



## ORGANISATION & OPERATION OF THE CLUB.

### Introduction

This document is intended to provide members of the Morgan Sports Car Club with more detail than is summarised in the NEW MEMBERS GENERAL INFORMATION document which is issued to all new members and also on the website.

The Club was formed in 1951 and was incorporated as a Limited Company in 1991. A Copy of the Articles of Association are posted on the club website in the members area. The company is limited by guarantee and does not therefore have a share capital. On winding up, or dissolution of the company, each member has a liability to contribute a sum not exceeding £1.

Whilst MSCC is first and foremost a motor club operated by enthusiasts for enthusiasts who like to enjoy the pleasures of motoring and share a common interest in the Morgan marque it has responsibilities as a limited company to comply with all applicable laws and regulations.

### The National Committee (NCM)

The affairs of the Club, whether it pertains to the general enjoyment of motor club activities or company business, are managed by the NCM, which meets 3 times a year on dates that are published in the Club magazine.

The NCM is comprised of:

**Company Directors;** currently the Chairman, Past Chairman, Vice Chairman and Treasurer\*

**Club Officers:** Membership Secretary\*, Editor\* (\*MSCC employees)

**Centre Secretaries or their delegated representative.**

**Other co-opted members**

NCM members have a right to one vote.

**All members of the NCM are required to sign the 'Code of Conduct'**

Any MSCC member who is also the member of a Centre or Centres is represented by the Secretary of that Centre having a voting right on the National Committee.

All MSCC members are entitled to attend these meetings but do not have a voting right. It is requested that a member advises the Membership Secretary if they wish to attend a meeting.

### Annual General Meeting (AGM)

Members have a right to a vote (one per membership Number) at the AGM of the company. The business conducted at an AGM is limited to:

**The adoption of the accounts**

**The election of Directors**

**The election of Club Officers, excepting employees who are subject to employment laws**

**The appointment of auditors and their remuneration**

Following the conclusion of the AGM there is time allocated for members' questions from the floor of the meeting.

Members have a right to call for an Extraordinary Meeting in certain circumstances, as detailed in the Articles of Association on the club website..

## **Tenure of Office of members of the NCM**

With the exception of paid employees all members of the NCM are unpaid volunteers. Club Officers, who are also employees, are governed by employment law. Directors are elected annually and seek re-election at an AGM whilst they are in office. Other Officers are elected bi-annually and seek re-election at an AGM whilst they are in office. Centre Secretaries remain in office for as long as Centre members decide. Other co-opted members remain in office as determined by the NCM. Any of the above persons appointed to office, rather than elected is deemed to fill a casual vacancy until the next AGM (subject to employment law requirements)

## **Recruitment to Office of members of the NCM**

They are recruited by advertisement in the Club magazine. Any member may apply for a position, paid or otherwise, when it becomes vacant.

## **Delegation by the NCM to sub-committees**

The NCM can delegate any of its powers to sub-committees. In practice these sub-committees debate specific topics and make recommendations for adoption by the NCM, only taking decisions where expressly empowered by the NCM.

The following sub-committees are currently in operation:

### **Calendar**

### **Finance, Employment & General Purposes (FEGP)**

#### **Review.**

Each sub-committee has a Chairman. The number of other members serving on each sub-committee varies. They are elected by the NCM from current Centre Secretaries, Company Officers and suitably experienced co-opted club members.

The NCM has empowered the FEGP sub-committee to take decisions on its behalf but only on matters relevant to company business.

## **Delegation by the NCM for day-to-day management**

The NCM has put in place financial controls and procedures that are the immediate responsibility of the Treasurer to manage. All members, including Directors, Officials and employees must operate within these procedures and where required apply for prior approval before committing the company to any liability. In the case of doubt, please contact the Treasurer.

The Directors are responsible for and therefore empowered to take decisions relating to compliance by the company of all applicable law and regulations, including the appointment of employees.

The employees are required to carry out their duties within the terms of their contract of employment.

Club Officers may exercise discretion on matters of a routine nature relevant to their area of responsibility, subject always to the overriding requirement not to exceed the powers granted by the NCM.

Chairman and members of sub-committees may exercise discretion on matters of a routine nature relevant to their area of responsibility, subject always to the overriding requirement not to exceed the powers granted by the NCM.

As Centre Secretaries are not elected by the NCM, it has no control over the day-to-day management by them of a Centre. However, Centre Secretaries should not act in any manner that would be prejudicial to the Club and should not represent to third parties that they act on behalf of the MSCC Ltd unless specifically authorised by the Directors of the club.

## **Out of Pocket expenses on authorised club business**

The Club has an expenses policy whereby all members can claim reasonable out of pocket expenses provided these are authorised and within the criteria set out in the policy. For further information, including a copy of the policy, please contact the Treasurer.

## **Centres and Affiliated Clubs**

A Centre is a group of members and as such must abide by the rules of the MSCC.

It is a condition imposed by MSCC that all Centres must satisfy certain criteria before being recognised as such since the members of those Centres will have representation on the NCM by virtue of a Centre Secretary having a voting right.

Details are included in the CENTRE SECRETARY'S INFORMATION PACK (CSIP) available in the members area on the website or from the Centre Liaison Officer.

One of the main criteria is:

A member of the MSCC or an MSCC affiliated overseas club can attend any Centre's meetings or events.

## **Centres and Affiliated Clubs – definition of Centre Events**

A Centre Event is deemed to be any meeting or activity which is officially organised and advertised using the infrastructure of the MSCC, including advertising in the Club's magazine and on the Club's website.

## **Competition**

The MSCC organises competitive events and has to be affiliated to the Motor Sports Association (MSA) which is the governing body of all motor sports in the UK.

The MSCC is then bound by the General Regulations of the MSA and liable to fines and penalties for any infringements of those regulations. All members have a responsibility to ensure that there are no such infringements.

Applications for permits and certificates of exemption will normally be prepared and submitted to the MSA by a delegated Centre member.

Competitive events requiring MSA permits include motor racing, car trials, sprints, hill climbs. An MSA certificate of exemption is required for a gymkhana, concour and touring assembly.

For advice on the procedures for obtaining permits and certificates of exemption issued by the MSA members' should consult the Club's Competition Secretary.