



# Scalefour Society: Constitution and Rules

Issue 10, June 2011

## 1. Name

The name of the Society is "THE SCALEFOUR SOCIETY" (hereinafter called "the Society").

## 2. Objects

The main objects of the Society are:

- to bring together persons interested in railway modelling to 4mm fine scale standards;
- to promote and encourage the use of efficient modelling techniques and fine scale standards among all 4mm scale railway modellers;
- to publish information of interest to its members and other railway modellers;
- to undertake or support the design and development of components and materials for use in 4mm fine scale railway modelling;
- and to trade on behalf of its members in all matters connected with the Society's objects.

## 3. Membership

- a) Membership shall be open to all persons over the age of sixteen years interested in the objects of the Society. Any person under the age of sixteen years may join at the discretion of the Committee if sponsored by an adult member.
- b) Application for membership shall be made on such form as may be from time to time prescribed by the Committee, which form shall include an undertaking to abide by the rules of the Society.
- c) The Committee shall have power to reject an application for membership and shall not be required to give reasons therefore.
- d) Any member whose conduct appears to the Committee to be contrary to the best interests of the Society shall be notified in writing by the Secretary of the conduct alleged and of the provisions of this Rule. Within twenty one days of the date of posting of such notice he may submit a written reply to the Secretary. After considering such reply, if any is received, the Committee may, if it thinks fit, direct that his/her name be removed from the list of the Society's members and shall so notify him/her in writing. If within seven days of receipt of such notification the member submits a request for a Special Meeting under Rule 5(f), he/she shall not in that case be removed from membership except by resolution of that Meeting, except that if a properly constituted Meeting fails to take place within fifty six days, the Committee may, at the end of that time, determine the issue as though a Meeting had not been requested. If no such request for a Meeting is received, the member's name shall be removed at the end of fourteen days from the date of posting of the said notification.
- e) There shall be no power to appoint Honorary Members or Life Members, and no officer or member of the Society shall be relieved of the obligation to

pay a membership subscription other than those so relieved before 1 January 1989.

f) The Society holds personal data in respect of its members on computer unless the member has specifically requested manual processing. In accordance with the Data Protection Act 1984, the Society may use personal data for any or all of the following purposes:-

- i) the publication of a list of members' names, addresses (both postal and electronic) and telephone numbers for use only within the Society, though a member has the right to have their addresses and/or telephone number excluded;
- ii) disclosures to a computer operator and/or servicer when this is necessary in order to repair / maintain equipment for computer programs;
- iii) other disclosures for the purposes of the Society which the Committee decides to be necessary.

## 4. Subscriptions

- a) The classes of membership and the amounts of subscription shall be determined by the Committee and notified to the membership in writing.
- b) Subscriptions shall be payable on 1 March in each year. Members who fail to renew their subscriptions within three months of the due date shall be deemed, after that time, to have resigned their membership of the Society.
- c) Persons admitted to membership of the Society after 1 October shall pay a reduced subscription in respect of their membership until 1 March the following year.

## 5. Meetings

- a) The Annual General Meeting shall be held between 1 April and 30 June in each year at a time and place to be determined by the Committee.
- b) Notice of the Annual General Meeting shall be posted to every member of the Society at least twenty eight days before the date of the Meeting.
- c) The business of the Annual General Meeting shall be:
  - 1) to receive the minutes of the previous AGM;
  - 2) to receive the reports of the Committee and the officers of the Society;
  - 3) to receive the Treasurer's report;
  - 4) to receive the results of the Committee elections in accordance with Rules 6(c)(vi) and (vii);
  - 5) to consider motions submitted under Rule 5(d);
  - 6) to consider motions submitted under Rule 5(e);
  - 7) to receive correspondence;
  - 8) to appoint Auditor(s);
  - 9) to consider any other business.

d) Written and signed notice of any motion for discussion at the Annual General Meeting shall be delivered to the Secretary:-

i) if for circulation to every member of the Society to allow consideration and discussion prior to the Annual General Meeting, by the end of the November preceding the Meeting;

ii) otherwise, not less than fourteen days prior to the date of the Meeting. Motions under this rule will be included in the agenda of the Meeting.

