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

1. INTERPRETATION

These Rules must be read in conjunction with, and subject to, the Articles of Association of the company. In the event of any ambiguity or conflict, the terms of the Articles shall prevail and apply.

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.

"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 Secretary" means the secretary of any branch.

"Directors Office" means an administrative function within the company created by the directors. The current offices are, but may vary from time to time:-

a. **"Competition Secretary"** organises the competition at the annual show.

b. **"Honorary Treasurer"** maintains the accounting records of the Company and associated tasks, including production of statutory accounts and any associated matters.

c. **"Honorary Secretary"** keeps the minutes of the Company and deals with matters required under Companies Acts legislation and General Data Protection Regulations.

d. **"Magazine Editor"** arranges the content of the magazine and organises its production and distribution.

e. **"Membership Secretary"** maintains the Membership data and processes subscriptions relating to membership renewals and new members and other duties pertinent to membership administration.

f. **"Overseas Liaison Officer"** maintains communications between the Company and overseas IPMS organisations and affiliated societies**.**

g. **"President"** chairs all meetings of the directors and any general meeting. In the event of a tied vote they have a casting vote unless prohibited from voting by a conflict of interest.

h. **"Publicity Officer" "** is responsible for promoting and marketing the existence and activities of the Company

i. **"Renewal Date**" means the date provided by the company to the member, when joining, as set out in Rule 3 upon which the renewal payment for the subscription must be paid by.

j. **"Scale ModelWorld Manager"** is responsible for organising the annual show, which is currently entitled "Scale ModelWorld".

k. **"Technical Advisory Service Officer"** is responsible for maintaining the technical information database and library.

l. **"UK Liaison Officer"** is responsible for communications between the directors and Branch Secretaries and SIG Leaders and UK membership.

m. **"Vice President"** means the director chosen by the other directors to act as a substitute for the President

n. **"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.

"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.

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 Articles Of Association and Company Rules to all new members on joining the Society. Current copies are available on the Company website. Physical copies are available upon request and may be subject to an administrative charge.

2.4. If as a result of proposals carried at the AGM, there are amendments to these Company Rules or the Articles of Association the revised wording of the Company Rules or Articles of Association will be notified to all members by being published in the Magazine and an updated copy made available on the Company website.

2.5. The classes of membership of the company are presently classified as:
(a) Senior
(b) Junior
(c) Family

2.6. Life membership will be granted, by the company, to any person that the directors consider, decided at a director’s meeting, has served the company in an exceptional way. Any Life member will be exempted from paying the annual subscription due under the Club Rules.

3. MEMBERSHIP AND SUBSCRIPTIONS

3.1 Membership of the Company will automatically terminate on the Renewal Date unless the appropriate subscription has been paid in full for the succeeding year.
An annual subscription is paid on or before the Renewal Date if on or before that date member provides cash, an online payment, a cheque payable before the renewal date, or a Direct Debit authority signed and dated before the Renewal Date. If payment is made by providing a Direct Debit authority, there shall be no entitlement to a membership card or any other benefits of membership until after the Direct Debit has been successfully claimed by the Company. Should the claim against the Direct Debit Authority fail then membership shall be treated as terminated on the renewal date preceding the claim unless the member provides an alternative form of payment within 7 days of the claim failing.

3.2 Renewal payments may be made at any time up to 6 months before the Renewal Date (which will be preserved).

3.3 Applicants seeking to join the Company (including those seeking to re-join after a previous period of membership has expired), will be categorised as follows:

- Category 1: Applicants who have previously been members and whose application to re-join is made within one calendar month of the expiry of their previous period of membership.
- Category 2: All other applicants.

3.4 Subject to Rules 3.5 and 3.6, the following annual membership periods shall apply to members joining the Company:

	Membership Start Date	Membership Renewal Date
Category 1 Applicants	Backdated to the day after the Renewal Date of the member's last period of membership.	12 months after the Renewal Date of the member's last period of membership.
Category 2 Applicants	The first day of the month following the date of application.	12 months after the last day of the month in which the application is made.

3.5 The holding of our annual model show imposes specific constraints on the way in which membership is administered around that time. Accordingly, all applications for membership received during the month in which our annual model show is held will be treated as Category 2, regardless of whether or not the applicant has previously been a member.

