SINCE 1907
CARAVAN AND MOTORHOME CLUB

HOW THE CLUB WORKS

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History

1 The Caravan Club was founded in June 1907 by eleven enthusiasts with horse-drawn caravans. The object of the Club was to establish a list of places to meet and negotiate with landowners in the countryside. A pennant was designed and adopted in March 1908, which displayed entwined capital "C"s, white on a red background with a white border. The pennant forms the basis of the current Caravan Club logo.

2 On 19 September 1935, the Club became a proprietary members' club when The Caravan Club of Great Britain and Ireland Limited was formed. The main object clause in its Memorandum of Association was:

"To establish, maintain and conduct a Club for persons who are caravanners or are connected with caravanning"

3 The Club operated throughout the Second World War, but it was from 1945 that it enjoyed steady and strong expansion. Significant growth through the 1950s provided the foundation for the next stage of the Club's history, where Club members increasingly took control of Club activities. Resolutions passed at an Extraordinary General Meeting of the Company in 1959 paved the way for the incorporation of The Caravan Club Limited, a private company limited by guarantee. This saw the acquisition of the undertaking[1] of the 1935 Company and changed the name of the Company to 'The Caravan Club of Great Britain and Ireland (1935) Limited'. The Articles of Association laid down the rules for the creation of an Executive Committee and defined its powers, required that the Members' Club should have Bye-Laws (set by the Executive Committee) and referred to The Council, 'Constituted in accordance with, and its proceedings governed by the Bye-Laws'.

4 Following further legal changes in 1983, it became incorrect to use the title 'The Caravan Club of Great Britain and Ireland Limited'. Instead, 'The Caravan Club Limited' became the correct title. Most importantly, it gave the members of the Club complete freedom to run its affairs.

5 On 21 February 2017, the Club was rebranded as the Caravan and Motorhome Club, complete with a new logo, to better reflect the membership base and ensure continued relevance and inclusivity. Whilst the re-branded Club trades under its new name, the legal entity continues to be The Caravan Club Limited, i.e. the Caravan and Motorhome Club is a trading name of The Caravan Club Limited.

The Company and the Club

The Company and the Club operate on the following lines. The Company obeys its Articles of Association, which register it as a Company limited by guarantee. The Articles, in turn, give the Company its authority to produce Bye-Laws governing the operation of its 'undertaking', which is the Members' Club. In a legal sense, there is no

[1] The proprietary members' club

distinction between the Company and the Club, but the history and the use of Bye-Laws have made it convenient to talk in terms of two ‘separate’ entities. Because it is a members’ Club, run by its members for its members. Accordingly, the members elect their representatives to form the Executive Committee, which is the same as the Board of Directors of a limited company in terms of company law.

The Articles of Association

1 The Articles of Association lay down the rules under company law which must be followed. The Articles were completely revised in 2013, which brought in fundamental changes to the Club that ensured that any residual elements of the history and governance of the proprietary Club were removed. The changes:

a removed those elements of the Articles that went back to the sixties and seventies that were no longer relevant;

b reflected the changes in company law that had taken place since the Articles had last been revised in 1975;

c changed the guarantors of the Club from the Executive Committee members to the general membership, specifically the newly-defined Full Members, who now have a limited liability of £1 in the event of the winding-up of the Club. With this change, only Full Members are entitled to a vote at the Club’s Annual General Meeting (AGM);

d clarified that any residual funds on the winding-up or dissolution of the Club would be distributed to any current or previous Club Members who had paid contributions during the five years before winding up in proportion to the amounts of contributions paid during that period.

e broadened the ‘objects’ of the Club to give it the flexibility to develop new products and services in travel and leisure without them having to be tied to caravanning. The objects are to:

(i) maintain and conduct a club for the benefit of the persons, including mobile caravanners and those connected with mobile caravanning, who are admitted to Club Membership following these Articles;

(ii) encourage social interaction between such persons;

(iii) promote caravanning generally; and

(iv) carry out or promote leisure and travel-related services and products, including but not limited to caravanning and related pursuits.

