

**ALL PREVIOUS RULES RESCINDED**

**NORTHAMPTON SOCIETY OF MODEL ENGINEERS LIMITED**

Registered under the Industrial and Provident Societies Acts, 1965

Register No 21783R

**RULES**

**1. NAME**

The name of the Society shall be "NORTHAMPTON SOCIETY OF MODEL ENGINEERS LIMITED."

The registered name of the Society shall be kept affixed on the outside of every office or place in which the business of the Society is carried on, in a conspicuous position, in letters easily legible, and shall be mentioned in legible characters in all business letters of the Society, notices, advertisements and other official publications of the Society, and in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Society, and in all bills, invoices, receipts and letters of credit of the Society.

**2. REGISTERED OFFICE**

The registered office of the Society shall be at 7 Hodnet Close, Northampton NN4 0XY. 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 objects of the Society shall be to carry on the business of a Society for the purpose of bringing together persons interested in the construction of models of all kinds, tools and apparatus. To preserve the local engineering heritage with the practice of traditional engineering skills and the education of non-engineering members in these skills. Pursuant to this object the Society shall promote lectures on engineering and kindred subjects, informal sharing of knowledge and skills, exhibitions, public or private, provide facilities for the construction and running of model road and rail locomotives, boats, cars and other models and in competition with other Clubs and Societies. The Society will promote the education of the general public with regular open days, running of models for schools and parties of children.

**4. POWERS**

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

**5. MEMBERSHIP**

The Members of the Society shall be the persons (including any registered Societies or Companies) who have signed the application for admission to the Society and such other persons as the Committee of Management may from time to time admit as Members.

A person shall not be admitted as a Member unless application is made on a form obtained from the Secretary for one Share of the value of £1 and they are of the age of 18 years or over.

Each of the persons who have signed the application for membership of the Society shall thereby be deemed to have applied for one share, and shall pay the amount due in respect thereof in accordance with the provisions contained in these rules as to payment for shares.

A Member shall cease to be a Member in the following eventualities:-

- (i) the Member's death
- (ii) the expulsion of the Member.
- (iii) the withdrawal of the Member from the Society.
- (iv) the non-payment by the Member of his subscription by the end of the Society's financial year after it has become due.

## 6. JUNIOR ASSOCIATES

Any person under the age of 18 years may be admitted as a Junior Associate by the Committee of Management upon receipt of a Junior Associate application form signed by at least one of the applicant's guardians. They shall pay subscriptions in accordance with Rule 8. They shall not hold a share, nor be entitled to vote at any Meetings, nor be eligible for election as Officers or Committee Members, but shall otherwise enjoy the privileges of the Society

Junior Associateship shall cease on 31 May following the month during which the age of 18 was attained.

## 7. PRESIDENT and ASSOCIATES

The Committee of Management shall have power to nominate for election at an Annual General Meeting a retiring member of the Committee of Management as President to serve for a 3 year term who may thereafter be nominated for election at an Annual General Meeting to serve for further 3 year terms if they so desire.

The Committee of Management shall have the power to admit persons as Associates of the Society who, in the opinion of the Committee of Management, will assist the Society to some worthwhile degree. They shall not hold a share, nor be entitled to vote at any Meetings, nor be eligible for election as Officers or Committee Members, but shall otherwise enjoy the privileges of the Society

## 8. SUBSCRIPTIONS

The annual subscription shall be such sum as is agreed at the Annual General Meeting of the Society but shall not in any event exceed £100.00 per annum. The said subscription shall fall due on admission (pro-rata) and subsequently on the 1st June each year.

## 9. VISITORS

Visitors with Locomotives from other Model Engineering Society's and wishing to make use of the track facilities are to sign the Visitors Book and pay the Day Visitors fee as determined by the Committee of Management unless they are able to demonstrate their bone-fide membership of that Society and/or have available for inspection proof of Public Liability Insurance cover as well as, if appropriate, Boiler Test Certificates for the locomotive.

Visitors without locomotives whether they be with Associates or Members or with a bone-fide member of another Model Engineering Society are to sign the Visitors Book and pay the Day Visitors fee as determined by the Committee of Management if they propose to make use of the tracks driving a members or a visitors locomotive.

Visitor(s) must be accompanied during the period of their stay in the Society

Former Associates or Members who have been expelled within the last 3 years shall not be admitted as Visitors,

The Committee of Management may debar any particular person as a visitor if they so think fit.

## 10. SHARE CAPITAL

The share capital of the Society shall be raised by shares of the value of £1 each and shall be paid for 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) their 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.

The Society shall have a lien on the share of any Member for any debt due to it by the Member and may set off any sum credited to the Member thereon in or towards the payment of such debt.

