duly authorised by a resolution of the Committee.

## **10. Membership**

10.1 Membership is open to persons or categories of persons as detailed by the rules that the Committee shall establish pursuant to clause 31.

10.2 The Committee may refuse an application for membership of a person whom the Committee does not approve and if it does so must:

(a) inform the applicant in writing of the reasons for the refusal as soon as possible; and

(b) consider any written representations the applicant may make about the decision.

The Committee's decision following any written representations must be notified to the applicant in writing and shall be final.

10.3 Membership is not transferable to anyone else.

10.4 The Committee shall keep a register of members which must be made available to any Member upon request for the purposes of clause 12.5.

## **11. Termination of Membership**

Membership is terminated if:

(a) the Member dies or, if it is a body of persons corporate, otherwise ceases to exist;

(b) the Member resigns by written notice to the Club, unless after the resignation there would be fewer than two Members;

(c) any sum due from the Member to the Club is not paid in full within three months of it falling due, save where the Committee determines otherwise, and any such termination under this provision must be notified to the Member whose membership is in question;

(d) the Member is removed from the Club by a resolution of the Committee that it is in the best interests of the Club that their membership is terminated. Such a resolution may only be passed if:

(i) the Member in question has been given at least 21 days' notice in writing of the Committee meeting at which the resolution will be proposed and the reasons why it has been proposed; and

- (ii) the Member in question (or their representative (who need not be a Member)) has been allowed to make representations at the meeting.

## **12. Members' Meetings**

- 12.1 The Committee shall procure that an Annual General Meeting is convened in each calendar year and that no more than 15 months shall elapse between successive Annual General Meetings.
- 12.2 The business to be conducted at an Annual General Meeting shall include:
  - (a) consideration and approval of the Club's annual report and financial statements prepared to the previous financial year end;
  - (b) election of Officers and Committee Members;
  - (c) election of persons to fill such other posts within the Club as may be necessary;
  - (d) appointment of a person or persons to examine the annual financial statements of the Club;
  - (e) such other business as the Committee shall bring to the meeting; and
  - (f) such other business as the Committee may prescribe in the rules of the Club pursuant to clause 31.
- 12.3 All Members' Meetings other than Annual General Meetings shall be called Special Meetings of the Members.
- 12.4 The Committee may call a Special Meeting of the Members at any time.
- 12.5 The Committee must call a Special Meeting of the Members if requested to do so in writing by at least eight Members. The request must state the nature of the business to be discussed. If the Committee fails to convene a Special Meeting of the Members within 30 days of the request, the Members who lodged the request may proceed to call a Special Meeting of the Members in compliance with the provisions of this Constitution.
- 12.6 The Committee may make (but shall not be obliged to make) provision for the participation at a meeting by telephone, video or other electronic communication or means, provided that Members present in person or by telephone, video or other electronic communication or means, can hear and communicate with each other at all times during the meeting or part of the meeting conducted in this manner.

### **13. Notice for Members' Meetings**

- 13.1 The minimum period of notice required to hold any Members' Meeting is seven days from the date when the notice is deemed to have been given.
- 13.2 A Members' Meeting may be called by shorter notice, if it is so agreed by at least 66% of the Members entitled to attend and vote at that Members' Meeting.
- 13.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so.
- 13.4 Notice must be given to all Members in one or more of the manners provided for in clause 29.

### **14. Quorum for Members' Meetings**

- 14.1 No business shall be transacted at any Members' Meeting unless a quorum is present.
- 14.2 A quorum is 12 Members or such other number as the Club may determine at a Members' Meeting.
- 14.3 The authorised representative of a Member which is a body of persons corporate shall be counted in the quorum.
- 14.4 If a quorum is not present within 30 minutes from the time appointed for the meeting or during the meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Committee shall determine but must provide at least seven days' notice of the reconvened meeting. If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting, those Members present at that time shall constitute the quorum for that meeting.

