

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
WEST HUNTSPILL MODEL ENGINEERING SOCIETY LIMITED**

THE CONSTITUTION

1. The name of the Company (hereinafter called "the Company") is
WEST HUNTSPILL MODEL ENGINEERING SOCIETY LIMITED
2. The Registered office of the company is situated in England and Wales
3. The Company's objects are:
 - (a) To provide for its members and other persons on payment of such fees or subscriptions or other payments as it may from time to time determine the facilities of a club and as may be used by or in connection with such a club for persons having an interest in all and any aspects of model engineering; and
 - (b) To promote interest in model engineering in all its aspects and the construction of models of all kinds amongst the public and its members generally; and
 - (c) To promote good fellowship amongst persons having an interest in model engineering and the construction of models of all kinds; and
 - (d) To carry on any activity which may be conveniently or advantageously carried on or combined with the foregoing

And in pursuance of *its* objects the Company shall have the following powers:

To procure and provide facilities for model engineering and for the enjoyment of its members.

To print, reproduce, publish and to collect and make available for its members and others books, treatises, photographs, diagrams, drawings and other publications of all descriptions relating to model engineering and modeling of any description

To purchase sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, hold or dispose of any estate or interest in lands, buildings, concessions, machinery, plant, stock in trade, goodwill, trade marks, patents, copyright or licenses, or any other real or personal property or any right, privilege, estate or interest

To improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights of the Company for such consideration as the Company may think fit

To borrow or raise money in any manner for the purposes of the Company and to secure the repayment of any money borrowed issued or owing by mortgage charge or other security on the whole or any part of the Company's property and assets and by similar mortgage charge or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may be binding on it

To promote join subscribe to or otherwise support any federation society consortium or like organization likely to further the objects of the Company or provide facilities to or for the Company or its members

To amalgamate with any Company or society having objects similar to those of the Company

To pay out of the funds of the Company all expenses of, or incidental to, the formation and registration of the Company

To invest monies of the Company not immediately required in such manner as the Management Committee of The Company may from time to time determine and to hold or otherwise deal with any investments made. Provided that in case the Company shall take or hold any property which may be subject to trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts

To do all such other things as are incidental or conducive to the attainment of the above objects of the Company or any of them

4. The income and property of the Company derived from any source whatsoever shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no part thereof shall be paid transferred or declared directly or indirectly by way of dividend bonus or otherwise by way of profits to Members. Provided that nothing contained herein shall prevent payment in good faith of reasonable and proper remuneration to any other officer or servant or Member of the Company as provided in the Memorandum or in the Articles of Association
5. The liability of Members is limited
6. Every Member of the Company undertakes to contribute to the assets of the Company.
7. In the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of debts and liabilities of the Company contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

GENERAL

1. 'The Company is a Private Company and subject as hereinafter provided and except where the same are varied or excluded by or are inconsistent with these Articles, the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such regulations being hereinafter called "Table A") shall apply to the Company and shall be deemed to form part of these Articles. References herein to Regulations are to regulations in Table A unless otherwise stated and in Table A references to "Director" shall be construed as to "Committee Member" as herein defined

DEFINITIONS

2. In these Articles unless the context otherwise requires:

"the Act" means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

Note: These Articles were written under the Companies Act 1985 and 1989. The Companies Act 2006 relaxes certain requirements and impose new ones. Until such time as these Articles are formally reviewed in the light of the 2006 Act, these Articles must be taken to incorporate the applicable mandatory obligation and terminology of the 2006 Act. Whilst the voluntary relaxations allowed by the 2006 Act are not incorporated unless by an explicit resolution of the Company.

"these Articles" means these Articles of Association in their present form or as from time to time altered;

"Committee Member" means a member of the Committee;

"Member" means a member of the Company;

"Member in Good Standing" means a Member who at any relevant time has paid to the Company all monies due from him to the Company by way of fees subscriptions or otherwise and is not in breach of any Rule

"the Committee" means the Management Committee for the time being of the Company;

"the Office" means the registered office of the Company;

"Rules" means all or any rules or regulations governing the conduct of Members and their use and enjoyment of the facilities provided by or for Members by the Company made pursuant to Article 43 and "Rule" shall be construed accordingly.

