

# CLUB RULES OF THE INTERNATIONAL PLASTIC MODELLERS' SOCIETY (UK) LTD

## 1. INTERPRETATION

In these procedures the terms used have the following meaning.

**“Affiliate Club”** means a club or association affiliated to the company as a member.

**“Affiliate (Club) Member”** means a member of an affiliated club.

**“AGM”** means any annual general meeting of the company.

**“Appropriate annual subscription”** means the annual subscription payable by each member appropriate to his class of membership.

**“Article”** means a reference to an article within the formal Articles of Association. Such reference may be cited within these rules to show the authority for the particular rule.

**“Branch”** means any branch of the company. To be recognised as a Branch of the company any organisation must adopt and abide by procedures approved by the company.

**“Branch Secretary”** means the secretary of any branch.

**“Company”** means The International Plastic Modellers' Society (UK), company registration number 3222907.

**“Directors Office”** means an administrative function within the company created by the directors. The current offices are:-

- a. **“Competition Secretary”** organises the competition at the annual show.
- b. **“Honorary Treasurer”** maintains the accounting records of the company and associated tasks, including an internal audit of the membership records, oversight of the insurance requirements, and Data Protection Act registration.
- c. **“Honorary Secretary”** keeps the minutes of the company and deals with matters required under Companies Acts legislation.
- d. **“Magazine Editor”** arranges the content of the magazine and organises its production and distribution.
- e. **“Membership Secretary”** keeps the Membership data base up to date and processes subscriptions relating to membership renewals and new members. This officer is also responsible for:-
  - (i) Passing all financial details concerning renewals and any other receipts (e.g. PayPal) to the Treasurer on a regular basis.

(ii) Providing an up to date list of members and their addresses to the Magazine Editor when required for the distribution of an issue of the magazine.

f. **“Overseas Liaison Officer”** maintains communications between the company and overseas IPMS organisations and affiliated societies. This officer is also be responsible for forwarding technical information from overseas members and societies to the Technical Advisory Service (TAS).

g. **“President”** chairs all meetings of the directors and any general meeting. In the event of a tied vote he has a casting vote unless prohibited from voting by a conflict of interest.

h. **“Publicity Officer”** ” is responsible for advertising the existence and activities of the company and passing information concerning those and related activities to the Magazine Editor and Web Administrator for publication.

i. **“Scale ModelWorld Manager”** is responsible for organising the annual show, which is currently entitled “Scale ModelWorld”.

j. **“Technical Advisory Service Officer”** is responsible for maintaining the technical information database and library.

k. **“UK Liaison Officer”** is responsible for communications between the directors and Branch Secretaries and SIG Leaders. This officer is also responsible for forwarding technical information from branches and SIGs to the Technical Advisory Service (TAS).

l. **“Vice President”** means the director chosen by the other directors to act as a substitute for the President

m. **“Web Administrator”** is responsible for oversight of the company’s web sites and other electronic communications and for making arrangements to keep them up to date.

**“Final Accounts”** means the accounts of the company subjected to independent review by professional accountants, in respect to any financial year.

**“General meeting”** means a meeting other than the Annual General Meeting called either by the directors or by the requisite number of members.

**“Magazine”** means the magazine presently known as the “IPMS Magazine”, and being the official journal of the company, shall be utilised for the provision to members of statutory information as well as for modelling articles and correspondence.

**“Member”** means any member of the company.

**“Motion”** means any motion proposed at any AGM or general meeting.

**“National Championship Competition”** means any national championship competition organised at any time by the company.

**“Notice of Motion”** means written notice of any Motion.

**“President’s Report”** means the report of the President for the time being of the company.

**“Senior Membership”** means any Member over the age of 18 (eighteen).

**“Special Interest Group”** means any Special Interest Group (“SIG”) for the time being of the company. To be recognised as a SIG of the company any organisation must adopt and abide by procedures approved by the company.

**“Technical Advisory Service”** means the technical advisory service (or “TAS”) provided by the company for the benefit of the Members.

**“Trader”** means any person who owns, manages or operates a business that provides goods or services to the hobby of model-making (or has an immediate family member – parent, child or partner – who does so). It shall also mean any commercial entity directly providing goods or services to IPMS (UK) as part of their business activities. Any IPMS member who is a fulltime employee of a “Trader” shall also be classified as a “Trader”.

## **2. MEMBERSHIP**

2.1 Membership categories will be defined from time to time by the directors and the rate of subscription for each category will be determined by the directors.

2.2. The directors will only approve an application for membership when the applicant complies with the provisions of Article 21.(1) (a) and (b) in completing the approved membership application form and paying the appropriate annual subscription.