2 The Articles also:

a define the Executive Committee as consisting of a minimum of seven and a maximum of fifteen Directors; furthermore, stipulate its constitution and terms of reference, which are predominantly the responsibilities of directors under company

law;

b empower the Executive Committee to delegate any of its powers to any committee consisting of one or more Directors;

c establish the Club Council to act as a consultative and advisory body to the Directors;

d enable the Executive Committee to make rules or bye-laws for the proper conduct and management of the Company (Club); and

e stipulate the AGM requirements, much of which is set out in company law.

3 The Articles have been updated in October 2024 and October 2025. These amendments incorporate modern terminology, changing the title of Director General to Chief Executive, and adopting new terms of Directors.

4 The Articles state that the Directors, i.e. the Executive Committee, shall include a Chair, three Vice-Chairs and a Treasurer. The Articles also mandate the rotation of posts, which is every three years for the Chair, Treasurer, Vice-Chairs and other Directors, except co-opted Directors. There is a maximum term set for the Chair and Treasurer of nine years in total, and 12 years for the Vice-Chairs and Directors.

5 In between AGMs and if the total number of Directors is less than 15, the Executive Committee can co-opt a Club member who is a Nominated Member of the Club Council to its Committee, but only for the period up to the AGM following co-option.

If a co-opted member of the Executive Committee is co-opted again by the Executive Committee, instead of by ordinary resolution at the AGM, then his/her term of office will remain on a one-year cycle only. Co-option time will count towards their first term in office, and in accordance with the maximum term set out in the Articles. Under law, there is no difference in the obligations of a co-opted Director to any other Director.

The Bye-Laws

1 The Bye-Laws provide the framework for the Club to operate and set out the terms and conditions relating to membership. Concerning the governance framework, the Bye-Laws are, in most cases, an extract of the Articles, so that a member can see the most important aspects of the Club's governance in one place. There are sections on the AGM, Executive Committee, Club Council and the Divisions and Centres.

2 Concerning members, the Bye-Laws are the equivalent of the Articles of the Company; they are the rules under which members can participate in the Club. The Bye-Laws cover the rules for the;

a categories of membership and their respective rights;

b eligibility for membership and the conduct of the subsequent relationship, including renewal, resignation, joining fees and the members' register; and

c Code of Behaviour and the disciplinary rules for breaching the terms of membership.

3 The Executive Committee sets the Bye-Laws; however, according to the Bye-Laws, the Executive Committee is expected to seek the views of the Club Council before finalising any proposed changes.

The Executive Committee

1 The Executive Committee has to meet its obligations under the Articles and company law, which amount to:

a representing the members in the management and conduct of the Club;

b delegating powers, as necessary, to specialist subordinate Committees drawn from the membership to report and advise on their specialist areas;

c appointing a Chief Executive, who is not a member of the Executive Committee, with delegated authority for the day-to-day management and administration of the Club;

d establishing Club Council to act as a consultative and advisory body to the Executive Committee on matters relating to Club membership; and

e making bye-laws and rules as it deems necessary or convenient, for the proper conduct and management of the Club, which may regulate:

(i) the rights and privileges of members and the conditions of membership; and

(ii) the conduct of members.

2 The legal obligations of Directors on the Executive Committee are set out separately in an Induction Pack, which is produced as an aid for all Committee members.

The Club Committee Structure

1 The Executive Committee can delegate any of its powers to any committee consisting of one or more Directors. Those Committees currently established include Finance and Management, Events, Grants, Membership, Nominations, Sites, Strategy and Technical. Each Committee is constituted by terms of reference approved by the Executive Committee; furthermore, the proceedings of all Committees are reported by formal minutes to the Executive Committee, in some cases through the Finance and Management Committee, which is the principal subordinate Committee. Each Committee is chaired by an Executive Committee member, with a composition that is carefully balanced to ensure that the Executive Committee receives the most appropriate and accurate specialist advice. The members of each Committee are approved annually by the Executive Committee.

