



North Devon Model Society Constitution Adopted on the 11th October 2022

1 Name

The name of the Club is the "North Devon Model Society" or other such name as the Management Committee may from time to time decide.

2 Administration

Subject to the matters set out below the Club shall be administered and managed in accordance with this constitution by the members of the Management Committee, constituted by clause 7 of this constitution.

3 Objectives

The Club's objective is to encourage and facilitate the development of and participation in the Hobby of Model Making.

4 Powers

In furtherance of the objectives but not otherwise the Management Committee may exercise the following powers;

- 4.1 power to raise funds and to invite and to receive contributions provided that in raising funds the Management Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- 4.2 power to co-operate with other clubs, voluntary bodies and statutory authorities engaged in furtherance of the objectives and to exchange information and advice with them;
- 4.3 power to support any charitable trusts, associations or institutions;
- 4.4 power to do all such lawful things as are necessary for the achievement of the objectives.

5 Membership

5.1 Membership of the Club shall be open to individuals who are interested in furthering the objective of the Club and who have paid the annual subscription as fixed from time to time by the Members present at the annual general meeting or any extra ordinary meeting called specifically for that purpose.

5.2 The Management Committee may unanimously and for good reason terminate the membership of any individual, provided that the individual concerned shall have the right to be heard by the Management Committee, accompanied by a friend or representative, before the final decision is made.

5.3 The Management Committee may create any class of member they deem necessary and may determine what benefits or rights such members may have, and may lay down procedures for the introduction of prospective new members to the Club. The exercise of any such powers by the Management Committee shall be subject to ratification by the next annual general meeting of the Club by means of appropriate amendment(s) to the byelaws of the Club.

6 Honorary Officers

At the annual general meeting of the Club the members shall elect from amongst themselves a chairman, a secretary and a treasurer, who shall hold office from the conclusion of the meeting.

7 Management Committee

7.1 The Management Committee shall consist of not less than five members and not more than seven members being:
a) the three honorary officers specified in the preceding clause;

b) not less than two and not more than four members elected at the annual general meeting who shall hold office from the conclusion of the meeting.

7.2. All members of the Management Committee must be full current members of the Club in their own right.

7.3 The Management Committee may in addition appoint co-opted members but no-one may be appointed as a co-opted member if, as a result, the total number of members exceeds seven.

Each appointment of a co-opted member shall be made at a special meeting of the Management Committee called under clause 10.1 and shall take effect immediately.

7.4 All the members of the Management Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.

7.5 The proceedings of the Management Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

7.6 No person shall be appointed as a member of the Management Committee who is aged under 18 or who would if appointed be disqualified under the provisions of clause 8.

7.7 No person shall be entitled to act as a member of the Management Committee whether on a first or any subsequent entry into office until after signing in the minute book of the Management Committee a declaration of acceptance and willingness to act in the interest of the Club.

8 Determination of Membership of the Management Committee

A member of the Management Committee shall cease to hold office if he or she:

8.1 ceases to be a full current member of the Club; or

8.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or

8.3 is absent without permission of the Management Committee from all their meetings held within a period of three months and the Management Committee resolve that his or her office be vacated ;or

8.4 gives to the Management Committee written notice that he or she wishes to resign with effect from a specified date.

9 Management Committee Members not to be Personally Interested.

9.1 Subject to the provision of sub-clause 9.2 no member of the Management Committee shall receive remuneration or be interested (otherwise than as a member of the Management Committee) in any contract entered into by the Management Committee.

9.2 Any member of the Management Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Management Committee to act in a professional capacity on behalf of the Club, provided that at no time shall a majority of the members of the Management Committee benefit under this provision and that a member of the Management Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

10 Meetings and Proceedings of the Management Committee

10.1 The Management Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any three members of the Management Committee upon not less than seven days' notice being given to the other members of the Management Committee of the matters to be discussed. All notices must be given in writing or email.

10.2 The chairman shall act as chairman at meetings of the Management Committee. If the chairman is absent from any meeting, the members of the Management Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.

10.3 There shall be a quorum when at least three of the members of the Management Committee are present at the meeting.

10.4 The Management Committee shall keep minutes, in books/folders kept for the purpose, of the resolutions at meetings of the Management Committee and any sub-committee. These minutes will be available for club members to read at club meetings.

