

Rules

1. Name

The name of the Society shall be WARRINGTON & DISTRICT MODEL ENGINEERING SOCIETY.

2. Registered Office

The registered office of the Society shall be at 8 Warren Road, Appleton, Warrington, WA4 5AG In the event of any change in the situation of the registered office, the Secretary shall send to the Registrar notice thereof within 14 days in the form prescribed by the Treasury Regulations.

3. Objects

The object of the Society is the bringing together of persons interested in model engineering and kindred subjects. Pursuant to this object the Society may promote lectures, exhibitions, rallies and provide facilities for operating models.

4. Powers

The Society shall have power to do all things necessary or expedient for the accomplishment of the object specified in the rules, including the power to hold, purchase or take on lease in its own name any land or building, and in case of land, to build upon such land.

5. Membership

Membership of the Society shall be open to persons of age 17 years or over whose application for Membership has been accepted by the Committee after making application on a form obtained from the General Secretary.

6. Associate Members

Associates shall not hold any shares. They shall pay subscriptions in accordance with Rule 8 and shall have the same rights and privileges as Members, except that they shall not vote at any meetings or be eligible for election as Officers.

6a. AdultsThe Committee may elect any person as an Associate on the request of a Member. **6b. Junior**Any person under 17 years of age may be elected as Junior Associate by the Committee on being proposed by two Members. Junior Associates shall transfer to Adult membership on 31st December in the year in which 17 years is attained.

7. Honorary Members

The Committee shall have the power to elect Honorary Members from the Membership. They shall hold shares and shall be entitled to vote and be eligible for election as Officers but shall not pay subscriptions.

8. Annual Subscriptions

The annual subscription for Members and Associates shall be as may be determined from time to time by a majority of the Members present and entitled to vote at a General Meeting.

9. Share Capital

The share capital of the Society shall be raised by shares of the value of £1 each and shall be paid in full on application. Shares shall neither be transferable nor withdrawable. Every Member shall hold one share but in no case shall any Member hold more than one share. Upon a Member ceasing from

whatsoever cause to be a Member (including the Member's death) the share shall be cancelled and the amount paid up or credited thereon shall become the property of the Society and the Secretary shall make an appropriate entry relating to such cancellation in the Register.

10. Borrowing Powers

The Society may obtain advances of money to a maximum value of £25,000 for the purposes of the Society from any source, whether a Member or not, upon such terms and conditions relating to repayment of interest and other matters as the Committee may determine, and the repayment of such advances may be secured by mortgages or charges upon or all of any of the Society's property; provided that the interest does not exceed the maximum base lending rate as charged from time to time by Barclays Bank Plc. All borrowings shall be approved by a General Meeting of the Society.

11. Meetings

The Society shall each year hold an Annual General Meeting at a time and place to be appointed by the Committee. This meeting shall be held not earlier than the first week in March and not later than the last week in April.

A special general meeting shall be held whenever the Committee think expedient or whenever a written request for such a meeting signed by 10 Members is delivered to the Secretary, and should the Secretary fail to convene a special meeting within one month after delivery of such a requisition, the Member signing the requisition may convene such a meeting by giving such notice as is mentioned in the following paragraph.

Fourteen days notice in writing of every general meeting stating the date, venue and business to be transacted at such meeting, shall be communicated to every Member and no other business than that stated in the notice shall be transacted at such meeting. At all general meetings the Chairman, or if he is not present, such other Member as may be elected by the Members present shall preside. A quorum shall comprise one quarter of the members.

Every Member or Honorary Member present at the general meeting (unless disqualified as mentioned in these rules) shall have one vote, and when the votes cast in any matter are equal then the Chairman or Acting Chairman shall have a casting vote in addition to his vote as a Member.

12. Officers

a) The Society shall have the following officers: Chairman, Secretary, Treasurer, Minutes secretary. They together with a minimum of 4 and a maximum of 8 other members shall form the Committee. All committee members shall be over 18 years old at the time of the AGM.

b) Members offering themselves for election to the committee must be proposed and seconded by 2 full members of the Society before the start of the AGM. Candidates must be 18 years old at the date of the AGM

c) Members are elected at the AGM for a term of three years, after which they shall resign. They may offer themselves for re-election or not as they choose.

d) If a vacancy occurs during the year, the committee may co-opt any full member of the Society to serve until the following AGM, at which time the co-optee may stand for election by the membership

e) The Treasurer, Secretary and Minutes Secretary will be elected from the members of the committee by the membership at the AGM each year. Should any of these posts fall vacant during the year, the committee shall appoint a successor.

f) The Chairman will be elected from the members of the committee by the committee.