3.6 The Directors may, in extraordinary circumstances only, use their discretion to apply membership start and/or renewal dates that differ from those specified in Rule 3.4. For example, such circumstances might include:

- Circumstances outside of a previous member's control, that had prevented them from renewing on time.
- Unforeseen circumstances that require differing dates to be applied in order to allow the proper operation of the Company.

3.7 The Directors may, in their absolute discretion, terminate any membership should they consider the member to have been guilty of an unreasonable misconduct affecting the Company or its members or any other conduct which renders such person unfit to be a member of the Company, provided that the Directors act reasonably when reaching their decision to terminate any membership.

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.

4.4 Nothing shall preclude a member of an Affiliate (Club) member from applying to become an individual member of the Company in their own name.

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 valid 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 chair 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.

5.8. A Resolution 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.

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, their proxy vote is rendered null and void.

5.13 Twenty persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorized representative of a corporation shall be a quorum for any general meeting of the Company. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

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.

6.2. No Member may offer themselves 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 vote for or against the election of that sole candidate.

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 assist in any role, the directors may co-opt additional members as required. Such co-opted members would not have director's powers.

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 their 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 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.

6.10.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 than5 years have elapsed from the expiry of the sentence dated from the AGM at which they submitted their application (Companies Act 2013 refers).

6.11. 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).

6.12. 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.

6.13. 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.

6.14 Those members standing for the post of Honorary Treasurer must also submit with their nomination paper a Curriculum Vitae. This should list any accounting qualifications the member has, and the positions held, and experience gained in positions managing financial accounts. The Curriculum Vitae will be used by the Executive Committee to assess whether the member has sufficient knowledge of financial management to effectively perform the Treasurer's role. The assessment will be published in the AGM papers. The assessment published will be limited, where appropriate, to indicating the candidate is considered capable by the Executive Committee to perform the role. This will not change any candidates right to stand for election. The Executive's assessment will be final.

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. 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 resolution to change the accounting date in passed at an AGM. The Treasurer shall arrange for the independent examination of the accounts to be conducted as soon as possible after the end of the financial year.

9.2. The final accounts shall be published to the membership not less than 35 days prior to the AGM. 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, the Scale ModelWorld Manager or any other director as approved at a meeting of the directors 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. No director may pay cash or cheques received into a company bank account without using an official method provided by the Honorary Treasurer. Any director paying money into the bank shall notify the Honorary Treasurer immediately and provide full details of the paying-in slip reference, sums banked and details of the type of income banked.

9.4. Three directors must be authorised to operate the company's bank accounts and any other accounts (such as online payment media). Two directors must approve any payments made by the company (one of which must be the Honorary Treasurer or President) for it to be held as valid. Any variation of this procedure shall require 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 £2,000 without either the written prior consent of a majority of the directors or a decision recorded in the minutes of a directors' meeting. Written consent to contractual commitments does not include exchange of emails or other electronic communications that purport to be sent by directors to other directors. In cases where an urgent decision is required and cannot wait until the next scheduled meeting of the directors, the action must be approved by at least three directors (to include the President or Honorary Treasurer) and a full report presented for ratification of the action taken at the next scheduled meeting 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 / SIG's to the UK Liaison Officer at least thirty-five 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 the following 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.

12. GIFTS TO THE COMPANY

12.1 All gifts, awards and presentations to the Company as a whole shall be held by the President “ex officio” during ***their*** 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.

12.2 Review Samples can only be requested by the President or Magazine Editor.

(a) A register of all gifted review items received is to be maintained.
(b) A recipient of a gifted review item may distribute within the Company as they feel appropriate in order to conduct that review.
(c) All review samples distributed by the editor for review will become the property of the first recipient of the sample from the editor. Any further distribution of the sample by the first recipient, to aid the review, will not alter the final ownership being with the first recipient.’
(d) Reviewers are obliged to review the gifted item as soon as possible. In the case of a kit or accessory they are to be built in good time and not reviewed only as a box review.
(e) Built kits are to be evidenced to the initial recipient of the item in good time.
(f) Failure to comply with these rules will exclude the reviewer from any further review items.