### **15. Chair of Members' Meetings**

Members' Meetings shall be chaired by the President. If the President is not in attendance within 15 minutes of the time appointed for the meeting an Officer or Committee Member nominated by the Members shall chair the meeting. If there is only one Officer or Committee Member present and willing to act they shall chair the meeting. If no Officer or Committee Member is present and willing to act as chair, the Members present shall choose one of their number to chair the meeting.

### **16. Adjournment of Members' Meetings by Members**

- 16.1 The Members present at a Members' Meeting may resolve to adjourn that meeting.

16.2 The person who chaired the Members' Meeting that is adjourned pursuant to 16.1 shall decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution adopted pursuant to 16.1.

16.3 If a meeting is adjourned by a resolution of the Members for more than seven days, at least seven days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

## **17. Voting at Members' Meetings**

17.1 Provided a Member has paid their annual subscription fee, they shall be entitled to one vote at all Members' Meetings. In the event of equality of votes on a resolution proposed at a Members' Meeting, the chair of that meeting shall have a casting vote.

17.2 A resolution in writing signed by each Member who would have been entitled to vote upon it had it been proposed at a Members' Meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more Members.

17.3 Unless otherwise stipulated, a resolution or question arising at a Members' Meeting must be decided by a majority of votes.

17.4 Notwithstanding clause 17.1 if a Member is under the age of majority (as such term is defined pursuant to the **Age of Majority (Jersey) Law 1999**) they shall not be permitted to vote at any Members' Meeting.

## **18. Affiliation to other bodies**

18.1 The Committee may approve the affiliation of the Club to any other organisation and on such terms as the Committee thinks fit.

18.2 The Committee may approve the affiliation of any other organisation to the Club on such terms as the Committee thinks fit. However nothing in this Constitution shall grant any rights or delegations or membership of the Club on any organisation affiliated to the Club, its officers or members.

## **19. Officers of the Club**

19.1 The Club and its property shall be managed and administered by the Committee.

19.2 The Club shall have the following Officers:

(a) One President

(b) One Vice-President

(c) At least one Honorary Life Vice President

(d) One General Secretary

(e) One Treasurer

19.3 An Officer and Committee Member must be a Member of the Club and must be over the age of majority (as such term is defined pursuant to the **Age of Majority (Jersey) Law 1999**).

19.4 No Member may be appointed as an Officer if they would be disqualified from acting pursuant to clause 22.

## **20. Election of Officers and Committee Members**

20.1 The Club shall elect the members of the Committee at each Annual General Meeting for the forthcoming year. All members of the Committee shall be appointed for a term of one year and shall be eligible for re-election at the subsequent Annual General Meeting.

20.2 The Member occupying the position of President may only hold that position for a maximum period of three consecutive years. Any Member having occupied the position of President for three successive years shall be eligible for re-election to the position of President, provided that there has been a period of at least three consecutive years since the expiry of their last term of office as President.

20.3 The Committee may appoint any Member to fill any casual vacancy in the Committee and such person shall retire with effect from the conclusion of the Annual General Meeting immediately following their appointment, but they shall be eligible for re-election at that Annual General Meeting.

20.4 No Member may be elected as a member of the Committee at an Annual General Meeting unless that Member is proposed and seconded by Members of the Club and there is sufficient evidence that that Member so proposed has indicated their willingness to be appointed.

## **21. Powers of the Committee**

21.1 The Committee shall manage the business and affairs of the Club and exercise all the powers of the Club to further the Objects.

21.2 No alteration to this Constitution or any resolution shall have retrospective effect to invalidate any prior act of the Committee.

- 21.3 A meeting of the Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Committee.
- 21.4 A member of the Committee may not appoint anyone to act on their behalf at meetings of the Committee, but the Club may appoint such other persons to be deputies or assistants to the General Secretary or Treasurer as it considers appropriate.

## **22. Disqualification and removal of Officers and Committee Members**

An Officer or Committee Member shall cease to hold office if they:

- (a) are disqualified from acting as a member of the Committee by virtue of any statutory provision or order of the Court or provision in this Constitution;
- (b) cease to be a Member;
- (c) become incapable by reason of mental disorder, illness or injury of managing and administering their affairs;
- (d) resign as a member of the Committee by notice to the Club provided at least two members of the Committee remain in office when the resignation takes effect; or
- (e) are absent without the permission of the Committee from all meetings of the Committee held within a period of six months and the Committee resolves that their office be vacated.