g) The post of President is not subject to re-election, but the committee may in exceptional circumstances require the holder to resign. When there is a vacancy, the committee will put forward a candidate, but this candidate must be endorsed by a majority of those present at the AGM. The President has the right to attend and vote at Committee meetings

h) The title of Vice President can be bestowed by the committee on anyone who benefited the club in an outstanding manner. This person will not usually be a club member at the time of appointment. The Vice President does not attend committee meetings or take part in decision making

i) The committee may ask anyone (member or not) with specialist expertise to attend committee meetings, but this person will not be allowed to vote.

j) Any Officer or Committee member may be removed by a resolution passed at a special general meeting of which due notice has been given specifying the intention to consider such resolution.

13. Treasurer

The Treasurer shall act under the superintendence, control and direction of the Committee and, without prejudice to the foregoing, shall in particular:

(a) Pay all demands when ordered to do so by the Committee;(b) Produce all books, documents, property and money of the Society in his possession and render a full and clear account at each audit, or whenever so required by a resolution of the Society or of the Committee of Management.(c) Give up all books, documents, property and money of the Society in his possession when required to do so by a resolution as aforesaid.

14. Secretary

The Secretary shall act under the superintendence, control and direction of the Committee and, without prejudice to the foregoing, shall in particular:

(a) Attend all annual general, special and Committee meetings;

(b) Receive proposals for admission to the Society;

(c) Hand over all monies received by him to the Treasurer and produce all books, documents, property and money of the Society in his possession, and render a full and clear account at each audit and whenever so required by resolution of the Society or the Committee;

(d) Pay over all monies, and give up all books, documents and property belonging to the Society, when ordered to do so by a resolution thereof or of the Committee;

(e) Summon and give notice of all meetings and keep records, documents and papers in such manner and for such purposes as the Committee may point

(f) Prepare all returns and other documents required by the Financial Services Agency or the Treasury Regulations and duly forward them to the FSA and maintain the Register.

15. Minutes Secretary

The Minutes Secretary shall attend all annual, special and Committee meetings, record correctly the names of the Officers and Members there present and shall take minutes of the proceedings which he shall transcribe into a book to be authenticated by the signature of the Chairman as the proceedings of the meetings.

16. Committee Meetings

- a) The committee shall meet at least 4 times per year on dates to be decided by the Chairman. Two weeks notice shall be given unless there are exceptional circumstances.
- b) A quorum shall consist of 6 members of the committee
- c) In the absence of the Chairman or Minutes Secretary, any other Committee member may deputise.
- d) All matters shall be decided by a 60:40 majority of the votes of those present. If this cannot be achieved the matter should be referred to an EGM

17. Powers of Committee

The Committee shall have full power to superintend and conduct the business of the Society according to the rules thereof, and except as is otherwise provided in these rules, exercise on behalf of the Society for the purposes of accomplishing its objects the powers conferred upon the Society by these rules, or otherwise

The Committee shall make regulations for the safe operation of the Society's miniature railway tracks.

Without prejudice to the power of the Committee to refuse Membership to any person who in their opinion is not a suitable applicant they shall have power to limit or suspend the acceptance of new Members when they in their absolute discretion consider that the facilities available to Members would otherwise be insufficient for the total Membership.

18. Audit

The Society shall in each year of account audit its accounts and balance sheet for that year in accordance with the requirements of The Deregulation (Industrial and Provident Societies) Order 1996.

Audit provisions shall be approved by resolution of a general meeting of the Society

19 Auditor's Report

The Auditors of the Society shall make a report to the Society on the accounts examined by them and on the revenue account or accounts and a balance sheet of the Society for the year of account in respect of which they are appointed in accordance with Section 9 of the Friendly and Industrial and Provident Societies Act 1968, except where modified by The Deregulation (Industrial and Provident Societies) Order 1996.

20. Balance Sheet and Accounting Year

The Committee shall lay before the annual meeting the accounts and annual return as audited together with the report of the Auditor. The Society shall keep a copy of the last balance sheet for the time being, together with the report of the Auditor, available for inspection on request.

The Society's accounting year shall run from 1st January to the following 31st December.

21. Annual Return

Every year the Secretary shall send an annual return to the Chief Registrar in the form prescribed and in the time allowed by legislation relating to the affairs of the Society for the period required by the Act to be included in the return.