## 11. BORROWING POWERS

The Society may obtain advances of money for the purposes of the Society from any person, whether a Member or not, upon such terms and conditions relating to repayment, rate of interest and other matters as the Committee of Management may determine and the repayment of such advances may be secured by mortgages or charges upon any of the Society's property:

Provided that the total amount so obtained shall not at any time exceed the sum of £10,000 and provided that the rate of interest payable on any money borrowed (excluding money borrowed by way of bank overdraft or on mortgage of the Society's premises) shall not exceed 5% per annum or 1% per annum above Lloyds Bank PLC base lending rate at the time of the loan. The Society shall not receive money on deposit.

## 12. MEETINGS

The Society shall hold a Meeting in February of each year at Northampton, which shall be called the Annual General Meeting. A special general meeting shall be held whenever the Committee of Management thinks expedient or whenever a written requisition for such a meeting signed by Ten Members is delivered to the Secretary, and should the Secretary fail to convene a special general meeting within one month after delivery to him of such requisition, the Members signing the requisition may convene such meeting by giving such notice as is mentioned in the following paragraph.

Seven days' notice in writing of every general meeting, stating the business to be transacted at such meeting, shall be sent to every member at his address entered in the Register and no other business than that stated in the notice shall be transacted at such meeting.

At all General Meetings the President or if not present such other Member of the Committee of Management as may be elected by the Members present, shall preside and twenty share holding Members shall form a quorum.

Every share holding Member present at the General Meeting (unless dis-qualified as mentioned in these rules) shall have one vote, and when the votes cast in any matter are equal the then presiding officer shall have a casting vote in addition to his vote as a member.

A Member, being a society or company, shall be deemed to be present at any general meeting if represented thereat by any officer or Member of such Society or Company duly appointed for this purpose under its seal, and such Officer or Member may vote and otherwise act for the Society or Company at a General Meeting as if he were the holder of the share held by the Society or Company.

## 13. OFFICERS and COMMITTEE MEMBERS

The Society shall have the following four Officers, Chairman, Vice-Chairman, Secretary and Treasurer who together with six Committee Members shall form the Committee of Management

The Officers and Committee Members of the Society, other than the Secretary and Treasurer, shall be elected on a 3 year rolling basis with the Chairman and 2 Committee Members in the first year, Vice-Chairman and 2 Committee Members in the second year and 2 Committee Members in the third year from amongst the Members of the Society by a majority of the Members present and entitled to vote at the Annual General Meeting. They shall continue in office for a period of 3 years after their election, unless an officer(s) or Committee Member(s) resigns, in which case a replacement(s) shall be elected for one or two years at the next Annual General Meeting at which a valid election is held.

A member of the Committee of Management may stand for re-election upon retirement.

The Treasurer and Secretary shall be elected by a majority of the members present and entitled to vote at an Annual or Special General Meeting and shall hold office during the pleasure of the Society. Any officer may be removed from his office by resolution passed at a Special General Meeting of which due notice has been given specifying the intention to consider such resolution and the ensuing vacancy may be filled by a majority of the members present and entitled to vote at that meeting.

If any officer shall resign, die or be removed, or become unfit to act, the Committee of Management may fill the vacancy until the next annual general meeting, unless the vacancy has already been filled at a special general meeting.

Every officer having receipt or charge of money shall before taking upon himself the execution of his office, become bound, either with or without a surety as the Committee may require, in a bond according to one of the forms set forth in the Schedule 4 to the Industrial and Provident Societies Act, 1965, or give the security of a Guarantee Society, in such sum as the Committee may direct, being not less than a sum sufficient to cover the maximum amount of cash which the officer is likely at any time to hold.

The officers may receive such remuneration, if any, as may be decided from time to time at an Annual General Meeting.

#### 14. TREASURER

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

- (1) pay all demands and report payments regularly to the Committee of Management but not so as to pay any project money without budgeted Committee of Management authority
- (2) produce all books, documents, property and money of the Society in their possession and render a full and clear account at each audit, or whenever so required by resolution of the Society or of the Committee of Management;
- (3) give up all books, documents, monies and property of the Society in their possession when required to do so by a resolution as aforesaid.

#### 15. SECRETARY

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

- (1) attend all meetings, record correctly the names of the officers and members there present, and take the minutes of the proceedings, which shall transcribe into a record of the meeting to be authenticated by the signature of the Chairman of the proceedings of the meeting;
- (2) receive proposals for admission to the Society.
- (3) hand over all moneys received to the Treasurer.
- (4) give up all books, documents and property belonging to the Society, when ordered to do so by a resolution thereof or of the Committee of Management.
- (5) summon and give due notice of all meetings and keep the documents and papers in such manner and for such purposes as the Committee of Management may determine.
- (6) prepare all returns and other documents, in conjunction with the Treasurer, required by the Industrial and Provident Societies Acts or the Treasury Regulations and duly forward them to the Financial Conduct Authority or other appropriate Authority at the time and maintain the Register of Members.