e) Other motions may be given to the Chairman in writing not less than thirty minutes before the start of business. Such motions will be accepted only at the discretion of the Chairman.

f) A Special Meeting shall be held whenever the Committee think expedient or within forty days of the receipt by the Secretary of a request in writing stating the business to be transacted and signed by thirty members or ten per cent of the membership, whichever is less. Should the Secretary fail, within fourteen days, to convene a Special Meeting when so requested, those members requesting the same may convene it by giving notice as in the following clause.

g) Notice of every Special General Meeting shall be posted to every member of the Society at least fourteen days before the date of the Meeting, stating the business to be transacted and no business other than that stated in the notice shall be brought before the Meeting.

h) No business shall be transacted at any General Meeting unless there is a quorum of thirty members or ten per cent of the membership (whichever is the less) personally present and entitled to vote.

i) Members not able to attend a General Meeting may name a member who can attend as their proxies. Such proxies must be registered with the secretary by the member not able to attend at least two weeks before the date of the meeting. Members who have named and registered a proxy may nevertheless attend the meeting. Their proxy will be cancelled at the start of the meeting and they will be able to vote in person. Members attending the meeting and holding one or more proxy votes will have the validity of these votes checked and confirmed at the start of the meeting. A proxy may be exercised only by the member named and is not transferable.

j) Except as specified in Rule 5(k), at any General Meeting a resolution put to the vote of the meeting shall be decided on the total of a show of hands and a declaration of proxy votes unless, before or on declaration of the result of the vote, a postal ballot of all members of the Society be demanded by the Chairman of the meeting, or by at least twenty members present in person and entitled to vote. A demand for a postal ballot may be withdrawn before the close of the meeting.

k) At a General Meeting, all matters other than those relating to motions under Rules 5(d)(i), 5(d)(ii), 5(e) and the election of a President or Vice President shall be decided on a show of hands alone.

## 6. Officers and Committee

a) There shall be a Chairman, Deputy Chairman, Secretary, Membership Secretary, Trade Officer and Treasurer and three other Committee members elected by simple majority at each Annual General Meeting, who shall hold office for one year unless re-elected at the next AGM. In the event of a post not being filled at the AGM or of a vacancy occurring in the Committee otherwise than at the AGM the other members of the Committee may appoint a person to replace the missing member: the person so appointed shall hold office until the next AGM.

b) The Society shall be managed by a Committee consisting of those elected under clause 6(a). The Committee shall meet at times and places it shall consider expedient. A quorum shall be not less than one third of the members of the Committee, and all matters shall, if necessary, be decided on a majority vote. The Chairman shall not have a casting vote.

c) The election of officers and other members of the Committee shall be by postal ballot of the members in accordance with the following provisions:-

i) no person shall be eligible unless he/she is a member of the Society;

ii) every candidate shall be proposed and seconded by members in writing and shall, before being put forward as a candidate, indicate his/her willingness to serve;

iii) candidates shall provide a short statement (maximum 400 words) and a photograph of themselves for circulation to members;

(Provisions (ii) and (iii) must be completed by the end of each January)

iv) candidates' statements and details of proposers and seconders shall be circulated to all members (even if there is only one candidate for a post);

v) 'postal' voting shall be by post, e-mail, website or such other means as are specified with deadlines set to ensure votes can be validated and counted before the Annual General Meeting;

vi) the full results of the ballot shall be declared by the Secretary at the Annual General Meeting;

vii) should the result of the vote for any post be a tie, the final result shall be determined by a further vote of those present decided on a show of hands.

d) The Committee shall appoint such other officers as it shall consider necessary from time to time.

e) The Committee may appoint Sub-Committees, consisting of a least one of its members and such other persons as the Committee shall think fit. Such Sub-Committees shall report to and be regulated by the Committee.

f) The Committee shall, through its officers, submit to the Annual General Meeting a written or verbal report of its activities in the preceding year.

g) In addition to the officers referred to above, the following honorary officers may also be appointed, viz:-

i) a President

ii) Vice Presidents.