22. Register of Members

The Society shall keep a Register of Members (in these rules referred to as “The Register”) in which the General Secretary shall enter the following particular:

(a) The name and address of the Member;

(b) The date at which such person was entered in the Register as a Member and the date at which any person ceased to be a Member;

(c) The names and addresses of the Officers of the Society, with the offices held by them respectively, and the dates on which they assumed office;

(d) Every Member at the time of becoming a Member shall notify the General Secretary in writing of their address and subsequently of any change therein and give permission to enter their name and address into a database system. If they do not wish their name and address to be put into a database system they must state so in writing at the time of joining the Society.

23. Inspection of Books

Any Member of the Society shall be allowed to inspect the Register. No Members details will be passed onto a third party outside of the Society without permission of that Member.

24. Copies of Rules

A copy of the rules of the Society shall be delivered by the General Secretary to every member on demand on payment of a sum not exceeding 50p and a copy of the rules shall be displayed in the Society’s premises.

25. Investments

Any money not wanted for immediate use, or to meet the usual accruing liabilities, shall, with the consent of the Committee, or of a majority of the Members present and entitled to vote at general meetings, be invested in or upon any of the securities or shares specified in Section 31 of the Industrial and Provident Societies Act 1965, but not otherwise.

26. Application of Profits

The net profits of the Society shall be applied on the authority of the Committee of Management in furthering the interests of the Society and to the upkeep of the premises and effects of the Society.

27. Withdrawal of Members

A member may withdraw from the Society by notice in writing and delivered or sent to the General Secretary at the Registered Office and upon such withdrawal the Members share shall be cancelled

28. Expulsion of Members

A Member, who in the opinion of the Committee is guilty of any conduct detrimental to the interests of the Society, may be expelled from the Society by a resolution of the Committee. No Member shall be expelled from the Society unless a notice specifying the conduct of which he is alleged to be guilty of is communicated to him at his address entered in the Register not less than 14 days before the date of the meeting at which the resolution to expel him is considered and he is given an opportunity to explain his conduct.

29. Nominations & Proceedings on Death or Bankruptcy

Upon a claim being made by the personal representative of a deceased Member or the trustee in bankruptcy of a bankrupt Member to any personal property in the hands of the Society belonging to

that member the Management shall transfer or pay such property to the personal representative or trustee in bankruptcy.

A Member may in accordance with the Industrial and Provident Societies Act nominate any person or persons to whom (subject to the provision of the Act as to amount) property in the Society at the time of death shall be transferred. On receiving satisfactory proof of death of a Member who has made a nomination the Committee of Management shall if and to the extent that the nomination is valid under the said Act either transfer or pay in accordance with the Act the full value of the property comprised in the nomination to the person entitled thereunder.

30. Non Payment of Subscriptions

In the event of non-payment of subscriptions by a Member within two months from the date which it is due Membership automatically ceases.

31. Cancellation of Share

If a Member ceases to be a Member for any of the reasons set out in Rules 27, 28, 29 or 30 their share shall immediately be cancelled in accordance with Rule 9.

32. Statutory Application to the Registrar

Any ten Members of the Society, each of whom has been a Member of the Society for not less than twelve months immediately preceding the date of application, may apply to the Registrar to appoint an Accountant or Actuary to inspect the books of the Society, and to report thereon, pursuant to Section 47 of the Industrial and Provident Societies Act 1965.

33. Seal

The Society shall have its name engraved in legible characters on a seal which shall be kept in the custody of the General Secretary, and shall be used only under the authority of a resolution of the Committee of Management and the date of such authority shall be mentioned on the instrument of which the seal is attached, and shall be attested by the signature of two Members of the Committee and General Secretary.

34. Dissolution

The Society may at any time be dissolved by the consent of three-quarters of the Members, testified by their signatures to an Instrument of Dissolution, or by winding up in the manner provided by the Industrial and Provident Societies Act 1965.

Any assets will be liquidated and shared out to the remaining Members after all debts on the Society have been settled.

35. Amendment of Rules

No new rule shall be made, nor shall any of the rules herein contained, or hereafter to be made, be amended or rescinded, unless with the consent of the majority of the Members present and entitled to vote at a general meeting of which notice has been given in accordance with these rules specifying the intention to propose such new rules, amendment or rescission. No new rules, or amendment or revision of rules is valid until registered.

36. Annual Subscription

The annual subscription shall be fixed at the Annual General Meeting and payable within two months of the date of the AGM. The date of the AGM shall be the due date for the purpose of Rule 30.

37. Bye Laws

The Committee shall have power to make Bye-Laws for the good conduct, safety and convenience of all persons on the Society's premises provided that no such Bye-Law shall conflict with any of these rules.

38. Use of Society Name

The name of the Society shall not be used for professional purposes without written consent of the Committee.

39. Gender

In these rules the masculine shall be deemed to include the feminine, the singular to include the plural and vice-versa.