#### 16. COMMITTEE OF MANAGEMENT

The Committee of the Management shall meet from time to time on dates to be fixed by the Chairman. The Chairman or if he be not present, the Vice Chairman, or, if neither be present, any other member of the Committee of Management, shall preside and all matters shall be decided by a majority of votes and, if the votes cast in any matter are equal, the then presiding officer shall have a casting vote in addition to his vote as a member of the Committee.

Six members of the Committee of Management shall form a quorum. A special meeting of the Committee of Management may be called by any Four members of the Committee of Management by giving seven clear days' notice in writing thereof to the Secretary and at such special meeting no other business than that specified in the notice shall be transacted.

The Committee of Management shall have power to appoint co-opted members to fulfil the roles such as Events Co-ordinator, Membership Secretary, Publicity Officer, Web Master and to such other roles as may be deemed necessary by the Committee of Management. Co-opted members shall not be entitled to vote at Committee of Management meetings.

## 17. POWERS OF COMMITTEE OF MANAGEMENT

The Committee of Management 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 purpose of accomplishing its objects the powers conferred upon the Society by these rules, or otherwise.

## 18. AUDIT

The members shall vote annually, as allowed by the Deregulation (Industrial and Provident Societies) Order 1996, at the Annual General Meeting, to have when necessary in law, or where the membership requires, an audit carried out by a registered auditor, or an audit carried out by two or more lay auditors, or a report carried out by a registered auditor, or unaudited accounts, where the conditions for such exist.

If a full audit or a report is required, a person who is a qualified auditor under section 7 of the Friendly and Industrial and Provident Societies Act 1968 or section 36 of the Friendly Societies Act 1974, shall be appointed. The qualified or lay auditors, if so appointed, shall not be officers or servants of the Society and nor shall they be partners of, or in the employment of, or employ, an officer or servant of the Society.

Lay auditors shall be chosen by the Committee of Management from the general membership and/or others.

If the membership vote for unaudited accounts, the society's income/expenditure ledger shall be scrutinised by the Secretary and Committee of Management members only and signed, as a true record, by the Secretary and two Committee of Management members or such other number as may be required by legislation. An income/expenditure report will be prepared to present to the Society's members at each Annual General Meeting.

## 19. BALANCE

The Society shall not publish any Balance Sheet which has not previously been audited by the Auditor and any copy of a balance sheet published shall incorporate any report made thereon by the Auditor. A copy of each Balance Sheet made during the period included in any annual return shall be sent by the Secretary to the Financial Conduct Authority or other appropriate Authority at the time together with the said annual return and each copy shall incorporate the report made thereon by the Auditor.

The Committee of Management shall lay before the Annual General Meeting the accounts as audited together with the report made thereon by the Auditor.

The Society shall keep a copy of the last balance sheet for the time being, together with the report of the Auditor, always hung up in a conspicuous place in its registered office.

## 20. ANNUAL RETURN

Every year within the time allowed by legislation the Secretary shall send to the Financial Conduct Authority or other appropriate Authority at the time the annual return in the form prescribed by the Financial Conduct Authority or other appropriate Authority at the time relating to its affairs for the period required by the Act to be included in the return together with a copy of the accounts and balance sheet made during that period and of any report of the auditor on the accounts and balance sheet.

A copy of the last annual return for the time being of the Society together with the report of the auditor on the accounts and balance sheet contained in the return shall be supplied gratuitously by the Secretary to every member or person interested in the funds of the Society on his application and the Committee of Management shall provide the Secretary with sufficient copies of the said annual return and report for this purpose.

## 21. REGISTER OF MEMBERS

The Society shall keep at its registered office a register of members (in these rules referred to as "the Register") in which the Secretary shall enter the following particulars:-

- (a) the names and addresses of the members
- (b) a statement of the number of shares held by each member and of the amount paid or agreed to be considered as paid on the share of each member
- (c) a statement of other property in the Society held by each member
- (d) 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
- (e) 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.

The Society shall so construct the Register that it is possible to open to inspection the particulars entered therein mentioned in paragraphs (a), (d) and (e) hereof without so opening to inspection the other particulars entered therein.

Every member at the time of becoming a member shall notify the Secretary in writing of their address and subsequently of any change therein.

