

BY-LAWS OF THE MINI SEVEN RACING CLUB

General

- 1.1 All references to the "Club" in these By-Laws refer to The Mini Seven Racing Club, a company limited by guarantee, registered in England and Wales as company number 5519135.
- 1.2 These By-Laws are supplementary to the Memorandum and Articles of Association of The Mini Seven Racing Club.
- 1.3 The principal activity of the Club shall be the promotion of motor racing championships for the following categories of car, and for any sub-classes of these categories:

Mini Se7en Formula
Mini Miglia Formula

Participation in these racing categories shall be restricted to full racing members of the club.

Membership

- 2 All memberships of the Club, other than Full Racing Membership and Honorary Life Membership, shall be for a period of one year commencing on the day of acceptance of membership. Full Racing Membership shall be for a specified year commencing on 1 January. All memberships shall be subject to payment of an annual subscription of an amount determined by the Directors.
- 2.1 Categories of membership shall be as follows:

2.2.1 Ordinary membership

Ordinary members shall be entitled to vote at all General Meetings of the Club during the period covered by the subscription paid. They shall also be entitled to participate in all social activities of the Club and to receive all publications, either printed or electronic, issued by the Club for its members. Ordinary membership may be upgraded to full racing membership at any time on payment of the appropriate additional subscription.

All references to "Supporters' Club Membership" will be interpreted as meaning Ordinary membership of The Mini Seven Racing Club.

2.2.2 Full racing membership

Full racing members shall be entitled to the same membership privileges as Ordinary Members and in addition will be registered as competitors in one or more of the racing categories promoted by the club.

2.2.3 Joint membership

Joint membership is available to non-racing family members of ordinary members or full racing members who are resident at the same address. Joint members shall be entitled to the same privileges as ordinary members except that they will not receive separate copies of printed publications issued by the club.

2.2.4 Life membership

The Directors may, at their discretion, award honorary life membership of the Club to any member who has rendered special service to the Club or who in their opinion is deserving of the distinction. Honorary members shall not be liable to pay subscriptions under rule 2.1, but shall be entitled to the rights and privileges of Ordinary membership, including the right to attend meetings, vote at elections and be nominated for committee or other office.

Honorary life membership of the club shall automatically be granted to all life members of the Mini Se7en Racing Club (registered under the Friendly Societies Act 1974) as at 31 December 2005.

Club President and Vice President

- 3.1 The positions of Club President and one or more Vice Presidents shall be honorary positions appointed by the Directors and shall carry no executive responsibility for the club's management and no rights or privileges beyond those of Ordinary membership.

Executive Committee

- 4.1 The day-to-day operations of the Club shall be governed by an Executive Committee, elected annually by the Club. The day to day operations of the Club shall be governed by an Executive Committee, elected annually by the Club. The Committee will consist of the following posts :

Club Chairman
Commercial Manager
Competition Co-ordinator
Membership Secretary
Financial Controller
Representative of the Mini Miglia Class
Representative of the Mini Seven Class

- 4.2 The Executive Committee may, at its discretion, form sub-committees or co-opt additional members to manage specific projects.
- 4.3 All voting at General Meetings is to take place by secret ballot.
- 4.4 All nominations of candidates for election to the Executive Committee members must be received in writing by the Company Secretary at least fourteen days before the Annual General Meeting. If no nominations for a specific Executive Committee position have been received by this date, the existing Executive Committee may have the options of:
 - (a) extending the deadline for nominations
 - (b) accepting nominations from the floor of the Annual General Meeting
 - (c) co-opting additional Executive Committee members subsequent to the Annual General Meeting

Racing regulations

- 5.1 Technical and sporting regulations for the racing categories promoted by the Club shall be made available to all members on demand.
- 5.2 Any amendments to technical or sporting regulations, other than those imposed by National or International governing bodies, or safety regulations considered to be *force majeure*, shall be approved by the Club in general meeting.
- 5.3 Such amendments to technical regulations shall come into force twelve months after approval by the Club except in the following circumstances:
 - (a) amendments required in the interest of safety may come into force immediately
 - (b) amendments required as an urgent response to the non-availability of certain components may come into force immediately.
- 5.4 Amendments to sporting regulations shall come into force for the racing season immediately following approval by the Club.
- 5.5 All amendments to technical and sporting regulations passed by the Club shall be subject to approval by the MSA or other national governing body.

Audited financial statements

- 6.1 Notwithstanding the fact that the Club may be exempt from statutory audit of its financial statements, the Directors shall ensure that the Club's annual financial statements are audited in accordance with approved auditing standards, by a firm registered to carry out audit work in the United Kingdom.

Meetings

- 7.1 The board of directors shall meet a minimum of twice annually. Some, or all, of the members of the Executive Committee shall be invited to attend these meetings at the discretion of the directors.
- 7.2 The executive committee shall meet at appropriate intervals.
- 7.3 General meetings will be held as follows:
 - (a) an Annual General Meeting. This meeting will deal with the appointment of directors and the executive committee, the approval of annual financial statements, the appointment of auditors and alterations to these by-laws.
 - (b) an Annual Technical Discussion. This meeting will deal with proposed amendments to the technical and sporting regulations governing the racing categories promoted by the club.
 - (c) Such Special or Extraordinary General Meetings as are called in accordance with the Articles of Association

Jurisdiction over sporting competitions

- 8.1 All motor sporting events and championships promoted by the Company shall be held under the jurisdiction of the Motor Sports Association (MSA), or other appropriate national governing body.
- 8.2 If any conflict should arise between these by-laws and the regulations of the MSA or other sporting authority, then the MSA regulations will take precedence.

Changes to these by-laws

- 9.1 Once adopted by the club in general meeting, these by-laws will be binding on the Club unless withdrawn or amended at a subsequent general meeting. Any member of the Club may propose an amendment to these by-laws and such proposals will be presented to the club at the next Annual General Meeting.

By-laws adopted 4 March 2006

Amended 10 March 2007

Amended 1 March 2008