10.5 The Management Committee may from time to time make or alter the byelaws of the Club. Any such addition or alteration to the byelaws must be laid before the next annual general meeting of the Club for ratification. No byelaw, rule, standing order or other regulation may be made which is inconsistent with this constitution.

10.6 The Management Committee may appoint one or more advisory or sub-committees consisting of three or more members of the Management Committee for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Management Committee would be more conveniently undertaken or

carried out by a sub-committee: provided that all acts and proceedings of any sub-committee shall be fully and promptly reported to the Management Committee.

10.7 The Management Committee shall take reasonable measures to ensure that at all times the club and its members shall comply with all legal requirements in force from time to time and any rules appertaining to the conduct of the activities being undertaken

11 Receipts and Expenditure

11.1 The funds of the Club, including all donations, contributions and bequests, shall be paid into an account operated by the Management Committee in the name of the Club at such bank or building society as the Management Committee shall from time to time decide. The Club may operate more than one bank account. All cheques/payments drawn on the Club's bank account must be signed/agreed by a member of the Management Committee. Payments must only be made in accordance with minuted approval or within minuted guidelines of the Management Committee.

11.2 The funds belonging to the Club shall be applied only in furthering the Club objectives.

12 Annual General Meeting

12.1 There shall be an annual general meeting of the Club which shall be held each year within two months of the end of the Club's financial year or as soon after as is practicable. 12.2 Every annual general meeting shall be called by the Management Committee. The Secretary shall give at least 14 days' notice of the annual general meeting to all the members of the Club. All members of the Club shall be entitled to attend and vote.

12.3 The chairman of the Club then in office shall be the chairman of each annual and extraordinary general meeting, but if he/she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.

12.4 The Management Committee shall present to each annual general meeting the report and accounts of the Club for the preceding financial year.

12.5 Nominations for election to the Management Committee must be made by members of the Club in writing and must be in the hands of the Secretary to the Management Committee at least 7 days before the annual general meeting. Should nominees exceed vacancies, election shall be by private ballot.

13 Special General Meetings

The Management Committee may call a special general meeting of the Club at any time. If at least 20% of the Club membership request such a meeting in writing stating the business to be considered the Chairman shall call such a meeting. At least 14 days notice must be given. The notice calling the meeting must state the business to be discussed.

14 Procedure at General Meetings

14.1 The Secretary or other person specially appointed by the Management Committee shall keep a full record of proceedings at every general meeting of the Club.

14.2 There shall be a quorum when at least 25% of the number of full members of the Club present at any general meeting.

14.3 If after 30 minutes from the time stated for the commencement of the meeting there are still insufficient members present to form a quorum, the meeting shall be adjourned to another time. The adjourned meeting shall take place within 28 days of the date of the original meeting, or as soon after as is practicable.

15 Notices

Any notice required to be served on any member of the Club shall be in writing and shall be served by the Secretary or the Management Committee on such member either personally, by email or by sending it through the post in a prepaid letter addressed to the member at his or her last known address in the United Kingdom, and any notice so sent shall be deemed to have been received within 10 days of sending.

16 Voting

Every member shall have one vote on any resolution on which he is entitled to vote. Every resolution shall be decided by a majority of votes of those present but in the case of a tied vote the Chairman of the meeting shall have a second and casting vote. Voting will normally be by a show of hands, but specific resolutions can be by private ballot.

17 Alteration to the Constitution

The constitution may be altered by a resolution supported by not less than two-thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

18 Dissolution

If the Management Committee decides that it is necessary or advisable to dissolve the Club it shall call a meeting of all members of the Club, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is supported by two-thirds of those present and voting the Management Committee shall have power to realise any assets held by or on behalf of the Club. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other institution or institutions having objectives similar to the objectives of the Club as the members of the Club may determine.

19 Arrangements until first Annual General Meeting

Until the next general meeting takes place this constitution shall take effect as if references in it to the Management Committee were references to the persons whose signatures appear at the bottom of this document. This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Sera Staples (chair)

Peter Sutton (secretary)

David Campbell (treasurer)