## 22. INSPECTION OF BOOKS

Any member or person having an interest in the funds of the Society shall be allowed to inspect on their own account and the books containing the names of the Members (including the particulars in the Register except those mentioned in paragraphs (b) and (c) of the preceding rule) at all reasonable hours at the registered office of the Society, or at any place where they are kept, subject to such regulations as to the time or manner of such inspection as may be made from time to time by a General Meeting of the Society.

## 23. COPIES OF RULES

A copy of the rules of the Society shall be delivered by the Secretary to every person on demand. The Committee of Management shall provide the Secretary with sufficient copies of the said rules for this purpose.

## 24. INVESTMENT

Any money not wanted for immediate use, or to meet the usual accruing liabilities, shall, with the consent of the Committee of Management, or of a majority of the members present and entitled to vote in General Meeting, be invested in or upon any of the securities or shares specified in section 31 of the Industrial and Provident Societies Act, 1965.

## 25. 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.

## 26. WITHDRAWAL OF MEMBERS

A member may withdraw from the Society by notice in writing signed by him and delivered or sent to the Secretary at the Registered Office and upon such withdrawal the member's share shall be cancelled.

The Secretary shall make appropriate entries in the Register relating to the cancellation of any share under this rule.

## 27. EXPULSION OF MEMBER

A member, who in the opinion of the Committee of Management is guilty of any conduct detrimental to the interests of the Society, may be expelled from the Society by a resolution passed at a General Meeting of which due notice has been given specifying the intention to consider such resolution. No member shall be expelled from the Society unless a notice specifying the conduct of which he is alleged to be guilty is sent 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 at that meeting.

## 28. NOMINATIONS AND 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 property in the Society belonging to the deceased or bankrupt member the Committee of Management shall transfer or pay such property to which the personal representative or trustee in bankruptcy has become entitled as the personal representative or trustee in bankruptcy may direct them.

A member may in accordance with the Industrial and Provident Societies Act nominate any person or persons to whom (subject to the provisions of the Act as to amount and the persons to whom a valid nomination may be made) any of his property in the Society at the time of his 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 there under.

## 29. STATUTORY APPLICATIONS TO THE APPROPRIATE AUTHORITY

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 the application, may apply to the Financial Conduct Authority or other appropriate Authority at the time 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.

One tenth of the whole of the number of members or if the number of members shall at any time exceed 1,000, 100 members may apply to the Financial Conduct Authority or other appropriate Authority at the time for:-

- (a) the appointment of an inspector or inspectors to examine into the affairs of the Society and to report thereon;
- (b) the calling of a special meeting of the Society.

Applications shall be made in the forms prescribed by the Treasury Regulations and shall be signed by all the applicants

## 30. DISPUTES

If any dispute shall arise between a member or any person aggrieved who has for not more than six months ceased to be a member, or any person claiming through such a member or person aggrieved or under the Rules, and the Society or an officer thereof, it shall be decided by reference to arbitration.

Five Arbitrators shall be elected by the Society none of them being directly or indirectly interested in the funds of the Society; and in each case of dispute the names of these arbitrators to decide the matter in dispute shall be selected as follows:-

One by the Committee of Management;

One by the person aggrieved; and

Three by mutual agreement of the Committee of Management and the person aggrieved.

## 31. SEAL

The Society shall have its name engraven in legible characters on a seal which shall be kept in the custody of the 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 to which the seal is attached and shall be attested by the signature of two members of the Committee of Management and Secretary.

### 32. DISSOLUTION

The Society may at any time be dissolved by the consent of three-fourths of the members, testified by their signatures to an instrument of dissolution in the form prescribed by the Treasury Regulations or by winding-up in manner provided by the Industrial and Provident Societies Act 1965.

Any monies and other assets in its possession at the date of dissolution shall be transferred to such other charitable institution(s) having objects similar to the objects of the Society, under Rule 3, as the Committee of Management may determine.

### 33. 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 a two-thirds majority of the members present and entitled to vote at an Annual or Special General Meeting of which notice has been given in accordance with these rules specifying the intention to propose such new rule, amendment or rescission.

Twenty eight days notice of such a proposed alterations signed by a proposer and seconder shall be given to the Secretary who shall include the proposed alterations on the agenda in the Notice calling the Annual or Special General Meeting at which the proposition is to be submitted.

No new rule or amendment or rescission of rules is valid until registered.

### 34. BYE-LAWS

The Committee of Management shall have the 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-laws shall conflict with any of these rules.,

### 35. HOURS OF OPENING AND CLOSING OF THE SOCIETY'S PREMISES

The Society's premises shall be opened and closed at such hours as may from time to time be fixed by the Committee of Management and as posted in the registered office.

Geoffery Watts	Secretary
Peter Squire	Chairman
Andrew Waller	Vice-Chairman
John Tomlinson	Treasurer