## **23. Proceedings of the Committee**

- 23.1 The Committee may regulate its proceedings as it thinks fit, subject to the terms of this Constitution.
- 23.2 Any Officer may seek the convening of a meeting of the Committee at any time and the General Secretary must convene a meeting of the Committee if requested to do so by an Officer or three Committee Members or eight Members. Not less than 24 hours' notice must be given to every member of the Committee provided that any meeting of the Committee may be convened at shorter notice and in such manner as each member of the Committee shall approve.
- 23.3 Questions arising at a meeting of the Committee must be decided by a majority of votes and in the case of an equality of votes, the person chairing the meeting shall have a casting vote.
- 23.4 No decision may be made by a meeting of the Committee unless a quorum is present at the time the decision is purported to be made. The quorum shall be three or the number

nearest to one third of the total number of members of the Committee, whichever is the greater.

- 23.5 A member of the Committee shall not be counted in the quorum present when any decision is made about a matter upon which that member is not entitled to vote.
- 23.6 If the number of members of the Committee is less than the number fixed as the quorum pursuant to 23.4, the continuing members of the Committee may act only for the purpose of filling vacancies or of calling a Members' Meeting.
- 23.7 The President shall chair all meetings of the Committee. Should the President be unwilling to preside or is not present within 15 minutes after the time appointed for the meeting, the members of the Committee present may appoint one of their number to chair that meeting. The person so appointed shall have no functions or powers except those conferred by this Constitution or delegated to them in writing by the Committee.
- 23.8 A resolution in writing signed by all the members of the Committee entitled to receive notice of a meeting of the Committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by each member of the Committee.
- 23.9 The Committee may (but shall not be obliged to) make provision for the participation at a meeting by telephone, video or other electronic communication or means, provided that the members of the Committee present in person or by telephone, video or other electronic communication or means can hear and communicate with each other at all times during the meeting or part of the meeting conducted in this manner.

## **24. Delegation**

- 24.1 The Committee may delegate any of its powers or functions to any one or more sub-committees of two or more persons (one of which must be a member of the Committee) and the terms of any such delegation shall be recorded in the minute book.
- 24.2 The Committee may impose such conditions as it deems appropriate when delegating to a sub-committee.
- 24.3 The Committee may revoke or alter any delegation at any time.
- 24.4 All acts and proceedings of any sub-committees must be fully and promptly reported to the Committee.

24.5 The provisions of clause 23 shall equally apply to any sub-committee of the Committee.

## **25. Irregularities in proceedings**

25.1 Subject to clause 25.2, all acts done by a meeting of the Committee or any sub-committee shall be valid notwithstanding the participation in any vote of any member of the Committee (or member of any sub-committee) who was disqualified from holding office, who had previously retired or who had been obliged by this Constitution to vacate office, who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise if without the vote of that member of the Committee and that member of the Committee being counted in the quorum the decision has been made by a majority of the Committee at a quorate meeting.

25.2 Clause 25.1 does not permit a member of the Committee to keep any benefit that may be conferred upon them by a resolution of the Committee or a sub-committee if the resolution would otherwise have been void.

25.3 No resolution or act of the Committee, or any sub-committees or the Club in any Members' Meeting shall be invalidated by reason of the failure to give notice to any member of the Committee or any member of any sub-committee or any Member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a Member of the Club.

## **26. Minutes**

The Committee shall procure that the Club keeps minutes of all proceedings at all Members' Meetings, meetings of the Committee and any sub-committees.

## **27. Annual Reports and Accounts**

27.1 The Committee shall procure that the Club:

- (a) keeps adequate accounting records;
- (b) prepares annual financial statements for the Club for the accounting period from the end of the previous accounting period to the Club's financial year end;
- (c) prepares an annual report on the activities of the Club for the same period as covered by the annual financial statements; and
- (d) presents the annual report and annual financial statements to an Annual General Meeting of the Club within three months of the Club's financial year end.

