

# **7 1/4" GAUGE SOCIETY LIMITED**

## **SOCIETY RULES**

**IN CONJUNCTION WITH THE  
ARTICLES OF ASSOCIATION  
as amended April 2014**

**and the**

**COMPANIES ACT 2006**

**These rules and byelaws are in accordance with any provisions of the Companies Act 2006 applicable to the Company and are supplementary but subsidiary to the provisions of the Articles. Any compulsory requirements of that Act and the provisions of the Articles shall always take precedence over any provision in any rules or byelaws that in any way conflicts or is inconsistent with those requirements or provisions.**

**Prepared March 2014**

**Issued October 2014**

## **Scope**

- 1.0 These rules are made in accordance with the provisions of Article 27 of the Articles of Association of the Society.

## **Purposes**

- 2.0 To further the association of those interested in 7¼” and 7½” gauge railways and in particular to meet for rallies, publish a newsletter, improve liaison with the trade, maintain a register of members, trades and facilities available for the use of other members and to undertake such other activities as may from time to time, appear to the Committee to be advantageous to its members.

## **Membership**

- 3.0 Membership shall be open to any person who is interested in 7¼” and 7½” gauge railways.
- 3.1 There shall be the following classes of membership:-  
Member, E-member, Overseas Member, Honorary Member, Associate Member, Young Member, and Local Group.
  - 3.1.1 Full Membership (including UK Full Members, E-member and Overseas members) is for persons over the age of 18 years.
  - 3.1.2 The Committee may also admit any individual who has rendered outstanding service to the Society as an Honorary Member, and such persons, being duly admitted, shall enjoy all the privileges of membership (excluding the right to vote) except that they shall not by virtue of their Honorary Membership alone be deemed to be members of the Society for the purposes of registration within the meaning of Clause 2 of these Rules or be on the Register of Members of the Society or be under any liability for the debts and liabilities of the Society. They will not be liable for subscriptions.  
  
Members may submit nominations to the Committee for consideration for the award of Honorary Membership.
  - 3.1.3 Any person in the immediate family of a Full Member (husband, wife, partner and children under the age of 18 years living in the same household) shall be admitted as Associate Members. Such persons, being duly admitted, shall enjoy all the privileges of membership (excluding the right to vote) except that they shall not by virtue of their Associate Membership alone be deemed to be members of the Society for the purposes of registration within the meaning of Clause 2 of these Rules or be on the Register of Members of the Society or be under any liability for the debts and liabilities of the Society. They will not be liable for subscriptions and will not receive Society publications. Associate Members under the age of 18 years may attend meetings provided they are accompanied by a full adult Member.
  - 3.1.4 Young Membership shall be for young persons aged between 5 and 21 years; those under 18 will need their membership application sponsored by a Full Member or agreement of the Committee. Young Members may attend the A.G.M., but will not be entitled to vote. They will receive a copy of Society

publications via the Society Website. The provision of printed publications may be added to this category of membership by the payment of an additional fee which shall be determined by the A.G.M. in accordance with Rule 6.1.

3.1.5 Local groups: Such groups, comprising members of the Society, can be set up with the approval of the Committee and may use the name of the 7¼" Gauge Society Ltd. In their title and will be subject to Clause 8 of these rules. Such groups will not, as a group, have entitlement to vote at the A.G.M. or any General Meeting only so far as the members of the Group have individual voting rights by virtue of their membership of the Society

3.2 The Committee shall have the power to create further classes of membership or discontinue or vary existing classes of membership, which will be defined in accordance with the rules made under Article 27.

## **Conduct**

4.0 Members may resign by notice of written communication (letter or email) or may be removed by a majority of those present and voting at a duly convened meeting of the Committee. Provided always that no member shall be removed unless:-

4.0.1 The conduct of the member is, in the opinion of the Committee, prejudicial to the interests of the Society, or the member has by any act or conduct made known to the Committee that that member is no longer in sympathy with the aims and objects of the Society as declared in Clause 4.1 of the Articles of Association.

4.0.2 Such member shall have at least 14 days' notice in writing of the date of the meeting and of the grounds upon which their removal is sought.

4.0.3 Such member has had an opportunity of stating their case to, and of defending themselves before the Committee.

4.0.4 Each member of the Committee shall have at least 14 days' notice prior to the meeting that the business of the day will be or includes the question of the removal of a member or members.

4.1 Any member having failed to pay their subscription by 1st March shall be deemed to have resigned their membership. Access to the members' area of the Society Website may be withdrawn when subscription renewal becomes due until such time as their subscription is received. Members rejoining after 1st March who require any back numbers of Society publications published during this period will be required to pay the relevant replacement fee for any publication.

