

# THE VESPA CLUB OF BRITAIN

## The Vespa Club of Britain Constitution.

As voted in with amendments 23/11/2019 at the AGM held at The Marriott Hotel in Bournemouth.

Revised at yearly AGM's since then and noted below.

The Vespa Club of Britain trading as The Vespa Club Limited.

A non-profit making organisation limited by guarantee without share capital.

Registered Office Address -

7 Ingleglen,  
Emerson Park,  
Hornchurch,  
Essex.  
RM11 3BB.

### **1. THE NAME.**

The Vespa Club of Britain hereafter referred to as the "VCB". The trading name of Vespa Club Limited which is a company limited by Guarantee.

### **2. PURPOSE.**

To promote, support and encourage all aspects of the Vespa scooter in travel, restoration, competitions and social gatherings, whilst preserving the ethos and history of the VCB which has been established since 1952. To be the Umbrella club of all the Regional Vespa Clubs in order to protect the member's interests and insuring a smooth running club for all events planned and organised throughout the VCB. To help and represent all Regional Vespa Clubs in insurances, assurances, and all legally required paperwork.

### **3. OWNERSHIP.**

The VCB is directed by any current form of the VCB membership, run by members for all the members to benefit from, and as a none profit making organisation. The VCB is the trading name of "Vespa Club Limited" which is a company limited by guarantee. By a democratic voting process the VCB membership will appoint VCB members to become members of the Vespa Club Ltd, who in turn will appoint Directors to run the Vespa Club Limited as an umbrella company for the VCB.

### **4. OBJECTS / ASSETS.**

All objects, revenues and assets of the VCB are there to carry out all activities of the VCB which benefit the club members and in particular (without limitation) the continuation of the VCB as a club. This will include all fixed and moveable assets, surplus funds from the balance sheet, and any bequests, pay-outs, donations, contributions and grants handed over to the VCB. The revenues will consist of Membership, events, and shop sales.

### **5. FINANCE.**

- 5.01. Any financial relationship between the VCB and any external sources must be made public and has to be approved by the management committee and be reported (via the Balance Sheet) at the Annual General Meeting.
- 5.02. The VCB may employ any external source in order to help the club facilitate all legal requirements made upon them by law and duty of care.

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- 5.03. There shall be no payment to committee members, regional representatives, and officers of the VCB except for the documented reimbursement of out of pocket expenses in the running of the club and membership into the VCB.
- 5.04. The financial year for the VCB ends on the 31<sup>st</sup> December of each year and all accounts need to be approved, completed, and filed by Vespa Club Limited with Companies House by the 30<sup>th</sup> September the following year.
- 5.05. VCB Members do have the right to examine the club accounts - but these can also be viewed on line at Companies House. Passed at the 2019 AGM 23/11/19 Prop 22.

## **6. THE BOARD OF DIRECTORS/MEMBERS OF VESPA CLUB LIMITED.**

The Limited company is a separate entity to the VCB and is confused by the same word used but with different meanings (Member). The membership of the VCB is different to the membership of the Limited Company. The membership of the Limited Company is a group of current VCB Members made up from the main contributors to the VCB. This includes:-

- a) The current VCB Management Committee.
  - b) Area representatives from all 15 areas.
  - c) Judges in all competitions.
  - d) Percentage allowance on membership from each region.
  - e) VCB Honorary Memberships.
  - f) A VCB member with a significant interest or skill that would help the Limited Company.
- 6.01. There will be a minimum of one Director and a maximum of three Directors at any one time sitting on the board of Vespa Club Limited, acting in accordance with the VCB Constitution/Articles of Association and within the interests of the club in its entirety.
  - 6.02. The Directors will be voted in by the members of the Vespa Club Limited in order to make sure that Vespa Club Limited's obligations are fulfilled financially, morally and with due diligence.
  - 6.03. These "Directors" positions will be there for the guidance of the Vespa Club Limited, and the VCB Management Committee, interpreting the laws and requirements of a Limited Company and making sure that these are adhered to on a day to day basis in the running of the Vespa Club Limited and the VCB.
  - 6.04. The term of a Director will be for 3 years and only one Director will seek re-election per year in order to maintain continuity.
  - 6.05. All Directors to know their full responsibilities by law within Vespa Club Limited and the VCB.
  - 6.06. Only one Member per household will be allowed to hold a Directorship position.
  - 6.07. All Directors and members of the Vespa Club Limited are to be fully paid up members of the VCB at all times whilst conducting business for Vespa Club Limited.
  - 6.08. The Directors and members of Vespa Club Limited will be allowed to sign for events under the Limited Company name assuring the event is covered by Limited Company status and insured under the name of "Vespa Club of Britain, the trading name of, Vespa Club Limited".
  - 6.09. All rules concerning the Vespa Club Limited will be found in the new version of the Articles of Association.

## **7. LIABILITY OF THE MEMBERSHIP OF VESPA CLUB LIMITED BY GUARANTEE.**

- 7.01. The Liability of each member of Vespa Club Limited (Not VCB Membership) is £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while they are a member or within one year after they cease to be a member.
- 7.02. In the case of a company limited by guarantee, no contribution shall be required from any other member of the VCB to the assets of the company in the event of the Vespa Club limited being wound up.