- 27.2 The annual financial statements shall be prepared in order to show as a minimum both the net surplus or deficit arising during the accounting period covered by the financial statements and the net assets of the Club as at the financial year end.
- 27.3 The Committee shall have the power to fix the financial year end of the Club from time to time provided that no financial year end shall extend beyond the date which is three months before the latest date that the next Annual General Meeting shall be held.
- 27.4 The Committee shall procure that the financial statements of the Club shall be examined by a qualified accountant (including a retired accountant) appointed by the Members at each Annual General Meeting in their absolute discretion, who shall issue a limited assurance report in accordance with professional accountancy standards as they prevail from time to time.

## **28. Property**

- 28.1 The Committee shall ensure that the title to all land and other property and investments are held by the Club or where held on behalf of the Club are vested in a body of persons corporate entitled to act as a custodian or in not less than two individuals appointed by the Committee to hold as nominee.
- 28.2 The terms of the appointment of any nominee must provide that they may act only in accordance with the lawful directions of the Committee and that if they do so they will not be liable for the acts and defaults of the Committee or the Members.
- 28.3 The Committee may remove any nominee or custodian at any time.

## **29. Notices**

- 29.1 Any notice required by this Constitution to be given to or by any person must be:
- (a) in writing; or
  - (b) given using electronic communications.
- 29.2 Notice may be given to a Member either:
- (a) personally; or
  - (b) by sending it by post in an envelope addressed to the Member at their last known address;
  - (c) by leaving it at the address of the Member;
  - (d) by using electronic communications to the Member's email address;

(e) by publication on the Club's website; or

(f) by advertisement in the Jersey Evening Post.

29.3 A Member who does not register an address to the Club or who registers only a postal address that is not within Jersey shall not be entitled to receive any notice from the Club.

29.4 A Member or a member of the Committee (or a member of one or more of the sub-committees) present in person at any meeting of the Club shall be deemed to have received notice of the meeting and of the purposes for which it was called.

29.5 Proof that an envelope containing a notice was properly addressed and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was properly addressed and sent shall be conclusive evidence that the notice was given. A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

### **30. Seal**

The Club may adopt a common seal and may authenticate its acts by use of such seal. The common seal (if adopted) shall be affixed to any document in the presence of two Officers or Committee Members duly authorised in each and every instance by a resolution of the Committee, which two Officers or Committee Members shall attest the affixing of the common seal.

### **31. Rules**

31.1 The Committee may from time to time make rules or bye-laws for the conduct of their business and that of the Club. The rules may regulate the following matters but are not restricted to them:

(a) the admission of Members to the Club (including the admission of organisations to affiliation) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;

(b) the conduct of Members in relation to one another and to any employees of the Club (if any);

(c) the conduct of Members whilst on Club premises or whilst representing, participating or competing for the Club;

- (d) the practices and procedures to be adopted and followed by the Club in relation to any requirement imposed upon the Club by law, regulation, rule, agreement or otherwise;
  - (e) the setting aside of the whole or any part or parts of the Club's premises at any particular time or times or for any particular purpose or purposes;
  - (f) the procedure at Members' Meetings and meetings of the Committee in so far as such procedure is not regulated by this Constitution;
  - (g) the keeping and authenticating of records and to the extent rules or bye-laws are made under this clause to permit records of the Club to be kept in electronic format and require an Officer or Committee Member to sign the record, the rules or bye-laws shall specify a method of recording the signature that enables it to be properly authenticated;
  - (h) generally all such matters as are commonly the subject matter of rules of an association incorporated under the Law.
- 31.2 The Club by a Members' Meeting has the power to alter, add to or repeal the rules or bye-laws.
- 31.3 The Committee must adopt such means as it thinks fit to bring any such rules and bye-laws to the notice of the Members.
- 31.4 Any rules or bye-laws adopted by the Committee shall be binding on all the Members.
- 31.5 No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in this Constitution.