

Registered Charity SC041316

CONSTITUTION

1. TITLE

Greenock and District Model Railway Club (hereafter referred to as "the Club").

2. OBJECTIVES

2.1 Charitable Purpose

The expression 'charitable purpose' in this Constitution shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.

2.2 The Club's Objectives

The Club's Objectives are:

- a) The advancement of education, community development and heritage; and
- b) The provision and organisation of recreational facilities by:
 - Providing practical training for its members and the public in the range of skills associated with railway modelling and miniature engineering.
 - Conserving and restoring the Category B listed Fort Matilda Station building and developing it to create a Model Railway training and display centre as a resource accessible to the public and to local community groups.
 - Organising a major annual model railway exhibition in the Greenock area.

3. OFFICERS

3.1 Nomination

Nomination of candidates for election as Officers should be made in writing to the Secretary at least 14 days in advance of the Annual General Meeting date. Nominations can only be made by Full Members and must be seconded by other Full Members.

3.2 Executive

3.2.1 The Chairman, Secretary and Treasurer are the Executive Officers of the Council.

3.2.2 The Executive Officers are elected, normally for a three year term of office, at the Annual General Meeting of the Club. At the end of that term they are eligible for re-election.

3.3 Ordinary Council Members

3.3.1 A further three Ordinary Council Members are elected, normally for a period of one year, at the Annual General Meeting of the Club. At the end of that term they are eligible for re-election.

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3.3.2 Where no nominations are received or a vacancy arises during the year, the Council will co-opt members to these roles.

3.4 Non-executive Officers

3.4.1 The Council may appoint other non-executive officers as required. The non-executive officers do not have to be Council Members.

4. MEMBERSHIP

There are three classes of membership:

4.1 Full Member

4.1.1 The Council will consider applications for Full Membership from Associate Members.

4.1.2 Criteria for admission to Full Membership include the ability to contribute to the activities of the Club and the running of its affairs.

4.1.3 Full Members pay a full subscription and have full voting rights at General Meetings of the Club.

4.2 Associate Member

4.2.1 Associate Membership of the Club is open to anyone age sixteen years or above, regardless of gender, race or religion.

4.2.2 Juniors under the age of sixteen attending the Club should be accompanied by a parent or legal guardian who will be expected to become an Associate Member.

4.2.3 Associate Members pay a reduced subscription and do not have voting rights at General Meetings of the Club.

4.3 Honorary Member

4.3.1 Honorary Membership is normally only considered in respect of persons who have given considerable support to the Club and/or who are distinguished in the field of railway modelling.

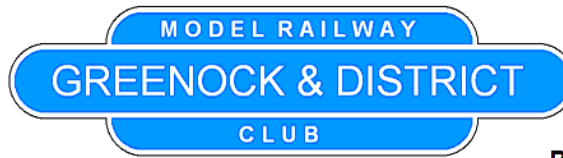
4.3.2 Nominations for Honorary Membership may be proposed by any Full Member present at the Annual General Meeting and must be seconded by another Full Member. Members cannot nominate themselves.

4.3.3 Entry to Honorary Membership is subject to a simple majority of votes from those Full and Honorary Members attending the General Meeting.

4.3.4 Honorary Members pay no subscriptions and have full voting rights at General Meetings of the Club.

4.4 Membership Renewal

Members must renew their membership each year in accordance with the Rules.



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5. COUNCIL

5.1 Members of the Council

The affairs of the Club are controlled by a Council comprising of the Executive Officers of the Club and three other ordinary Council Members. Additional members may be co-opted to the Council as necessary.

5.2 Council Meetings

The Council should meet not less than four times per year; three members will be a quorum one of whom must be an Executive member and one of whom must be an Ordinary Council member. Decisions should be agreed on the basis of a simple majority vote; in the case of equal votes, the Chairman is entitled to an additional casting vote.

5.3 Association of Model Railway Societies in Scotland (AMRSS)

Council members should attend AMRSS meetings on a rota basis, for as long as the Club is a member of that Association.

5.4 The duties of the Council

- 5.4.1 To control the affairs of the Club on behalf of the Members
- 5.4.2 To take policy decisions which it considers necessary in the running of the Club affairs. The Council may not, by itself, alter the terms of the constitution (see section 11).
- 5.4.3 To instigate and maintain whatever Rules and Standing Orders as may be necessary for the running of the Club and its affairs.
 - 5.4.3.1 In all instances the Rules and Standing Orders will be subordinate to the Constitution.
 - 5.4.3.2 A copy of the Rules will be displayed in the Club rooms at all times and every member will receive a copy of the Rules upon joining the Club and whenever changes are made.
- 5.4.4 To set levies to be paid by members in addition to subscriptions when required.

6. Finances

6.1 Duties of the Treasurer

The Treasurer should ensure that accurate accounts of the finances of the Club are maintained.