"Ordinary Resolution" means a resolution which is not an extraordinary or a special resolution and requires a simple majority for its adoption

"Extraordinary Resolution" has the meaning given to it by Section 378(1) of the Act and means a resolution which has been passed by a majority of not less than three-fourths of such members as (being entitled to do so) vote in person or by proxy at a General Meeting of which notice specifying the intention to propose a resolution as an Extraordinary Resolution has been duly given

"Special Resolution" has the meaning given to it by Section 378(2) of the Act and means a resolution passed by such a majority as is required for the passing of an extraordinary resolution and at a General Meeting of not less than 21 days notice specifying the intention to propose the resolution as a special resolution has been duly given

"Secretary" means any person appointed to perform the duties of the Secretary of the Company

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company

Words importing the masculine gender only shall include the feminine gender

3. The number of Members with which the Company proposes to be registered is 200 but the Committee may from time to time increase the number of Members

MEMBERSHIP

4. The subscribers to the Memorandum of Association and all other persons as are admitted to membership in accordance with the Articles shall be Members. No person shall be admitted a Member unless he is approved by the Committee. Every person who wishes to become a Member shall deliver to the Committee an application for membership in such a form as the Committee shall require. A Member may at any time withdraw from the Company by giving at least seven clear days notice to the Company
5. Notwithstanding Article 4 no Member shall be entitled to use in any way any facilities provided by the Company or otherwise participate in the affairs of the Company unless he is a Member in Good Standing
6. Any dispute as to whether a Member is a Member in Good Standing shall be determined:
 - (a) if at a general meeting of the Company by the chairman of such meeting
 - (b) if on a specific occasion by the member or members of the Management Committee present on such occasion
 - (c) where the dispute arises otherwise and the foregoing does not apply by the Management Committee

and in each case the determination shall be final and binding

7. The Company shall at each Annual General Meeting and may at any Extraordinary General Meeting determine
 - (i) the yearly or other fees payable by Members and categories of Members
 - (ii) the year or years or period or periods in respect of which such fees are payable
 - (iii) the categories of Members for such purposes and thesame shall be determined by ordinary resolution

But provided that if the Company has for the purposes of these Articles designated a category of Members as "Life Members" or the like a consequence of which is that such persons are entitled to use and enjoy the facilities provided by the Company for their retrospective lives on payment of no or a single fee no alteration to the status of that category shall be made without the approval of a special resolution

8. Notwithstanding any other provision of these Articles, the Committee may refuse or decline any application for Membership or may on such grounds as it sees fit withdraw from any Member the benefits of membership on giving notice thereof with reasons therefor. Any Member from whom the benefits of membership have been withdrawn under the provision of this Article may appeal to an Extraordinary General Meeting of the Company which shall be convened by the Secretary at the

request in writing of the Member whose Membership has been rescinded, and the decision of such a meeting expressed by ordinary resolution shall be final

9. A Member shall comply with the Rules at all times

GENERAL MEETINGS

- 10 The Company shall hold an Annual General Meeting in every calendar year at such a time and place as may be determined by the Committee and shall specify the meeting as such in the notice calling it provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year
- 11 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings
- 12 The Committee may whenever they think fit convene an Extraordinary General Meeting and an Extraordinary General Meeting shall be convened by the Committee on the requisition of 10 Members on a date not later than eight weeks from the date of receipt of the requisition. In default there of any of such requisitionists may convene such a meeting
- 13 At least twenty one days notice in writing of every Annual General Meeting and of every meeting convened to pass a Special Resolution and at least fourteen days notice in writing of every other general meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place the day and the hour of the meeting and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such persons as are entitled to receive such notices from the Company but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit
- 14 The accidental omission to give notice of a meeting to or the non-receipt of such a notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings at that meeting

PROCEEDINGS AT GENERAL MEETINGS

- 15 All business that is transacted at an Annual General Meeting shall be deemed special with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Committee and of any auditors (where appointed) and the election of members of the Committee in place of those retiring.
- 16 No business shall be transacted at any general meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided 10 Members in Good Standing present in person shall be a quorum
- 17 Subject to the Companies Act 1985 and to these Articles the Company shall not be obliged to discuss at any annual general meeting any matter concerning the administration or policy of the Company unless not less than 14 days notice thereof specifying the business required to be discussed has been given to the Company by any Member as the same is proposed by the Committee
- 18 If from half an hour of the time appointed for the holding of a general meeting a quorum is not present the meeting if convened on the requisition of Members or by **Members** who are requisitionists pursuant to Article 12 shall be dissolved. In any other case it shall be adjourned to the same day the next week at the same time and place or at such other place as the Committee

may determine and if a quorum is not present within half an hour of that adjourned meeting the Members in Good Standing present shall be a quorum

19 The Chairman (if any) of the Committee (if any) thereof shall preside at every general meeting but if there be no such Chairman at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside the Members present shall choose some other member of the Committee or if no such member is present or if the members of the Committee present decline to take the chair they shall choose some Member who shall be present to preside as chairman of the meeting

