

# **ARTICLES OF ASSOCIATION**

**OF**

## **CHESHAM MODEL FLYING CLUB LIMITED**

### **INTERPRETATION**

1. In these Articles:

"the Act" means the Companies Act 1985

"the Club" means Chesham Model Flying Club Limited.

"Secretary" means any person appointed to perform the duties of the secretary of the Club.

"the Statutes" means the Companies Act 1985 and any statutory modification thereof for the time being in force.

Expressions referring to writing shall, unless the contrary intention appears be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Club.

### **OBJECTS**

2. The Club is established for the purposes expressed in the Memorandum of Association.

### **MEMBERSHIP**

3. The number of members with which the Club proposes to be registered is 100 but the directors may, whenever the business of the Club requires it, register an increase of members.

4. (a) Membership of the Club shall comprise:

(i) Senior members (ii) Associate members (iii) Junior members

(b) Active members of the Club (direct membership) - persons who, will pay subscriptions and the number of active members in anyone year shall not exceed a number of agreed at the Annual General Meeting by the newly elected Committee.

(c) Honorary members (direct membership) - comprising men and women elected to membership by the Committee in consideration of their special qualifications, or for services which have been of considerable value to the aeronautical or model aircraft movement. An honorary member shall be entitled to attend meetings, but shall not have any voting rights or be entitled to serve on the Committee unless elected as Chairman, Secretary, Treasurer or in some other honorary capacity which automatically carries with it membership of the Committee. In other respects the privileges and obligations of honorary members shall be the same as for full affiliated members, except that they shall not be liable to pay any subscriptions.

### **ELECTION OF MEMBERS**

5.(a) The Committee may at any time decide that any member has ceased to possess the qualifications required and may suspend such member pending consideration of its case by a

General Meeting, which shall take place within two months of such suspension. The Committee shall, before arriving at any such decision, give to the member concerned a reasonable opportunity to show cause, either in writing or by attendance in person before the Committee, why such action should not be taken. The Committee may likewise by a two-thirds majority, subject to the right of the member concerned, suspend or terminate the membership of any member no longer possessing the qualifications for membership of any class. Any such termination or suspension shall be subject to confirmation by the majority vote of a General Meeting to be convened within two months of the date of the Committee's decision. The above provisions concerning suspension and termination of membership shall apply also to Associate Members.

(b) The Club may elect a President, and as many Vice-Presidents as may be considered desirable. It shall also have power to elect patrons as occasion arises or demands and to fix their membership fees (if any)

(c) The Committee may elect as honorary members men or women who have rendered outstanding service to the cause of aeronautics or the model aircraft movement, or who, in the Committee's opinion, have exceptional qualifications rendering them suitable for membership.

(d) All members are to be joined to The Society of Model Aeronautical Engineers Limited (British Model Flying Association).

6. The entrance fees and annual subscriptions payable by members to meet the operating costs of the Club shall be fixed annually in General Meeting, provided that no entrance fee and subscription shall be charged to honorary members.

## **TERMINATION OF MEMBERSHIP**

7. Membership may be terminated, suspended or varied under any of the following conditions: (a) If the member resigns from the Club, by giving not less than three months notice in writing to the Secretary. (b) If a member's subscription is unpaid one month after the Annual General Meeting, or other dues to the Club remain unpaid for one month after the due demand for payment has been made. (c) If the member is not re-elected at the end of any year in accordance with the provisions of Article 5. (d) If membership is terminated, varied or suspended in accordance with the provisions of Article 5.

## **GENERAL MEETINGS**

8. A General Meeting shall be held once in every calendar year at such time and place as may be determined by the Committee, preferably in October of that year.

9. In addition to the Annual General Meeting, the Committee may, convene a General Meeting at any time. A General Meeting shall also be convened by the Secretary on requisition by not less than 12 members. The Secretary must receive the request for such a meeting in writing signed by such members.

10. Fourteen days' notice at least shall be given in respect of all General Meetings specifying the place, the day and the hour of the meeting and in the case of special business the general nature of the business, together with a full agenda. No discussions shall take place or note taken on matters not on the agenda. The accidental omission to give notice of a meeting to, or the non-receipt of such a notice by, any member shall not invalidate the proceedings of, or the resolutions passed by, any such meeting.

11. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.

## **PROCEEDINGS AT GENERAL MEETINGS**

12. All business shall be deemed special that is transacted at an Extraordinary Meeting, except as follows:

- (a) The election of a Chairman for the ensuing year. who shall be Chairman both of the Club and of the Committee unless otherwise determined.
- (b) The election of the following officers: Chairman, Secretary and Treasurer.
- (c) The consideration and adoption, if approved, of the accounts and balance sheet, the approval of the budget for the ensuing financial year. and the fixing of the subscriptions payable by the members in each category for such year, and to agree a fee for third party insurance.
- (d) The consideration and adoption, if approved, of the reports of the Committee, the officers, and of any sub-committees appointed by the Club in General Meeting of the Committee.
- (e) To receive proposals for changes in sections to rules in Clubs General Rules or Individual Flying Site Rules.
- (f) The appointment of Auditors for the ensuing year.
- (g) If the subscription is not agreed at the Annual General Meeting then at the next Club meeting, not less than 28 days later at the same place and same time, the Members shall agree the subscription by majority.

13. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise herein provided, not less than 20% of members must be present.

14. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the next Club meeting not less than 28 days later at the same place and same time.

15. The Chairman shall preside at every General Meeting, but if he shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the members present shall choose some member of the Committee, or if no such member be present, or if all members of the Committee present decline to take the chair, they shall choose some member of the Club who shall be present to preside.

16. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn a 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 ten days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

17. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a ballot be demanded by the Chairman or by at least a majority of members present in person and entitled to vote, and unless 8 ballot be so demanded a declaration by the Chairman as to the result of the vote shall be conclusive and an entry to that effect in the minute book of the Club shall be conclusive evidence thereof.

18. If a ballot be demanded in manner aforesaid, it shall be taken at such time and place, and

in such manner, as the Chairman of the meeting shall direct, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.

19. No ballot shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

20. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairman of the meeting shall be entitled to a second or casting vote.

21. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

22. The only members entitled to vote are senior and juniors.

23. Votes may be given on a poll either personally or by proxy. On a show of hands only members present in person shall be entitled to vote. Proxy votes, given by one member to another, as provided for in Article 24, shall be taken into account only in a ballot.

24. Members entitled to vote may give proxies to any other member entitled to vote, subject to a maximum of five proxies to anyone member. Proxies must be in writing and lodged with the Secretary of the Club at least twenty-four hours before the allotted time of the meeting.

## **COMMITTEE OF MANAGEMENT**

25. The management of the Club's affairs shall be vested in a Committee, the elected officers consisting of the Chairman, the Secretary, the Treasurer, and at least four Committee members whose duties are to be specified. For the purposes of the Companies Acts, Members of the Committee shall be deemed to be the Directors of the Company.

26. The present members of the Committee shall be subscribers of the Memorandum of Association of the Club and shall hold office until the first General Meeting of the Club at which the new officers of the Club shall be elected. Thereafter, members of the Committee shall retire by rotation as provided in Article 33 but shall be eligible for re-election.

27. The Committee shall have power to fill casual vacancies in the number of elected members not exceeding the prescribed maximum. Any member so appointed shall retain office only until the next election of officers, but shall be eligible for re-election.

28. Only senior and junior members, shall be eligible for membership of the Committee.

29. At Committee Meetings each member present in person shall have one vote. Members of the Committee shall be elected and shall serve in their individual capacities. Provided always that any elected member of the Committee may, with the Club's consent, nominate any other person qualified for election to the Committee to act as his deputy at any meeting in case of illness or absence through other unavoidable cause.

## **POWERS OF THE COMMITTEE**

30. Without derogation from the general powers of management, and particular powers conferred upon it by these presents, the Committee shall have the power -

(a) To pay all preliminary expenses and those incidental to the promotion, formation, establishment and registration of the Club.

(b) To appoint and dissolve such committees and sub-committees or any aspect of the Club's activities which it deems proper to determine the terms of reference of such sub-committees, and to delegate to such sub-committees as it may think fit, provided always that any regulations or bye-laws affecting the rights of members proposed by any such sub-committee shall be subject to the approval of the Committee.

(c) To issue amend, revise and amplify such bye-laws and regulations not being inconsistent with these presents as may be considered necessary or desirable in connection with the

conduct of the model aircraft activities of members or other matters within the scope of the object of the Club and to interpret and give rulings upon any such regulation or bye-laws.

(d) To take such steps as may be permitted by law, and as may appear desirable for the encouragement or development of model aircraft activities, for the removal of unnecessary restrictions, or for the prevention of undesirable practices calculated to prejudice the good name or progress of the model aircraft movement.

(e) To appoint a Vice-Chairman to act in the place of the Chairman in case of absence; to appoint and terminate the appointment of any honorary official of the Association; to appoint, fix the remuneration of and dismiss such paid servants of the Club as may be considered necessary or desirable. Provided always that the Committee shall not have power to dismiss any official, whether paid or honorary, appointed by a General Meeting or by a ballot of the members of the Club, unless such power is specifically delegated to the Committee at the time of the appointment.

(f) To hold a meeting each month at such time and in such place as it may think fit, provided always that at least 4 meetings of the Committee shall be held in each year in January, April, July and October and to determine the conduct of such meetings.

31. The continuing members of the Committee may act notwithstanding any vacancy in their body, provided always that in case the members of the Committee shall at any time be reduced in number to less than the minimum number prescribed, it shall be lawful for them to act as the Committee for the purposes of filling up vacancies in their body, or of summoning a General meeting, but not for any other purpose.

32. The Committee may from time to time by resolution appoint a temporary substitute for the Secretary and any person so appointed shall for all the purposes of these presents and of the Act be deemed during the term of his appointment to be Secretary.

### **ROTATION OF MEMBERS OF THE COMMITTEE**

33. All of the elected members shall retire at the end of each year, but shall be eligible for re-election.

34. The Club shall, at the meeting at which any members of the Committee retire in the manner aforesaid, fill up the vacancies on the Committee so created unless at such meeting it shall be determined to reduce the number in the Committee.