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## **8. VCB ANNUAL GENERAL MEETING (AGM).**

- 8.01. An Annual General Meeting (AGM) will be called once a year for any fully paid up members to attend and will be in accordance with the VCB Constitution (This Document).
- 8.02. The date, time and location will be made in good time for all members to make provisions to attend. The VCB committee will endeavour to make sure that the details are known at least 12 months prior, but no later than 6 months before the due date.
- 8.03. All proposals and nominations that are put forward for discussion or approval need to be from Valid paid up VCB members and seconded by another fully paid up VCB member by a set date advertised in the Vespa News prior to the meeting. Proposing/seconding members, and any Nominees need to be in full membership of the VCB at the time of the AGM.
- 8.04. VCB members sending in proposals or nominations need to be at the AGM in person (or another VCB member on their behalf in order to represent them) with the full detail of their proposal.
- 8.05. All proposals and nominations to be accepted and put forward for discussion at the AGM by the Management Committee regardless of opinions.
- 8.06. All proposals and nominations to be listed in the Vespa News and/or the VCB website prior to the AGM.

## **9. BUSINESS AT THE AGM.**

- 9.01. Opening, apologies and acceptance of the minutes from the previous year's AGM.
- 9.02. The current financial statement being presented and approved by the members.
- 9.03. The voting in of any vacant major positions to the Management Committee. These would include the President, Vice President and Treasurer. (12.01, 12.01a, 12.01b)
- 9.04. The proposals for the committee accepted by the members ready to be put forward for any position that is vacant. (12.02).
- 9.05. Any modifications or changes to be decided for the VCB Constitution and voted on by two thirds majority.
- 9.06. New policies or considerations for the VCB to be discussed and voted on. (8.03, 8.04, 8.05).
- 9.07. Trophies, prizes and presentations to be received by the nominated VCB members.

## **10. VOTING AT THE AGM / GM.**

- 10.01. The proposal of proxy voting and/or postal/on-line voting are being implemented for main positions on the committee. This will also be rolled out for any important decisions that need to be made for the club that will affect the membership in a major way.
- 10.02. The proposals or nominations will be fully explained or introduced in good time within Vespa News and the VCB website prior to the vote.
- 10.03. Voting at the AGM on all decisions will be based on a majority vote (show of hands) unless a two thirds majority such as a constitutional change. This will be based on the members present who vote in favour and carried out as a Poll Vote.
- 10.04. A deciding vote when there is no overall majority will be held by the President, or in their absence the Vice President, or the Chairman of that meeting at that time if both are absent.
- 10.05. A Quorum set for the AGM is 2% of total VCB membership present at the meeting within half an hour of the time fixed for the meeting to commence. Change from 3% - Passed at the 2023 AGM - Ratified 20/01/2024.
- 10.06. A full set of minutes will be taken and appear in print in the following issue of the Vespa News for all members to see.

## **11. CALLING A GENERAL MEETING (PREVIOUSLY CALLED AN EGM).**

- 11.01. The Management Committee may call a General meeting or the members of the VCB may request the Committee to call a General meeting (EGM) and the Committee is obliged to do so when 5% of the eligible voting members request the same general nature of business to be discussed.
- 11.02. The request must state the general notice of the business and the text of the resolution intended to be moved and must be authenticated by the persons making it.

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- 11.03. A resolution may properly be moved at a meeting unless for the following –
  - a) It would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the VCB's constitution or otherwise), and or
  - b) It is defamatory of any person, and or
  - c) It is frivolous or vexatious.
- 11.04. The notice of the General Meeting must be called by the VCB Management Committee within 21 days of receipt of the validated request, and held within 28 days from being called. All members will be told – either through the VCB website, Vespa News, e-mail's or by post whichever ever fits in with the required time schedules.

## **12. COMMITTEE POSITIONS AND VOTING IN.**

- 12.01. There will be 3 positions that will be voted on as a role each year The President, Vice President and the Treasurer. Only one will seek re-election or election at each AGM in order to maintain continuity.
- 12.01a. Nominations for these 3 main positions can be proposed by members of the VCB as well as the present management committee. 20/11/23 – London AGM. Amended proposal by the members present.
- 12.01b. Nominations for a new President has to be a present VCB member that has had more than 3 years past experience working on the VCB management committee. 20/11/23 – London AGM. Amended proposal by the members present.
- 12.02. The other positions will be picked from a pool of Nominees by the present working committee if a position has become available which includes Secretary, Membership Secretary, VCB Shop, Vespa News editor, Competitions organiser, Website coordinator, Events / Regions coordinator and any other position deemed to be required by the committee in the running of the VCB.

## **13. TERMINATION OF A COMMITTEE MEMBER OF THE VCB.**

As per section 14.17. of this document - If a committee member is found to be ineffective, found wanting or disruptive, or has broken the committee's code of conduct (See section 21), the committee will go through a set procedure warranted for the action required in order to rectify the situation.

### **By the Committee -**

A set procedure by the President, or in their absence the Vice President or in their absence a quorum of the management committee (70%).

- 13.01. Talking to the individual and giving them a right of reply – Verbal.
- 13.02. A First Stage committee meeting with a quorum (70%) of the Management Committee present and an ordinary resolution passed by a majority vote to continue with any action.
- 13.03. Writing to the individual with the concerns and actions planned and allowing a 14 day right of reply – Written.
- 13.04. Suspension.
- 13.05. A second stage Committee meeting with a quorum (70%) of the management committee present to vote as an ordinary resolution on procedure or termination of post.
- 13.06. Any action taken may start with an instant suspension depending on the nature or severity of the situation, but a right of reply and defence filed is a course of action required for any redress felt justified.

### **By the Members -**

This can be done at an AGM, or at an extra GM (EGM) called by the members as set out in articles 11.01. - 11.04.

- 13.07. The proposal of a resolution and seconded by members of the VCB.
- 13.08. An Ordinary Resolution is required (50% + 1 Vote).
- 13.09. If this is to be accepted by a show of hands, then it has to be over 50% of members in attendance, as abstentions count as a No Vote.
- 13.10. If it is to be a Poll Vote – then it is a majority of the votes cast.
- 13.11. The Committee member has a right to reply before the AGM – either through the Vespa News or letter as well as at the AGM.