20 The chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more notice of the adjournment meeting shall be given in the same manner as of an original meeting. Save, as aforesaid Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

21 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is before or upon the declaration of the show of hands demanded by the Chairman or by at least 10 Members present in person or by proxy and unless a poll be so demanded a declaration by the Chairman of the meeting of that a resolution has been carried or carried unanimously or by a particular majority and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn

22 Subject to the provisions of Article 21 if a poll is demanded in the manner aforesaid it shall be taken at such time and place and in such a manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded

23 No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment

24 In the case of equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote

25 Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice and to attend and vote at general meetings shall be as valid and effectual as if the same had been passed at a general meeting of the company duly convened and held

VOTES OF MEMBERS

26 Subject always to the following provisions a Member shall have no right to vote at any meeting of the Company until the conclusion of the Annual General Meeting of the Company or any adjournment thereof next following his admission as a Member

27 A Member shall be entitled to one vote whether in person or by proxy at general meetings of the Company

28 No Member shall be entitled to vote at any general meeting unless he is a Member in Good Standing

29 On a poll votes may be given either personally or by proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

30 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding

the previous death of the appointer or revocation of the proxy provided that no intimation in writing of such death or revocation shall have been received by the company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used

31 An instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or if such appointer is a corporation either under its common seal or under the hand of some officer duly authorized in that behalf and shall be in the following form or as near thereto as circumstances will admit or in any other form which is usual or which the Committee may admit

West Huntspill Model Engineering Society Limited

I/We of being a

Member/members of the above named Company, hereby

appoint of

or failing him of

as my/our proxy to vote in my/our name(s) and on my/our behalf at the Annual/extraordinary general meeting of the Company to be held on

(Date), and at any adjournment thereof

Signed by

on (Date)

MANAGEMENT COMMITTEE

32 Unless otherwise determined by ordinary resolution of the Company in General Meeting the number of Committee Members shall be not less than 6 or more than 10

33 The members of the first Management Committee shall be appointed by the subscribers to these Articles and shall hold office subject to these Articles until the first annual general meeting of the Company

34 The members of the Committee shall have power at any time and from time to time to appoint any Member of the Company to be a member of the Committee, either to fill a casual vacancy or by way of addition to the Committee, but so that the total number of the Committee shall not at any time exceed the maximum set out in Article 32

35 The Committee shall at the direction of the Company in general meeting or failing such direction shall itself appoint from its members the following officers of **the** Company:

Chairman
Treasurer
Secretary

but provided that a person shall not continue to hold the office of Chairman beyond the second Annual General Meeting of the Company next following his appointment to that office

The Committee shall at the direction of the Company expressed in general meeting by special

resolution appoint from Members a President and may failing direction from the Company in general meeting determine the terms of such appointment and terminate the same as it sees fit

- 36 At every Annual General Meeting all the Committee Members shall retire from office but shall be eligible for re-election
- 37 The Company may by Ordinary Resolution of which special notice has been given in accordance with the Act remove any member of the Committee before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member of the Committee. The Company may by Ordinary Resolution appoint another Member of the Company in place of a member of the Committee so removed from office and without prejudice to the powers of the Committee under any other Article, the Company in general meeting may appoint any Member of the Company to be a member of the Committee either to fill a casual vacancy or by way of addition to the Committee
- 38 No person who is not a Member in Good Standing shall be eligible to be a member of the Committee
- 39 Members of the Committee shall not be entitled to any remuneration nor to travelling or other expenses incurred by them in attending and returning from meetings of the Committee save as may be resolved by the Company in general meeting

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

- 40 A Committee Member shall cease to be such on the happening of any of the following events:
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors
 - (b) If he becomes of unsound mind
 - (c) If he ceases to be a Member in Good Standing
 - (d) If by notice in writing to the Company he resigns his office
 - (e) If he ceases to hold office by reason of any order made under the Act
 - (f) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act

POWERS OF THE COMMITTEE

- 41 The business of the Company shall be managed by the Committee who may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by statute or by these articles required to be exercised or done by the Company in general meeting subject nevertheless to these Articles and to the provisions of the Act or as may be determined by the Company in general meeting but no such determination shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made
- 42 The Committee shall not without the prior approval of a special resolution of the Company in general meeting
- (i) exercise any power of the Company to borrow money
 - (ii) create any security or charge over or affecting the assets of the Company
 - (iii) amalgamate with any company or other body
 - (iv) invest any monies of the Company other than on an interest-bearing account with a building society or UK clearing bank

- (v) lend any money of the Company

nor without the prior approval of an ordinary resolution of the Company in general meeting incur capital expenditure above ~~£15~~ £ 500 or such other amount as may be determined by the Company from time to time in general meeting