2.3. The Membership Secretary will supply a copy of the company’s Club Rules to all new members on joining the Society. Any existing member who requests a further copy must enclose with that request five second class postage stamps. Applications without the requisite payment will be invalid, and will be ignored. A member may also request a copy of the articles but these will only be provided if the member pays the cost of reproduction and postage in advance.

2.4. If as a result of proposals carried at the AGM, there are amendments to these Club Rules or the Articles of Association the revised wording of the Club Rules or Articles of Association will be notified to all members by being published in the Magazine.

2.5. The classes of membership of the company are presently classified as:

- (a) Senior
- (b) Junior
- (c) Family
- (d) Life
- (e) Overseas
- (f) Affiliate (Club)

The directors may create, remove or reclassify classes of membership.

2.6. The company shall be able to grant life membership to any individuals who, in the opinion of the directors or any assembly of the members at an AGM or other general meeting without due notice of a motion but at the initiative of the members present, have served the company in an exceptional way and such persons will not then be required ever to pay the annual subscription.

### **3. MEMBERSHIP AND SUBSCRIPTIONS**

3.1. On joining the company, the Membership period will run to the Renewal Date which will be the end of the same calendar month in the following year.

3.2. Applications for Membership can be made at any time, with the exception of the month containing Scale ModelWorld, when any applications received will be pended to start after the event.

3.3. Membership of the Company lapses on the Renewal Date unless the appropriate subscription is paid.

3.4. At the discretion of the Membership Secretary, a lapsed membership renewal can be backdated to provide continuity of Membership although missed copies of the Magazine cannot be guaranteed to be provided, otherwise it is treated as a new Membership with a gap in continuity.

3.5. Subscriptions paid by Direct Debit provide continuity of Membership regardless of the actual date the payment is received at the point of renewal.

### **4. AFFILIATE MEMBERSHIP (CLUB)**

4.1. The directors shall be able to grant Affiliate (Club) Membership on payment of the appropriate annual subscription, to individual modelling clubs organised in the United Kingdom or worldwide where the activities of that club complement those of the company and are mutually supportive.

4.2 The annual subscription for an Affiliated Club shall be one and a half times the cost of the Senior Membership subscription for the geographical area where the club is situated.

4.3. The benefits of Affiliate Club membership shall be:-

- (a) The provision of one copy of the magazine per issue and the ability to announce events therein;
- (b) The right to indicate that they are "Affiliated to IPMS (UK)";
- (c) The right to apply to share in any surplus space to be allocated by the Scale ModelWorld Manager once company and trade allocations have been satisfied.

(d) The provision of one entry ticket to the annual show on the same basis as any other member.

(e) For the avoidance of doubt, an affiliated club is entitled to one vote at any general meeting of the company irrespective of the number of its own members that club has.

## **5. ANNUAL GENERAL MEETING**

5.1. The policy of the company shall be that agreed by the Members at the AGM or other general meeting and shall be given effect by the directors.

5.2. At the AGM, which shall be held as soon as practical after the end of the relevant financial year, the President's report and the independently reviewed Accounts shall be presented together with all motions and resolutions and such additional business as the directors consider necessary.

5.3. The Honorary Secretary, or an appointed Member, shall take minutes at an AGM or other general meeting.

5.4. Admission to the AGM will be by production of a fully paid up membership card.

5.5. Notice of any Resolution for an AGM, duly proposed and seconded, is to be given to the Honorary Secretary in writing not later than the last day of the Company's financial year (By postmark) before the next following AGM. Resolutions for consideration by the AGM may also be processed by an email thread from the proposer and seconder, with their formal signatures in writing being provided to the Honorary Secretary before production of the AGM booklet. All such Resolutions submitted should come before the AGM, although the directors are authorised to "double up" any duplicated Resolutions submitted, provided that this is noted.

5.6. All valid resolutions submitted for the following AGM shall be published as soon as possible after the deadline for submissions.

5.7 Any proposal to amend a resolution must be delivered to the company in writing 48 hours before a general meeting and must not, in the reasonable opinion of the chairman of that meeting, materially alter the scope of the resolution. If these conditions are not met then the amendment shall be deferred to the next general meeting. { Article 33 (1)}

5.8. A Motion shall consist of only that text which is necessary to give an instruction to the company; any notes of explanation should be brief and may be condensed by the Directors to save printing costs.

5.9. Directors and any person or committee to whom the directors have delegated some of their powers will submit a written report of their activities to the AGM and may be required to answer questions thereon.