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## 14. THE COMMITTEE.

- 14.01. The management committee will be made up of volunteers from the members of the VCB in order to help run the club and maintain a good work ethic between the members of the VCB, themselves and the Vespa Club Limited.
- 14.02. Voting in of the President, Vice President and Treasurer by the VCB membership will be on a 3 year rotational basis in order to keep consistency within the committee. All other committee members will be nominated by the members of the VCB at the AGM in order to be put forward to a pool of volunteers for any vacant positions to be fulfilled on that year's working committee. (12.01 12.01a, 12.01b, 12.02)
- 14.03. The management committee must be of VCB members who are of unquestionable status, experience and of moral standing.
- 14.04. The committee's positions will include – The President, Vice President, Treasurer, Secretary, Membership Secretary, VCB Shop, Vespa News editor, Competitions organiser, Website coordinator, Events / Regions coordinator and any other position deemed to be required by the committee in the running of the VCB.
- 14.05. Positions can be added by the present committee during that year's term when required and ratified at the following AGM if that position is still required the following year.
- 14.06. There will be a probation period to last no longer than six months for all new members on the committee, and three months where a present committee member is taking up a new post within that committee.
- 14.07. Any position that is made vacant throughout that year's term for any reason, the committee will appoint a replacement as soon as possible and then advertise that position for the next AGM.
- 14.08. If a prominent position becomes vacant before the end of term, then that position will be temporarily covered and a replacement voted on at the next AGM or GM.
- 14.09. All decisions on the committee will be made as a group decision with the deciding vote held by the President, or in their absence the Vice President, or in their absence the General Secretary, or the Chairman of that meeting at that time if all are absent.
- 14.10. The date, time and location of the committee meeting will be made in good time for all management committee members to make provisions to attend and should be no less than 21 days' notice.
- 14.11. Provisions should be made for at least 4 committee meetings to be held in one year at a convenient central position or via zoom, for all Management committee members to attend.
- 14.12. A full set of minutes will be taken and an abbreviated version covering the topics of discussion will appear in print in the following issue of the Vespa News for all members to see.
- 14.13. A quorum of 70% is set for all committee meetings in order for business to be conducted and voted on.
- 14.14. A set figure of 0.35 Pence per mile will be allowed for each committee member to be reimbursed for their travel expenses for the day of the committee meeting and paid within 7 days after. (Section 5.03).
- 14.15. A Committee member will be entitled to free membership for themselves and their partner for as long as they are working on the committee, and until such time that their position comes to an end. (Section 5.03).
- 14.16. Any committee member that misses three consecutive meetings will cease being a member of the VCB committee unless they provide an acceptable explanation for their absence.
- 14.17. If a committee member is found to be ineffective, found wanting or disruptive, or has broken the committee's code of conduct (Section 23.08 – 23.26) the committee will go through a set procedure warranted for the action required in order to rectify the situation (Section 13.01 – 13.06).
- 14.18. Any committee member that has been asked to step down, resign or removed from their position, (section 13) will be barred from holding another committee position for a period of 3 years - passed at the 2019 AGM 23/11/19 Prop 18.
- 14.19. The VCB Management committee can set up other sub-committees in order to carry out work on certain projects or other VCB assignments. They will report back to the Management committee and any decision or conclusion is wholly made by the VCB Management committee. These sub-committees do not have a deliberative function, but only a consultative one.

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## **15. VCB REGIONAL VESPA CLUBS - hereafter referred to as the "RVC"**

There are 15 local Regional Vespa Clubs based in Scotland, Northern Ireland, North West, North East, Yorkshire, North Midlands, South Midlands, West, North Wales, South Wales, South West, Southern, London, Eastern and South East who will be the feeder cogs for the membership of the VCB. The overseas branch will be a separate cog which will include all expatriates and overseas members.

- 15.01. A membership fee will be paid on-line by the proposed member via their local RVC page on the VCB website, which will entitle them to be a member of that area cog as well as a member of the VCB.
- 15.02. If a membership is collected in person by the Regional Rep or Club shop, then the money and membership form is to be sent to the VCB Membership Secretary.
- 15.03. A page on the VCB website will give the joining member contact details of the local Rep and local Facebook and/or websites to join.
- 15.04. Through this membership the RVC will have a monitory credit set aside for every member within their club in order to allocate against putting on or sponsoring a regional event for their members at least once a year in order to promote the Vespa brand, the RVC and the VCB.
- 15.04a. A cap of 3 (three) years will be implemented on this monitory credit if this allocation has not been used within this time scale in order to stop the build-up of unused funds within a single Region. The RVC Credit will be reinstated if the funds are used for their intended purpose – 2024 AGM Proposal 6 – Original proposal and then amended by the members present at the AGM.
- 15.05. If time permits, the local regional event would be put forward to the VCB as a signing on event for the Attendance Award Championship if it does not clash with any other RVC, VCB, and British Scooter Rallies Association (hereafter referred to as the BSRA).
- 15.06. The RVC will help or promote any events that they feel their members would be interested in, or benefit from, which will include road safety and first aid, Vespa Sport, other regional events, British Vespa Days, tourism and events abroad including Vespa World Days and other country's Vespa Days.
- 15.07. To help and assist with the Riders Regional competition in compiling different landmarks for future use within the competition rules.
- 15.08. Promoting ride-outs and area meets arranged by other local Historical VCB Cogs and Branches. (See section 21).
- 15.09. Developing a community and social spirit within the RVC that will establish friendships, shared knowledge and camaraderie.
- 15.10. To bid for the future annual British Vespa Days in their region, constructing a firm financial viability with a venue that will meet the standards expected from these events taking place.
- 15.11. If the RVC is lacking in membership and funds for putting on or sponsoring a regional event, then the Rep can apply to the VCB for a top-up of funds if there is no other way in committing to this obligation.
- 15.12. Adjoining regions can work together in putting on an event if it was felt that this would benefit their members more.