## **Governance**

5.0 The Society shall be governed by a Committee of up to 10 voting members consisting of Chairman, Secretary, Treasurer, and up to 7 other directors (their roles being stated on the annual nomination form). The Committee will have power to co-opt to fill vacancies that may exist after an A.G.M. or which occur during the year between A.G.M.s. A co-opted Committee member will be a director and have full powers and responsibilities including the right to vote under Article 18.5. In addition, in accordance with Article 18.2.the President and Vice-President(s) may attend meetings of the Committee as non-voting members. Other than the posts of

Chairman, Secretary and Treasurer, the Committee may make adjustments to the duties of Committee Members to cover circumstances that may arise between A.G.M.s.

- 5.1 Other than the President and Vice-President(s), members appointed to the Committee shall be directors of the Company.
- 5.2 All members of the Committee other than the President and Vice-President(s) shall retire annually but will be eligible for re-election at the A.G.M. The President and Vice-President(s) shall be appointed for an initial period of ten years; after which time the appointment will be reviewed by the Committee and post holder and if appropriate extended for a further agreed period of office. The post may be reviewed at any time by the post holder/s who may at any time step down if they so wish.
- 5.3 The Committee can appoint non-director Officers to undertake specific duties; when it is necessary for such persons to attend Committee meetings, they will be present in an advisory non-voting capacity.
- 5.4 In the event that the 5 members specified in the Articles as providing a quorum are not present at a meeting of the Committee, the Chairman shall have the discretion to refer matters he deems to be important to absent Committee members.
- 5.5 Any voting member wishing to be nominated for election to the Committee at an A.G.M. must submit a nomination form duly signed by a proposer, seconder and the candidate to show consent – to be received by the Secretary at least 10 weeks prior to the A.G.M. in accordance with Article 18.3. Before a member can be considered eligible for election, they must have been a member for at least one full membership year.
- 5.6 Declaration of Interest: A Committee Member who has a pecuniary interest, or other interest that might compromise their position, in any item under discussion by the Committee, shall declare that interest. The Committee will then decide if the member concerned can take part in the discussion or the decision making process.

## **Subscriptions**

- 6.0 An annual subscription shall be payable by Members, E-members, Overseas and Young Members on application to join the Society.
- 6.1 The annual subscription (payable on 1st January of each year) shall be as determined by the A.G.M. and remain in force until amended at a future A.G.M. or General Meeting.
- 6.2 New members joining the Society at or after an A.G.M. shall receive the benefits of membership for the remainder of that year and the following year. This does not apply to lapsed members or if the A.G.M. is held earlier than September.

## **Meetings**

- 7.0 Notice of the Annual General Meeting and of any Special General Meetings (to consider a Special Resolution) shall be sent to every voting Member at least 14 days before the date of the meeting.
- 7.1 The annual accounts completed, in accordance with Article 24.4, shall be presented at each A.G.M.

- 7.2 Any member of the Society entitled to attend and vote at a General Meeting will be entitled to appoint another person (whether a member or not) to act as his proxy – as detailed in Article 17.
- 7.3 Any person appointed as a proxy who is not a member of the Society is only permitted to attend the meeting to which the proxy is active and not any other Society activities during the A.G.M. event. Revocation of the proxy shall automatically revoke this permission.

### **Local Groups**

- 8.0 Local Groups may be formed within the framework of the main Society to further the objects of the Society. Such groups shall be set up and use the name of the 7¼” Gauge Society Ltd with the approval of the main Committee who may give such approval subject to the following conditions being satisfied.
- 8.0.1 That the objects of the group correspond with that of the main Society.
- 8.0.2 That the affairs of the group are conducted in a constitutional manner.
- 8.0.3 That a report of the group activities may be required to be presented at the A.G.M.
- 8.0.4 All members of the group will also be members of the 7¼” Gauge Society Ltd.
- 8.1 The main Committee may at any time revoke the approval of a particular group should it consider that the conduct of that group is detrimental to the objects of the main Society.
- 8.2 In such event the group concerned may be represented at a Committee meeting which discusses the action.

### **Disclaimer**

- 9.0 Neither the Society, nor any of its Officers or Committee members (either in a personal or representative capacity) shall be liable to any member of the Society in respect of any injury, loss or damage caused by negligence or by wilful misconduct or in any other manner whatsoever.

John Nicholson  
Secretary  
7 ¼” Gauge Society Ltd  
08 April 2014