Such officers shall be elected in accordance with the provisions set out below, but there shall be no obligation to make any such appointment and the office of President and/or Vice President may be left vacant at any time.

h) The Committee may nominate for the office of President or Vice President any member of the Society who, in the opinion of the Committee, has given outstanding service to the Society. Such nomination shall be set out in writing in the agenda of the Annual General Meeting, in accordance with Rule 5(d), and shall be dealt with under item 4 of the agenda (Election of Committee). The nomination shall be put to the meeting by the Chairman in the form of a motion that the above named member or members shall be elected to the office of President or Vice President (as the case may be) and such motion shall be put to the vote in accordance with Rule 5(j). No nomination to the office of President or Vice President shall be put forward except in accordance with this Rule.

i) Upon appointment the President shall serve for a term of three years, and shall then automatically assume the office of Past President. There shall be no limit to the term of office of any Vice President or Past President.

j) It shall be a condition of the continuance in office of the President, Vice Presidents and Past Presidents, that they maintain their membership of the Society by payment of the annual membership subscription.

k) The offices of President, Vice President and Past President shall be purely honorary. A member who, for the time being, holds the office of President, Vice President or Past President shall not thereby be precluded from being elected to any other office in the Society or from being co-opted as a member of the Committee, but the President, Vice Presidents and Past Presidents shall not otherwise be members of the Committee or attend meetings of the Committee (unless specifically invited by the Committee to do so) and they shall have no power by virtue of their honorary office to participate in the management of the Society or to represent themselves as having any authority to act on behalf of the Society in any manner, but they shall nevertheless conduct themselves in a proper manner as befits the honorary position to which they have been appointed.

## **7. Finance**

a) The financial year of the Society shall close at the end of February each year.

b) The Treasurer shall be responsible to the Society for the good management of its finances and shall maintain such books and records as may be necessary for the proper discharge of his/her duties.

c) The Treasurer shall submit to each Annual General Meeting a report on the financial state of the Society together with a revenue account and a balance sheet as at the closing of the preceding year. The account and balance sheet shall have been audited by the Auditor(s) appointed by the preceding Annual General Meeting.

d) The funds of the Society shall be kept in the name of the Society at a bank or banks to be nominated by the Committee.

e) Cheques drawn on the Society's funds shall be signed by such person or persons, and to such limits, as shall from time to time be authorised by the Committee.

f) Members authorised to trade on behalf of the Society, or to hold stock, shall maintain such books and records as may be necessary for the proper discharge of their duties. They shall submit to the Treasurer when requested, and in any case at the end of each financial year, a statement of their accounts and stock in hand.

## **8. Area Groups**

a) The Committee may appoint Area Organisers and may empower them to establish Area Groups.

b) Area Organisers shall be responsible to the Committee for the good management of their Area Groups in accordance with the stated objects of the Society and its Rules and Constitution.

c) The Committee shall have the power to assist Area Groups (or other associated groups) by means of grants-in-aid or loans from the Society's funds; Area Groups so assisted shall make an annual report to the Committee and such other reports as the Committee may request.

## **9. General**

a) Any notice or other matter required to be sent to or served upon any member of the Society shall be deemed to have been adequately served if sent by post to the address of that member recorded with the Membership Secretary.

b) The Society's address for service shall be the address of the Secretary for the time being, save that in the case of registration for Value Added Tax and other taxes it shall be the address of the Treasurer for the time being.

## **10. Dissolution**

The Society may at any time be dissolved with the consent of two thirds of the members voting in a postal ballot held for the purpose, and consequent on a resolution to dissolve the Society first having been carried at a General Meeting of the Society. The assets remaining after satisfying all debts and liabilities of the Society shall be disposed of in accordance with a further resolution taken at the said General Meeting.

## **11. Amendment of Rules**

a) New rules, amendment or rescission of rules contained herein, or included hereafter, shall be made only by way of a motion under Rule 5(d) considered at a General Meeting of which notice has been given in accordance with these Rules, specifying the intention to propose such rules, amendments or rescissions, or by postal ballot if one is demanded.

b) The interpretation of these Rules shall rest with the Chairman.