## **16. SETTING UP A REPRESENTATIVE/COMMITTEE IN THE REGIONAL AREA.**

- 16.01. The VCB committee will appoint a Representative (Rep) in the RVC area in order to get the RVC started.
- 16.02. The Rep to become a member of the "Vespa Club Limited".
- 16.03. All RVC events are signed for by the RVC Reps, who are members of the Vespa Club Limited and are covered by the Limited Company policies and insurances held for events under the names of British Motorcyclists Federation (BMF) and the Auto-Cycle Union (ACU).
- 16.04. If there is no person or volunteer in that area willing to start the area off, then the VCB Committee will run that area until a replacement is found.
- 16.05. Once the Rep has established the RVC area, they can then set up a working committee (if required) within the Region in order to establish a contact base for all the local Cog Branches and individual riders, whilst helping their RVC in organising events in the future.
- 16.06. To allow the local members of the Region a choice/vote on their representative/committee in a democratic way that keeps the area all-inclusive once the area committee has been established.

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- 16.07. The Rep to attend the Vespa Club Limited AGM in order to vote for the Directors to be put in place and any other business.
- 16.08. To run the RVC as per the rules and regulations of the VCB, mirroring the VCB Code of Conduct, GDPR compliant, Equality and Diversity and the ethos and underling principles of the VCB.
- 16.09. To support and execute any requirements for Vespa World Days (VWD), or any other National club's Vespa Days, which may include filling in RVC names onto a World Club Database in order for them to participate in that event.
- 16.10. To carry out a GDPR course which enables the Rep to deal with and collate certain personal details of their members.
- 16.11. No Bank accounts are required by the RVC as all money is kept centrally by the VCB.
- 16.12. All Generic Risk and Method Statements are held by the VCB and will be adapted by the Rep of the RVC in order for it to become specific.

## **17. RVC/VCB MEMBERSHIP APPLICATION.**

Full Membership of The RVC/VCB is open to anyone aged 18 and over with an interest in Vespa scooters whether or not they own one. AGM Stirling 19/02/2022. This was voted on being 18 and over from the previous age of 16.

- 17.01. There are four types of Membership – Full (single), Couples, expats, and Overseas. The current membership fees are listed on the VCB's website [www.vespaclub.uk](http://www.vespaclub.uk).
- 17.02. Couples Membership is made up of two people living together at the same address. They will receive two cards but only one copy of the Vespa News.
- 17.03. Members Children under the age of 18 will be issued temporary membership for any event that the VCB are organising or attending as a club in order for them to all attend as a Family.
- 17.04. Members Children are allowed into a VCB event up to 9.00pm - depending on the venue's licensing laws.
- 17.05. All membership applications are subject to the approval of the Managing Committee of the VCB, which reserves the right to refuse or cease individual membership of the VCB and the RVC, if this is considered to be in the best interest of the club.
- 17.06. Voting – All members, apart from expats and overseas memberships, will be eligible to attend and vote at the club's Annual General Meeting on production of a valid membership card in their name.
- 17.07. Expatriates Membership – This will entitle expats who used to live in the United Kingdom to join the VCB and receive a copy of Vespa News. They will be entitled to use the VCB's discount scheme. They can apply for entry into Vespa World Club events via the VCB, but they cannot vote at the VCB's AGM, or any other vote regarding the club throughout the year.
- 17.08. Membership applications for the VCB from overseas members or members of other National Clubs will not be able to vote at the VCB's AGM, or any other vote regarding the club throughout the year or apply for VWD tickets.
- 17.09. A VCB or RVC membership is non-transferable and non-refundable.

## **18. VCB MEMBERSHIP BENEFITS.**

- 18.01. Members will receive a copy of the club publication Vespa News (currently 6 copies a year), Membership cog patch, sticker and membership card, plus access to the club's website for news, technical advice and other information.
- 18.02. Members (apart from overseas members and members of other National Clubs (excluding ex-Pats)) as part of their fee will also receive membership into the Vespa World Club which will allow them to participate in international Vespa events and Vespa World Days.
- 18.03. Members will also be eligible for any discounts that are made available by retailers to VCB Members. This is a privilege for VCB members only and not to be misused.
- 18.04. The Managing Committee will organise at least 2 events each year for its members, based on the current membership's wishes in style and location, but mainly social occasions, members are encouraged to ride, display and promote their Vespa's and the Vespa Club of Britain at all times.
- 18.05. The Club will organise a shop for members with a selected stock of clothing, badges, stickers and general items and the Managing Committee must strive to get the best value for members at all times.
- 18.06. To promote all RVC area events which do not clash with other BSRA and VCB events being held on that date unless an agreement has been established beforehand.

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## 19. VCB HONORARY MEMBERSHIP.

- 19.01. **Honorary Membership** is reserved for individuals who have made a significant contribution to the VCB. This requires the agreement from the Management Committee and lasts for 5 years, which will be in the form of either a Full (Single) or a couple dependant on the input. This can be extended by invitation only, by the President for further 5 year terms.
- 19.02. **Honorary President** - This has no executive position or role in the decision making of the VCB, but would be somebody whose dedication, contribution and approach to the VCB would be knowledgeable as an individual who could provide inspiration, guidance and support to the club. The time limit of this position is 4 years but can be extended for a further term by the VCB President.
- 19.03. **Honorary Vice President** - As per the Honorary President - as well as representing the VCB and is also time limited as per the Honorary President.
- 19.04. All honorary positions are there to represent the VCB in the manor it befits, acting in a constructive and positive way with the committee that helps promote the VCB and the VWC. The honorary position can be removed if it is felt that the position was being used in a detrimental way.