2 An important, but often forgotten, aspect of Club governance is that the Club Officers and Committee members do not work at East Grinstead House. Their work is voluntary, and they pursue their own careers or retirement pursuits elsewhere. The

growth of the Club, both in terms of membership and financial strength, coupled with the burgeoning and detailed requirements of diverse legislation, imposes ever-increasing demands upon Committee members. The rapidly changing, complex and sophisticated management systems required to meet the integrated demands of the Club and membership operations also require an ever-increasing level of understanding and time devoted to keeping abreast of and guiding the affairs of the Club. No Committee member receives any form of remuneration, but out-of-pocket expenses incurred on Club business are reimbursed.

3 **Finance and Management Committee.**
Chaired by the Treasurer, this Committee assists the Executive Committee in fulfilling its financial and management responsibilities by taking on responsibility for supervising the financial affairs of the Club. It meets in advance of each meeting of the Executive Committee when it reviews all business with financial or business management content coming from other Committees or from staff. It also has some delegated authority to make financial and business decisions on behalf of the full Executive. Notable among these are the:

a hiring, remuneration and dismissal of all staff except the Chief Executive, who is employed by the Executive Committee;

b administration of the Club's offices and property; and

c investing funds not immediately required by the Club.

The Club Pension Scheme and Trustees

1 The Club operates a defined Benefit (Final Salary) pension scheme, now closed to new entrants, that is governed by five pension Trustees. Three of the Trustees are appointed by the Executive Committee and include, currently, the Club Chair and the Chief Executive. The other two Trustees are pension scheme Member Nominated Trustees, who are appointed for three-year terms. The Club's oversight of this pension scheme is by the Finance and Management Committee.

The Club Council

1 The Club Council is prescribed by the Articles but defined by the Bye-Laws. In the early years of the Club's history, all Club members were members of one or other of the Club's Centres. It was therefore logical for representation on Club Council to be drawn from Centre membership. Since the 1950s, Centre membership has not been mandatory and an increasing number of Club members are not registered with Centres, such that only around 10% are now registered. To account for this, the Club Council was reconstituted to include another category, namely Nominated Members, drawn from the membership as a whole, selected by the Executive Committee and approved at each Annual Members' Meeting (AMM[2]). While full representation was preserved, the Club Council had, at 107 members, become too large and unwieldy to function

[2] The AMM was replaced by the AGM in the 2013 revision to the Club's Articles.

effectively as a consultative and advisory body to the Executive Committee.

2 In 1995, it was decided to form Division and Region Councils as a sub-structure of the Club Council, with those ten Divisions and Regions, instead of every Centre, sending representatives to the Club Council. The new structure came into effect on 1 January 1997 and reduced the Club Council to 55 members, comprising 15 Executive Committee, 20 Divisional and Regional Representatives[3], and 20 Nominated Members. A further revision in 2014 was intended to maintain and continue the high quality of Executive Committee members. Then, in October 2024, the Divisions and Regions were renamed, and all would be known as Divisions, and the balance of Club Council is now:

a Executive Committee (up to 15);

b one representative appointed from each Division (a total of 10); and

c up to 30 Nominated Members.

3 The Club Council usually meets in April and October each year, although the latter meeting is on the same day as the AGM and is more of a procedural meeting.

4 **Nominated Members.**
The Club Council comprises 30 Nominated Members, who are nominated by the Executive Committee and appointed by Club members at the AGM. As stipulated in the Bye-Laws, only Nominated Members of the Club Council may be appointed to the Executive Committee. Nominated members, as with the Representatives detailed in the next paragraph, serve on the Club Council until the AGM that follows their appointment, at which point they retire, but are eligible for re-appointment.

5 To facilitate the identification and recruitment of suitable members to be considered for nomination, the Executive Committee established a Nominations Committee in 2014. In terms of suitability for nomination, the Committee looks for active Club members who possess the breadth of skills and experience required by an organisation that turns over in excess of £100m per annum across a range of different products and services and who can put forward views that are representative of the breadth of Club membership in a well-considered and coherent manner. There is no guarantee, however, that a Nominated member will go on to serve on the Executive Committee or one of its subordinate Committees

6 **Division Representatives.**
Club Council comprises 10 Division representatives, one from each Division, who are appointed at the respective Divisional AGM and who report regularly on the business of the Council to the Division that appointed them and vice versa.