5.10. The AGM shall be held in a venue selected by the directors with a view to maximising attendance and with regard to ease of access. The venue and date shall be announced as soon as practicable prior to the AGM, but in any

event not later than thirty five days prior to the proposed date. The date and venue shall be notified to all members by a notice in the magazine.

5.11. Ordinary motions require a simple majority of those voting in order to be carried. Special resolutions require 75% of those voting to vote in favour for the motion to be carried. Special resolutions are required under the Companies Act for particular transactions, and in the case of the company are also required where a motion would cause any reduction in the benefits of membership.

5.12. Where a member has delivered a proxy vote but then attends the general meeting in respect of which that postal or proxy vote has been given, his proxy vote is rendered null and void.

## **6. DIRECTORS**

6.1. The AGM shall elect directors to fill the various offices for which there are vacancies. The number of elected directors must not be less than 5 and if there is a shortfall the elected directors must call another general meeting for the purpose of electing the additional number of directors required. {Articles 3(2) & 11(3)}

6.2. A Member wishing to offer him / herself for election as a director must send his / her name, duly proposed and seconded by two current company Members, to the Honorary Secretary by the last day of the company's financial year before the next following AGM, stating which office he / she wishes to hold. A single email thread from nominee, proposer and seconder, copied to the Honorary Secretary by the given deadline, will be an acceptable means for registering a nomination for standing for election to serve on the board, However, formal signatures from all three in writing must then be provided to the Honorary Secretary before production of the AGM booklet. No member may offer himself / herself for election unless he / she will have 3 years current consecutive membership at the date of the AGM. No Member may offer him / herself for more than one office at any AGM.

6.3. The Honorary Secretary shall read out all the names received, and the office the Members concerned wish to hold, to the AGM and such Member shall be deemed proposed for election.

6.4 Each office shall then be voted on by the meeting, and the Member who receives the highest votes for each particular office shall be elected. Where there is only one candidate for a post, each Member of the Company may either for or against the election of that sole candidate. If the number of votes against a candidate exceeds the number of votes for the candidate, then the candidate shall not be elected. The existing directors of the Company may also vote in such an election. In the event of an equal vote, the President shall have a second casting vote.

6.5. The Honorary Secretary or other appointed director shall take minutes of all meetings and distribute them to the directors as far in advance of the following meeting as possible. If the Honorary Secretary is not present at any meeting, those directors present shall select one of those present to take and subsequently distribute the minutes.

6.6 If the numbers of elected directors exceeds the minimum requirement of 5 but the elected directors decide that additional persons are required to fill any offices, the directors may delegate their powers to any person or committee.

6.7. If the directors consider that a need arises for an additional office or that an office has become redundant they may decide to create or eliminate offices as required. If an office is eliminated the holder of that office will retain his position as a director until due to stand for re-election.

6.8 The directors shall meet at least four times a year. At the first meeting of directors after an AGM, the directors shall fix the number for their quorum under Article 11. The quorum must not be less than 5 (Article 11.2) but will generally be set at half the number of the elected directors plus 1.

6.9 No director (including the president of the Company from time to time) shall hold office for more than 2 consecutive years after which they shall stand for re-election at the next relevant AGM.

6.10 No person shall serve as a director who is a trader or business associated with eh hobby of modelling.

6.11 No member may serve as a director of the Society whilst their names appear on the Individual Insolvency Register or the Companies House database of disqualified directors.

6.12 No member may serve as a director of the Society if they have been convicted of an offence and have subsequently been imprisoned for more than 6 months. This restriction will no longer apply if more than 5 years have elapsed from the expiry of the sentence dated from the AGM at which they submitted their application (Companies Act 2013 refers).

6.13 No member may serve as a director of the Society if they have been convicted of an offence and have subsequently been imprisoned for more than 7 years (Companies Act 2013 refers).

6.14 No member may serve as a director of the Society if they have been convicted of an offence, or if their current or past actions, causes the Disqualification/Disclosure by Association or compromises the employment Terms and Conditions of Service (TACOS) of a fellow director.

6.15 No member may serve as a director of the Society if they have been convicted of an offence for dishonesty or fraud, even if that only results in a suspended sentence.

## **7. OTHER GENERAL MEETINGS**

7.1. If the directors consider there is a need for another general meeting they may arrange for one to be held.

7.2. Under company law, if 5% of the members of the company sign a request for a general meeting to be held, then the directors must make arrangements

to hold such a meeting. Our articles provide that the number of members needed to require a general meeting shall be the lesser of 50 or 5% of the membership.