## 20. VESPA SPORT AND COMPETITIONS.

- 20.01. The VCB will run and support annual competitions within the club which include the Attendance Award Championship and the Riders Regional Competition.
- 20.02. The management committee to keep the members up to date with the scores of these competitions via Vespa News.
- 20.03. The VCB to promote, assess sponsoring and get involved in Vespa sport which encompasses all events through the spectrum of Team Vespa.

## 21. VCB BRANCHES.

- 21.01. All historical branches and cog numbers will be allowed to carry on running as small independent clubs but under the umbrella of their local RVC.
- 21.02. No individual rider from these cogs will be allowed to join the VCB directly but will have to join through their local RVC.
- 21.03. The RVC will help, support and promote events run by these branches / cogs which do not clash with other BSRA, RVC and VCB events being held on that date unless an agreement has been established with the VCB beforehand.  
Note - Only "Vespa Club" branches will be covered under Vespa Club Limited and their insurance cover if the local Rep has signed all the relevant paperwork. Scooter Club Cogs associated with the VCB do not have this privilege.
- 21.04. These branches / cogs are to be seen as active RVC members promoting and helping the RVC and the VCB in events that promote the Vespa brand.
- 21.05. All new VCB Branches will be made up of at least 5 current VCB Members of different addresses that have held valid membership for at least 12 months. Any branches falling below a minimum of 3 members will be notified and struck off as an Official VCB Branch. 20/11/23 – London AGM. Amended proposal by the members present.
- 21.05a. Any VCB local branch or cog, old or new, will not be able to use a Regional or a UK Country identity within their cog name - 20/11/23 – London AGM. Amended proposal by the members present.
- 21.06. RVC and VCB Members can be members of their own Local branch, as well as a National Branch for instance the GTS Owners Club or the Veteran Vespa Club.
- 21.07. All Branches can seek to have a new or redesigned cog badge and approved by the VCB Management Committee, however the actual design will remain the property of the VCB. As long as the Branch is current they have the permission to use the design for their Branch.
- 21.08. All local Vespa club branches should be an all-inclusive group which carries the ethos and logic of the VCB and promoting the club in its full entirety.

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- 21.09. Any VCB member found to be using their branch or cog as a platform to criticise, berate or verbally attack the VCB, the RVC, or any individual VCB member, they will have their membership removed as per the VCB Code of Conduct.
- 21.10. If at any time the VCB management committee feel that a local Vespa club is being run detrimentally to the VCB, is excluding members or membership from local VCB members for no apparent reason, or is being run for personal and financial gain, the local Vespa club will be notified of changes required, otherwise a change of leadership of that club is required, or the removal of that club from the VCB.
- 21.11. No club, branch or cog will be allowed to bring the VCB into disrepute at any time, and should help promote the RVC , the VCB, the Vespa name and the camaraderie of the club at all times.

## **22. LIABILITIES.**

- 22.01. In as far as the elected Directors of Vespa Club Limited are able, some of the liabilities of the Limited Company arising from the VCB's day to day activities are protected by an insurance policy issued by the British Motorcycle Federation (BMF). There will be an option to have the Auto-Cycle Union (ACU) in place if required or deemed necessary.
- 22.02. RVC and VCB events will have insurance arranged as befits the nature and exposure of the occasion.
- 20.03. It is a matter of each individual including Vespa Club Directors, members of the Vespa Club Limited, VCB committee, VCB/RVC event's organisers, and VCB members, to satisfy themselves as to the suitability of any course, facility, advice or product (including machinery and clothing) offered by venues, landowners, advertisers or manufacturers and of any individual, to ensure that adequate insurance and medical arrangements have been made to protect their interests with regard to any activity undertaken.
- 22.04. Full Risk and Method statements should be filed with the local RVC Regional Representative/s and the VCB Secretary in good time before the events start date. These should cover all activities, attendees and the whole event in its entirety, highlighting all risk and eventualities and pointing out where controls and action have been taken in order to reduce that risk. The VCB committee to be consulted for full requirements before submitting these records.
- 22.05. Organised ride-outs are required to follow the accepted procedure of the VCB and approved by the BMF and ACU insurance. Full procedures can be forwarded on to the organisers by the VCB Secretary.

## **23. CODE OF CONDUCT.**

### **CODE OF CONDUCT - Members.**

- 23.01. All complaints or questions regarding the day to day running of the VCB should be directed through the member's regional representative or directly to the VCB management committee. This should not be done through any form of social media outlet exacerbating the issues any further than what is necessary.
- 23.02. When posting on forums or social media, whether club sponsored or not, the VCB member will not engage in criticism of other members of the club, including committee members, or repeated criticism of the VCB.
- 23.03. To behave responsibly and ensure that they conduct themselves in a manner which will not injure the reputation of the club, its events locally or nationally, officials, participants, or sponsors.
- 23.04. To treat all people associated with the club, including all VCB members, committee members, volunteers, partners with respect at all times.
- 23.05. All members should act in a positive and constructive manor towards the VCB and should not bring the club and its name or function into disrepute.
- 23.06. Any member found to be using a pseudonym or supplying false information in their membership details will have their application rejected or membership terminated.
- 23.07. If any member is found to bring the Vespa World Club, the VCB or the RVC (the clubs and their functions) into disrepute, the Management Committee have the right to remove that person's membership with immediate effect with a set period of suspension.

Section 23 Continued .....