Divisions

[3] The number of Representatives (from one to three) from each Division and Region being determined by the number of Club members living within their respective areas.

1 10 Divisions are authorised by the Bye-Laws and operate following a Constitution, approved by the Executive Committee. Each is governed by a Divisional Team to control and manage the affairs of the Division concerning its Constitutional objectives, which are to:

a represent general matters of Club or Centre interest to the Club Council;

b provide a means whereby the interests of those members living in the area may be fostered; and

c provide a forum to discuss and solve local problems at a regional level.

2 The affairs and activities of the Division are managed by a Team that meets at appropriate times between Club Council meetings and comprises:

a Chair, Deputy Chair, Administrator, Treasurer and Digital Champion are elected each year at the AGM of the Division.

b one delegate appointed by the Centre Committee within the Division; and

c up to six Member Representatives, who are current Club members not registered with any Centre.

3 The management of rallying remains the responsibility of the Centres and is not a Divisional responsibility; however, Centre delegates may raise issues of common interest, such as rallying, at Team meetings.

Centres

1 The Club's 56 Centres that cover the geographic breadth of the UK and Ireland are also authorised by the Bye-Laws and further regulated and guided by Centre Rules and Centre Guidance. They are defined in the Bye-Laws as 'a group of members organised per Bye-Law 36 with the object of rendering local benefits to members living within one particular area'. Those local benefits are generally taken to mean social activities, principally rallying, where members can share and enjoy the privileges earned by the Club from its excellent reputation for responsible caravanning.

2 Following Centre Rules, each Centre is run by a Committee of no more than 15 Centre members, elected at a Centre AGM and comprising the Centre's Officers and other elected members. Whilst Club members can register with one Centre of their choosing, all activities organised by a Centre are open to any Club member.

The Staff

1 The Chief Executive Officer, who has delegated authority from the Executive Committee for the day-to-day management and administration of the Club, is currently supported by five Directors (Sites and Accommodation; Finance, Insurance & Management Services; Marketing & Membership Services; People and Culture; Product & Commercial Management; and Marketing & Communications). The Club employs more than 1,000 staff in its Head Office at East Grinstead and across its

network of campsites. Those staff members operate Club services and activities in accordance with Executive Committee policies and directives. Formed on departmental and functional lines, staff inform Committees, through the Chief Executive, of progress in implementing policies and other Committee decisions. They also draw the Executive's attention to any needs or opportunities and review policies, making recommendations accordingly. Decisions on such matters, however, remain with the Executive Committee, which is the custodian of the Club's ethos. The day-to-day business of the staff is to serve the membership by providing, operating and managing facilities, products and services.

Subsidiary Companies

1 The Caravan Club Limited has several subsidiaries, most of which do not trade. It also has a trading group, the Alan Rogers Travel Group, acquired in October 2012. The companies are:

a Alan Rogers Travel Group (non-trading parent company), comprising Alan Rogers Travel Limited (trading), Alan Rogers Guides Limited, Create Digital Media and Alan Rogers BV (trading in Holland); and

b The Caravan Club of Great Britain and Ireland (1935) Limited, The Touring Club of Great Britain and Ireland Limited and The Caravan and Motorhome Club Limited (dormant).

Summary

1 The Caravan Club is a registered limited company, trading as the Caravan and Motorhome Club, that runs a members' Club. The members elect, from among themselves, an Executive Committee to run the Club. Additional members are appointed to other Committees, which serve the Executive Committee. A consultative structure of members forming the Club Council, comprising Nominated Members and Divisional Representatives, provides the means whereby the Executive can, formally, take advice from the membership. The Executive Committee employs and directs staff to operate and manage approved policies and services to meet the needs of the membership.