7. Admission to an additional general meeting and voting rights therein shall be on the same basis as that for an AGM.

## **8. APPOINTMENT OF ACCOUNTANTS**

The AGM shall appoint professional accountants who shall not be Members of the company to carry out an annual independent examination or similar exercise to confirm the accuracy of the annual accounts. They shall hold office until the next AGM, when they may be re-appointed if the Members present so approve.

## **9. FINANCE**

9.1. The financial year of the company shall end on 31st December each year unless a motion to change the accounting date is passed at an AGM. The Treasurer shall deliver the appropriate accounting records to the appointed accountants as soon as possible after the end of the financial year so that the independent review may be completed.

9.2. The final accounts shall be published in the Magazine. In addition the Honorary Treasurer shall provide detailed figures in respect of any annual show and a detailed analysis of directors' expenses. Members requesting an additional copy shall be entitled to receive such copy on payment of a charge to cover post and copy charges.

9.3. All monies belonging to the company shall be paid by the Honorary Treasurer, the Membership Secretary, or the Scale ModelWorld Manager into a bank account in the name of the company. Any other director receiving company funds shall pass them to the Honorary Treasurer or Membership Secretary for banking.

9.4. Three directors must be authorised to operate the company's bank accounts and two signatures (one of which must be that of the Treasurer) are required on any cheque for it to be held as valid. Any variation of this procedure shall require the approval of the directors.

9.5. The Honorary Treasurer shall provide written reports on the financial position of the company at each meeting of the directors.

9.6. The company shall have the power to participate in a direct debiting scheme as the originator for the purpose of collecting Annual Subscriptions and/or any other amounts due to the company.

9.7 No director may enter into any financial commitment exceeding £2000 without the written prior consent of a majority of the directors.

9.8 Any contract, transaction or arrangement of value exceeding £10,000 shall only be valid and binding on the company if it is approved in accordance with 9.7 above and is signed by two directors on behalf of the company. In any case where this limit is likely to be exceeded the suppliers approached must be informed of this restriction on directors' powers.

## **10. BRANCHES AND SPECIAL INTEREST GROUPS**

10.1. The directors may, in furtherance of the objects of the company, approve the formation of Branches and Special Interest Groups as and when they consider a need exists. The initial appointment of a Branch Secretary shall be approved by the directors.

10.2. The administration and financial procedures of each Branch / SIG shall follow guidelines issued by the directors, but each such Branch / SIG shall be financially independent. For the avoidance of doubt, the Branch / SIG officers shall be responsible for their own finances and are not permitted to commit the company to any expenditure without prior written permission from the directors.

10.3. Branches and Special Interest Groups will be required to abide by the Branch and Special Interest Group Operational Rules & Procedures available from the UK Liaison officer. Branches or Special Interest Groups that wish to vary these shall require the consent of the directors.

10.4. Branch Secretaries and Special Interest Group leaders shall render a report on the year's activities in their branches to the UK Liaison Officer at least twenty eight days before the relevant AGM.

## **11. COMPETITIONS AND DISPLAYS**

11.1. The company shall hold a National Championship Competition each year at a date and venue decided by the directors. Rules for participation in this competition will be issued after approval by the directors. Changes to the National Competition Rules must be notified to the membership at least six months prior to the event through the Magazine.

11.2. The company may arrange, or participate in, other competitions or displays as the directors deem desirable.

11.3. Branches and Special Interest Groups may arrange, or participate in, competitions or displays as they so desire. In the case of the Scale ModelWorld event, or any successor thereto, each Branch or SIG that submits its request for space by the due date specified by the UK Liaison Officer shall be entitled to a minimum display space of 6 feet by 4 feet. The Scale ModelWorld Manager will then allocate additional space to meet Branch or SIG requests subject to the overall availability of space at the show.

11.4. The company title may not be used for any commercial purpose or by bodies other than Branches and Special Interest Groups without the approval of the directors.

11.5 Admission to Scale ModelWorld or any other event or competition organised on a national basis by the directors shall be based on three categories of entry fee:

- (a) IPMS (UK) life, senior, junior, family and overseas members supported by a current membership card.
- (b) Equivalent members of other IPMS organisations supported by a current membership card.
- (c) Members of the public, who may be charged at different rates. Specifically, a concessionary rate of 70% of the basic adult ticket rate for admission, rounded to the nearest £1, will be charged for those above the state retirement age or being registered disabled.(2017 – OR4)

## **12. GIFTS TO THE COMPANY**

All gifts, awards and presentations to the company as a whole shall be held by the President “ex officio” during his / her term of office. When a new President is elected all such items shall be transferred to him without delay. The Honorary Secretary shall keep a record of all such gifts to the company.