# THE VESPA CLUB OF BRITAIN

## CODE OF CONDUCT - Management committee.

- 23.08. All Committee Members will have an equal say in the running of the Vespa Club of Britain. All decisions will be decided by a majority vote but making sure that the Vespa Club Limited's obligations are fulfilled financially, morally and with due diligence.
- 23.09. Be diligent in their role.
- 23.10. Attend Management Committee Meetings or forward their apology to the Club Secretary prior to the meeting.
- 23.11. Treat all people associated with the Club, including members, volunteers, partners and other Committee Members with respect at all times.
- 23.12. Behave in a civil and appropriate manner during Committee meetings.
- 23.13. Attend to their fiduciary responsibility and make decisions based on what is best for the Vespa Club of Britain regarding finances.
- 23.14. Be responsible for carrying out their job roles and within good time.
- 23.15. Not to take advantage of their position on the Committee in any way.
- 23.16. Declare any conflicts of interests as they arise and act to ensure that these conflicts do not pose any risk to the organisation or influence any decisions made or voted on.
- 23.17. Be open to feedback from members and respond appropriately.
- 23.18. Be honest at all times.
- 23.19. Act as a positive role model with respect to good behaviour.
- 23.20. Adhere to the policies and procedures established by the Club.
- 23.21. Adhere to the legislative requirements of the Club.
- 23.22. Respect the equipment and resources of the Club and only use these in Club related business.
- 23.23. Always look for opportunities for improved performance of the Club operations and Committee functions.
- 23.24. Always represent the Club in a professional manner.
- 23.25. Not to contact anyone, including the media, social media and the Club's own publications i.e. Vespa News, about any aspect of the Club that could damage its reputation or the reputation of the Committee unless under exceptional circumstances or by agreement of the Committee.
- 23.26. Acknowledge and respond to any communication in a timely manner.

## 24. COMPLAINTS PROCEDURE.

- 24.01. Any member is entitled to raise a complaint if the VCB has control over the situation in relation to that complaint.
- 24.02. The complaint should be put in writing and be sent to either the member's Regional Rep, or a member of the VCB management committee whose details can be found in the bi-monthly publication of Vespa News.
- 24.03. The complaint should contain the complainant's name, membership number and an outline of the complaint and any correspondence that can substantiate the complaint.
- 24.04. The party being complained against will be informed of the complaint in full and they will be asked for a response in writing within a specific time of 14 days.
- 24.05. If the complaint is about the VCB or issues with the club, then the Management Committee will respond.
- 24.06. If the complaint cannot be resolved amicably, then both parties will be asked to a hearing, to either attend in person or be represented by a person of their choice who holds a valid VCB membership.
- 24.07. The hearing would normally be held at the quarterly committee meeting or if required at an emergency meeting convened by the President, if absent the Vice President, or if both are absent an elected chairman by the VCB Management Committee for that meeting required.
- 24.08. A record of any decision made will be kept on record by the VCB and both parties will be informed in writing of the decision made.

Section 24 Continued .....

# THE VESPA CLUB OF BRITAIN

- 24.09. A decision will be made by the VCB Management Committee as to what action is required as per the Code of Conduct set out in section 23.
- 24.10. Both parties have the right to appeal, and this should be done in writing within 14 days of receipt of the management committee's decision.
- 24.11. The right to appeal should be in writing with any extra information that the aggrieved party thinks that the VCB Management Committee should take into consideration.
- 24.12. The Management Committee's decision is full and final, and will be in accordance with the constitution of the VCB.

## **25. EQUALITY AND DIVERSITY.**

- 25.01. Members will be treated with dignity and respect and not harassed, abused or intimidated regardless of race, ethnicity, nationality, religious or political beliefs, gender, sexual orientation, disability and/or age.
- 25.02. At all times people's feelings will be valued and respected. Language or humour that members find offensive will not be used – sexist jokes or terminology which is derogatory to someone with a disability.
- 25.03. All incidents of harassment in all areas of the above (25.01 and 25.02) will be taken seriously and taken through the Code of Conduct (Section 23).

## **26. VESPA WORLD CLUB.**

The VCB in conjunction with the RVC's and Vespa Club Limited should at all times support the aims and events that are organised by the world club. The Management committee should at such times submit applications to host Vespa World Days in a suitable area of the country with the help of the RVC's, without bringing the club into disrepute or financial liability which would be outlined and voted on at the VCB's and Vespa Club Limited respective AGM's.

## **27. CHARITY**

The VCB will endeavour to work alongside a chosen charity which has been put forward by a member of the VCB, or a representative from one of the RVC's or the VCB Management Committee and ratified at the VCB's AGM for the following year.

This will not only raise awareness of that charity – whether it is a National or just locally based – but push the charitable ethos of the VCB as a club, and its members.

## **28. VESPA CLUB OF BRITAIN LOGO AND NAME.**

All images of any VCB cog badge with the name "Vespa Club of Britain" belong to the Vespa Club of Britain. These images are designed in house and are owned by the designer which includes all Club and Cog logos. All designs by the VCB are owned by the VCB designer on behalf of the VCB. The Vespa and Piaggio name brands are allowed to be used by the VCB and its Regional and local Vespa Clubs by the Vespa World Club and Piaggio, this includes the words "Vespa" and "Vespa Club".

## **29. GENERAL DATA PROTECTION REGULATION (GDPR).**

The VCB holds a limited amount of data on their membership and this is used purely for the day to day running of the RVC/VCB and will not be sold or passed on to any external third-party source for financial gain or marketing purposes.

- 29.01. All data collected will be the data that the member submits on the RVC/VCB membership form upon joining, either through the online data base or by a downloaded form. This information will include - full name, household address, mobile and landline phone numbers, date of birth, e-mail address, the Regional Branch and/or the VCB local Club.