35. The Club may from time to time in General Meeting increase or reduce the number of members of the Committee and determine in what rotation, if any, such increased or reduced number shall go out of office and may make the appointments necessary for affecting any such increase.

36. The Club may by Ordinary Resolution, remove any member of the Committee before the expiration of the period of his office, and may, by an Ordinary Resolution, appoint another member in his stead.

### **DISQUALIFICATION OF MEMBERS OF THE COMMITTEE**

37. The office of a member of the Committee shall be vacated:

(a) If a receiving order is made against him or he makes arrangement or composition with his creditors. (b) If he is found lunatic or becomes of unsound mind. (c) If he ceases to be a member of the Club. (d) If, by notice in writing to the Club, he resigns his office. (e) If he retires by rotation and is not re-elected. (f) If he is removed from office by an Ordinary Resolution under the terms of Article 36. (g) If a member absents himself from three

consecutive meetings of the Committee. (h) If he ceases to hold office by virtue of any provision of the Act.

## **PROCEEDINGS OF THE COMMITTEE**

38. The Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Questions arising at any meeting shall be decided by a majority of votes . In case of an equality of votes the Chairman shall have a second or casting vote.

39. Unless otherwise determined under Article 12(a), the chair at Committee Meetings shall be taken by the Chairman of the Club or, in his absence, by the Vice-Chairman. If at any meeting of the Committee neither the Chairman nor the Vice-Chairman is present within fifteen minutes after the time appointed for holding the meeting, the members of the Committee present shall choose one of their number to be Chairman of the meeting.

40. A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Club for the time being vested in the Committee generally.

41. The Committee may delegate any of its powers to sub-committees or special sub-committees in accordance with Article 30(b) of these presents. Members of such sub-committees need not be members of the committee, but must be either honorary or individual members of the Club. At the Committee's discretion the Chairman of any such sub-committee if not already a member of the Committees may serve ex-officio as a member of the Committee during his term of office. The Chairman of each sub-committee shall be appointed by the Committee and he and all members of the Committee concerned shall be subject to annual re-appointment by the Committee at its first meeting following each Annual General Meeting of the Club. Each sub-committee shall appoint a Secretary from among its members to summon meetings and record proceedings as contemplated by Article 43. The meetings and proceedings of any such sub-committees shall be governed by the provisions of these presents for regulating the minutes and proceedings of the Committee so far as applicable and so far as the same shall not be amended or superceded by any regulations or by laws made by the Club in accordance with its powers.

42. All acts bona fide done by any meeting of the Committee or any sub-committee of the Club or by any person acting with authority as a member of the Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment 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 and was qualified to be a member of the Committee.

43. The Committee shall cause proper minutes to be made of all appointments of officers made by the Committee and of the proceedings of all meetings of the Club 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.

## **THE SEAL**

44. The seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of at least two members of the Committee and of the Secretary, and the said members and Secretary shall sign every instrument to

which the seal shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Club such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## **ACCOUNTS**

45. A banking account or accounts with a national clearing bank and/or a building society shall be opened for the funds of the Club and cheques thereon shall, unless and until otherwise determined by resolution of the Committee, be signed by any two of the Club's officers, i.e. Chairman, Secretary or Treasurer. Surplus funds will be deposited in a building society account.

46. The Committee shall cause proper books of account to be kept with respect to -

- (a) All sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place;
- (b) All sales and purchases of goods by the Club; and
- (c) The assets and liabilities of the Club.

47. The books of account shall be kept with the Treasurer or 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.

48. The Committee shall as far as possible conduct the business of the Club in such a manner as to incur no expenditure which cannot be met out of current revenue in each year. If the Committee should think it desirable to incur expenditure which cannot be so met it shall, before incurring the expenditure, convene an Extraordinary Meeting of the Club to consider the proposal and, if sanctioned, to determine what additional subscriptions or contributions, if any shall be paid by members in respect thereof.

49. Once at least in every year the Committee shall lay before the Club in General Meeting -

- (a) An income and expenditure account for the period since the last preceding account (or in the case of a first accounts, since the incorporation of the Club) made up to a date not more than nine months before such meeting.
- (b) A balance sheet made up as at the same date.
- (c) A budget for the following year showing the estimated income and expenditure and the amount of subscription proposed to meet such expenditure.

The balance sheet and accounts shall be accompanied by a report of the Committee and of the Auditors and a copy of such accounts, balance sheet and reports shall, not less than seven days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be read before the meeting as required by the Act.

## **AUDIT**

50. Once at least in every year the accounts of Club shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

51. Auditors shall be appointed and their duties regulated in accordance with the Act, members of the Committee being treated as the Directors mentioned in those sections.

## **NOTICES**

52. A notice may be served by the Club upon any member, either personally 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.

53. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Club an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, only members described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Club.

54. 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 the post office as a prepaid letter.

## **GENERAL RULES**

55. All general rules apply to members. A list of the general rules can be obtained from the Secretary.

## **FIELD RULES (All Sites)**

56. All field rules apply to members. A list of the field rules can be obtained from the secretary.