That the Committee e authorized if the need arises, and at its sole discretion, to commit the Society to fund building and/or maintaining costs for the new pavilion up to £3000 in total

That in the event of the need for Pavilion Finance occurring before sufficient fund have been accrued, the Committee is authorized to seek a bridging loan from the Northern Association of Model Engineers (or equivalent lender on comparable terms)

RULES

- 43 The Committee shall make such rules and regulations ("the Rules") as it sees fit and proper to govern the conduct of Members and the basis on which Members may use and enjoy the facilities of and provided by the Company and shall in any event make Rules as are necessary and appropriate to comply with the requirements of any authority or like body providing premises property or facilities for the Company. The Committee shall vary or amend the same from time to time determining in its sole discretion when such variation or amendment shall have effect
- 44 The Committee shall promptly publish or otherwise draw to the attention of the Members in such manner as it sees fit all Rules made by it and all variations and amendments thereto

That the Rules of the Society be amended to establish the following grades of membership

*Full Member (a member of the company as in Article 2)
Subscription £30 p.a. (as at present) but with 50% concession
for Additional Full Member in same household.*

*Partner of Full Member
No vote at General Meetings
No subscription added to that of the Full Member*

*Honorary Life Member
Lifetime membership, without subscription*

*Youth Member
No vote at General Meetings
Subscription 33 1/3 % of Full Membership*

*Junior Engineer
A young person in the same household as a Full Member
No vote at General Meetings
Subscription 10 % supplement on the relevant Full Membership*

PROCEEDINGS OF THE COMMITTEE

- 45 The Committee may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit save that unless otherwise unanimously agreed no meeting of the Committee shall be convened on less than 7 days notice thereof. Unless otherwise determined by the Company in general meeting 6 Committee Members shall be a quorum. Decisions at any meeting shall be determined on a show of hands by a majority of votes. In the case of equality of votes the Chairman of the meetings shall be entitled to a second or casting vote
- 46 A Committee Member may, and on the request of a Committee Member the Secretary shall, at any time convene a meeting of the Committee. A member of the Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting

- 47 The Chairman of the Company shall be entitled to preside at all meetings of the Committee at which he shall be present but if no such Chairman is appointed or if at any meeting within fifteen minutes after the time appointed for holding the same the Chairman be not present and willing to preside the Committee Members present shall choose one of their number to be the chairman of the meeting
- 48 A meeting of the Committee at which a quorum is present shall be competent subject to these Articles to exercise all the authorities powers and discretions for the time being vested in the Committee
- 49 All acts bona fide done by any meeting of the Committee or by any person acting as a member of the Committee shall notwithstanding that it will be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Committee
- 50 The Committee shall cause proper minutes to be made of the proceedings of all meetings of the Company and of the Committee and all business transacted at such meetings and any such minutes of any meeting if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated
- 51 A resolution in writing signed by all the members for the time being of the Committee who are entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and constituted

ACCOUNTS

52. The Committee shall cause proper books of accounts and other appropriate records to be kept with respect to
- (a) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
 - (b) the assets and liabilities of the Company.

Proper books and records shall not be deemed to be kept if there are not kept such books and records as are necessary to give a materially accurate records of the Company and to explain its transactions and to accord with the requirements of the Act

53. The books and records shall be kept at the Office or subject to the Act at such other place or places as the Committee shall think fit and shall always be open to the inspection of the members of the Committee
- 54 At the Annual General Meeting in every year there shall be laid before the Company accounts for the period since the last preceding accounting reference date (or in the case of the first accounts since the incorporation of the Company) such accounts to be delivered not less than twenty one clear days before the date of the meeting to all persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. Such accounts whether or not required to be audited pursuant to the Act or otherwise shall be inspected by two Members in Good Standing appointed by the Company in general meeting who shall be afforded full access to all the books and records of the Company and who shall report to the Company thereof

NOTICES

- 55 A notice may be served by the Company upon any member personally or by delivering it by hand or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the register of Members
- 56 Any Member described in the register of Members by an address not within the United Kingdom who shall from time to time give the Company an address within the United Kingdom at which such notice may be served upon him shall be entitled to have notices served upon him at such address but save as aforesaid and as provided by the Act only those Members who are described in the register of Members by an address within the United Kingdom shall be entitled to receive notices from the Company
- 57 Any notice if served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into a post office as a prepaid letter

INDEMNITY

- 58 Subject to the provisions of the Act every Committee Member, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto

DISSOLUTION

- 59 If upon winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company. The choice of such institution or institutions shall be made by the Company at or before the time of dissolution and if and so far as effect cannot be given to such provisions then to some charitable object