Section 29 Continued .....

# THE VESPA CLUB OF BRITAIN

- 29.02. The data will be used for sending out Membership packs, Renewal of Membership, distributing Vespa News, e-mailing with relevant VCB news and events, and keeping track of regional membership.
- 29.03. The data will only be accessed and used by the members of the committee and the regional reps once that person has completed a GDPR course and is fully compliant with the laws of GDPR.
- 29.04. The data sent to the Vespa News printers will be the basic required in order to send out the Vespa News magazines – Name and address only.
- 29.04a. On limited occasions, suppliers working with the VCB may ask the VCB to confirm that an individual membership is up to date when that member is applying for a discount through the “VCB Membership Discount Scheme”. The information will be strictly limited to - confirming Name, membership number, and the date of when that membership expires.
- 29.05. When a member orders tickets or vouchers through the VCB for an event organised by a third party, the VCB will not send out the member’s full data, just their name, membership number, affiliated club, e-mail address and a vehicle registration number if required.
- 29.06. If a member’s data is required for anything else, then the members must be informed prior to release.
- 29.07. A VCB member has the right to ask for all or part of any data being held by the VCB to be removed and destroyed upon submitting a written request to the General Secretary or the VCB Data Controller.
- 29.08. Under the General Data Protection Regulations (GDPR) the VCB have a legal duty to protect any information that they hold about their members. The VCB will take measures to safeguard this data and implement security standards and controls to prevent any unauthorised access to it. Information which a member has provided the VCB will be stored securely. It will only be used for the purpose(s) stated when the information was collected.
- 29.09. Historical information on old memberships will only be kept in order to keep the membership numbers against a person's name in case they re-join the VCB at a later date (Time Limited).

## **30. CLOSURE**

- In the event of a Special Resolution being passed by the membership through a process to be decided by the VCB Management Committee which may include a Proxy Vote or Postal Vote, or Online Voting (if implemented), which will either be at an AGM or a General Meeting called by the Management Committee, or Directors of Vespa Club Limited, or the Membership of the VCB as per section 11, decide that the VCB should close down, the Directors of Vespa Club Limited and the Management Committee of the VCB would look to support the members’ decision and release the company's assets, the proceeds of which, together with any funds held after all debts are paid, would be used to make a charitable donation to a charity of the Management Committee’s choice.

# THE VESPA CLUB OF BRITAIN

## **31. THE PRESIDENT.**

The president – or in the absence of the President – the Vice President –

- Is the legal representative of the VCB before third parties and in judicial matters.
- Is responsible for enacting the decisions taken at the AGM and within the management committee.
- For urgent matters may act on behalf of the management committee subject to the ratification of their decisions at the first possible opportunity.

### **Position Overview**

This position will have overall responsibility for Vespa Club of Britain and the Managing Committee. They will be responsible for the Vespa World Days entry process including making recommendations, to the managing committee, for improving the process.

### **Job Functions**

#### **Strategic direction**

- Create the vision for the club
- Identify, with the committee members, how to achieve that vision

#### **Day to day running**

- Ensure the Managing Committee are taking the necessary actions to achieve the strategic vision.
- Ensure appropriate records are being kept in order to produce statutory accounts and returns for The Vespa Club Ltd.

#### **Reporting**

- Run the Annual General Meeting reporting the current state of the club.
- Produce reports and presentations as requested by the managing committee.

#### **Proactive monitoring**

- Have an understanding of what all committee members are undertaking to ensure their actions comply with all relevant laws.
- Ensure sufficient insurance is in place to limit the liability of the members, the organisers, the managing committee and the company directors.

#### **Vespa World Club**

- Ensure that the VCB is represented at the Presidents Meeting of the Vespa World Club.
- Liaise with the Secretary of the Vespa World Club to ensure that the VCB's views and interests are taken into account with regards to the setting of Vespa World Club Policies

#### **The Vespa Club Ltd**

- Liaise with the director/s of The Vespa Club Ltd to ensure they have all the necessary information for carrying out their legal responsibilities.
- Coordinate the gathering of information from other committee members at the request of the director/s and be responsible for supplying the requested information

#### **Specific responsibilities described in this Constitution -**

- Take any decision needed, if there is a tie in voting

# THE VESPA CLUB OF BRITAIN

## **32. THE VICE PRESIDENT.**

### **Position Overview**

Reporting to the President, you will be their deputy and, therefore, will have an understanding of the President's position. You will be able to stand in for the President when they are unable to undertake club tasks.

### **Job Functions**

#### **Strategic direction**

- Contribute to the vision for the club
- Identify, with the committee members, how to achieve the vision

#### **Day to day running**

- Ensure the Managing Committee are taking the necessary actions to achieve the strategic vision
- Ensure appropriate records are being kept in order to produce statutory accounts and returns for The Vespa Club Ltd.

#### **Reporting**

- Run the Annual General Meeting, in the absence of the President, reporting the current state of the club
- Produce reports and presentations as requested by the managing committee

#### **Proactive monitoring**

- Have an understanding of what all committee members are undertaking to ensure their actions comply with all relevant laws
- Ensure sufficient insurance is in place to limit the liability of the members, the organisers, the managing committee and the company directors.

#### **Vespa World Club**

- Ensure VCB is represented at the Presidents Meeting of the Vespa World Club.
- Liaise with the Secretary of the Vespa World Club to ensure that the VCB's views and interests are taken into account with regards to the setting of Vespa World Club Policies.

#### **The Vespa Club Ltd**

- Liaise with the director/s of The Vespa Club Ltd to ensure they have all the necessary information for carrying out their legal responsibilities.
- Coordinate the gathering of information from other committee members at the request of the director/s and be responsible for supplying the requested information.

#### **Specific Responsibilities.**

- As per the President in their absence.



# THE VESPA CLUB OF BRITAIN

## **33. THE TREASURER.**

### **Position Overview**

Reporting to the President, they will be responsible for maintaining all aspects of the VCB's financial transactions, also responsible for the expense claiming process including making recommendations, to the managing committee, for improving the process.

### **Job Functions**

#### **Budgeting**

- Working with other committee members to identify the expected income and expenditure for areas they're responsible for.
- Produce and present, to the managing committee, a draft budget for the financial year
- Create and distribute, to the managing committee, the final budget for the financial year

#### **Financial transaction processing**

- Make payments for approved spend within the budget for the financial year
- Monitor the financial accounts to ensure expected income is received
- Make necessary transfers between VCB financial accounts in order to protect the assets of the VCB, and to keep the club in financial wellbeing.

#### **Proactive monitoring**

- Monitor all financial accounts to ensure a reasonable balance is maintained
- Monitor the financial position of the club to identify any unknown financial transactions
- Monitor the financial position of the club to identify any likely overspends in the current financial year
- Notify the managing committee of any likely overspends including a proposal for action to avoid the over spend or generate more income to offset any over spend.

#### **Reporting**

- Provide a set of balanced figures at any given time to the Managing Committee upon request.
- Provide full information to the appointed accountants to enable them to produce the accounts of The Vespa Club Ltd
- Provide a financial statement including Profit & Loss and Balance Sheet to the members present at the AGM.

# THE VESPA CLUB OF BRITAIN

## **34. SECRETARY.**

Stand in for the President and Vice President in their absence and enact all decisions made at the AGM or Committee meetings and ratify all self-appointed decisions at the earliest opportunity.

### **Position Overview**

Reporting to the President as the General Secretary will be the main contact for all correspondence with the club. They will be responsible for setting up all meetings and ensuring that appropriate agendas and notes are distributed and published in Vespa News including making recommendations, to the managing committee, for improving any process the managing committee undertakes.

To keep and file all information for a set period of ten years and in a form that is easily transferred over to a new or a stand-in General Secretary if the case arises.

### **Job Functions**

#### **Meetings**

- Prepare all agendas and distribute them to the relevant people at the appropriate time
- Ensure notes are taken of any decisions taken at a meeting
- Distribute the notes of meetings within an acceptable timeframe
- Liaise with the Vespa News Editor to ensure notes of meetings, including the AGM, are published in the first available Vespa News.

#### **General Correspondence**

- Answer email queries within an acceptable timeframe
- Identify any trends which may affect the managing committee and notify them of possible issues

#### **Vespa World Club**

- To keep the World Club informed of all relevant contact details, and constitutional changes.

#### **Specific responsibilities**

- Arrange for a VCB member to attend a managing committee meeting at the request of that member.
- Set up an additional General Meeting if the requirements are in line with Section 21.
- Deal with any complaints lodged by a VCB member.

# THE VESPA CLUB OF BRITAIN

## **35. MEMBERSHIP SECRETARY.**

### **Position Overview**

Reporting to the President they will be responsible for maintaining all aspects of the VCB membership and Regional Vespa Branches. They will be responsible for the membership application process including making recommendations, to the managing committee, for improving the process.

### **Job Functions**

#### **Membership processing**

- Maintain the list of current members
- Issue welcome 'letters'
- Issue membership cards
- On the Vespa News copy date provide the Vespa News editor with the following information
  - The names and counties of all members that have joined after the previous Vespa News cut-off date.
  - The current list of all Regional Vespa Clubs with up to date contact details (highlighting any changes)
- Prior to the Vespa News publication date provide the Vespa News editor with the following information
  - The number of current members eligible to receive Vespa News
  - The name and addresses of the current members eligible to receive Vespa News in the format defined by the distributor.

#### **Historical Local clubs**

- Maintain the list of current clubs
- Provide new clubs with an unique branch number

#### **Reporting**

- Provide the number of current members in each membership category to the Managing Committee on request
- Provide the number of current members and the trend over the last 5 years to the members present at the AGM.

#### **Proactive monitoring**

- Monitor the number of current members to identify a fall in numbers
- Notify the managing committee if a fall in current membership numbers is identified including a proposal for action to stop the fall in numbers.

#### **Specific responsibilities**

- Monitor Regional Vespa Clubs and overseas members status.
- Refuse membership
- Withdraw membership
- Approve club affiliated status to a group of three or more VCB members for historical club purposes.
- Refuse Club affiliation status
- Withdraw Club affiliation status

# THE VESPA CLUB OF BRITAIN

## **36. THE VESPA NEWS EDITOR.**

### **Position Overview**

Reporting to the President you will be responsible for creating and distributing the bi-monthly club magazine. You will be responsible for the creation, printing, and distribution process including making recommendations, to the managing committee, for improving the process.

### **Job Functions**

#### **Creation**

- Create the club magazine bi-monthly
- Ensure the magazine is published on time
- Ensure there are sufficient adverts included to meet the income budget requirement
- Include the 'standard' content and any specific content as requested by the managing committee
- Exclude any specific content as requested by the managing committee

#### **Printing**

- Liaise with the printer to provide the magazine in a format which is acceptable
- Make recommendations to use the best printer available
- Review the printing to ensure we are getting value for money
- Liaise with the Membership Secretary to get the number of magazines that need to be produced

#### **Distribution**

- Liaise with the distributor to provide the magazine and address details in a format which is acceptable
- Make recommendations to use the best distributor available
- Review the distribution to ensure we are getting value for money
- Liaise with the Membership Secretary to get the address information sent to the distributor at the appropriate time