- 6.1.1 The accounts should be available for reasonable inspection by Members and should be audited before every AGM.
- 6.1.2 The Club must maintain a bank current account and the following Officers should be authorised to sign Club cheques: two from the Chairman; Treasurer and Secretary.
- 6.1.3 Annual accounts should be checked and countersigned by one other member of the Council acting as an internal auditor (chosen on a rota basis).

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7. GENERAL MEETINGS

7.1 Annual General Meeting

- 7.1.1 The Annual General Meeting (AGM) of the Club should be held not later than the end of February each year.
- 7.1.2 Twenty-one clear days written notice should be given to Members of the AGM by circulating a copy of the notice to every member at their home address and posting the notice on the Club notice board.
- 7.1.3 Members must advise the Secretary in writing of any business to be moved at the AGM at least 14 days before a meeting.
- 7.1.4 The Secretary should circulate or give notice of the agenda for the meeting to Members not less than 7 days before the meeting.

7.2 Business of the Annual General Meeting

The business of the AGM is to:

- 7.2.1 Confirm the minutes of the previous AGM and any General Meetings held since the last AGM.
- 7.2.2 Receive the Chairman's address.
- 7.2.3 Receive the annual report of the Council from the Secretary.
- 7.2.4 Receive the audited accounts for the year from the Treasurer.
- 7.2.5 Receive the report on the previous Exhibition from the Exhibition Manager.
- 7.2.6 Elect an accounts auditor from the members present.
- 7.2.7 Review Club subscription rates and agree them for the forthcoming year.
- 7.2.8 Seek approval for the Club to hold an Exhibition during the following November or at such other time(s) as may be determined.
- 7.2.9 Elect the Executive Officers of the Club (i.e. Chairman; Secretary; Treasurer, each once every three years) and the ordinary Club Council members (each annually).
- 7.2.10 Elect or appoint an Exhibition Manager to organise the Exhibition in accordance with the Rules.
- 7.2.11 Elect or appoint other Officers as required.
- 7.2.12 Transact such other business received in writing by the Secretary from Members 14 days prior to the meeting and included on the agenda. This business includes any amendments to the constitution (see section 11).

7.3 Extra-ordinary General Meetings

- 7.3.1 An Extra-ordinary General Meeting (EGM) may be convened by the Council on receipt by the Secretary of a request in writing from not less than 50% of the Full and Honorary Members of the Club. At least 21 days notice of an EGM will be given.

7.4 Procedure at General Meetings

- 7.4.1 At General Meetings, the chair will be taken by the Chairman or, in his absence, by a deputy appointed by the Council or by Full Members attending the meeting.
- 7.4.2 Decisions made at a General Meeting are by a simple majority of votes from those Full and Honorary Members attending the meeting. In the event of equal votes, the Chairman will be entitled to an additional casting vote.
- 7.4.3 A quorum for a General Meeting is at least 50% of the Full Members and Honorary Members including 2 Council Members of the Club, one of whom must be the Chairman, Secretary or Treasurer.

8. PROPERTY

8.1 Heritable Property

The Club rooms and any heritable property belonging to the Club are vested in the Chairman, Secretary and Treasurer for the time being and their successors in office as trustees acting for and on behalf of the Club.

8.2 Acquisition of Property

The Club may acquire property by purchase, feu or lease and may sell feu or lease any part of such property.

8.3 Individuals' Property

Property belonging to an individual member or friend of the Club, on loan to the Club or its membership for use at open nights and/or exhibitions, is the responsibility of the owner when present or the Club member in charge of the operation of the layout concerned in the owner's absence. In the event of damage during the owner's absence any property loaned under these circumstances would be repaired or replaced at the Club's expense where possible. No liability would be vested in the Club's representative as an individual.

8.4 Assets

None of the Club's assets may be distributed or otherwise applied (on being wound up or at any other time) except to further its charitable purposes.

9. VISITORS

9.1 General

Visitors are required to sign the visitors' book and must obey the Rules.

9.2 Donations

All visitors except Members of other Model Railway Clubs are expected to make a voluntary donation for each visit at a rate determined at the previous AGM.

9.3 Juniors

Persons under the age of sixteen must be accompanied by and remain under the control of their parent or guardian at all times.

9.4 Liability

No legal liability will be accepted for any visitors.

10. EXPULSION

10.1 Expulsion

Subject to the agreement of the Council in full, the Club may expel from membership:

10.1.2 Any Member who brings the Club into disrepute or who has acted in a manner prejudicial or detrimental to the running of the Club or its affairs

10.1.2 Any prospective member whom it considers unsuitable or whose application has been deemed unacceptable by the Council for entry to Associate Membership of the Club.

10.1.3 Any Member who does not abide by the Rules

10.2 Forfeit of subscriptions

Any Member or prospective member expelled from the Club will forfeit any subscriptions or donations already paid.

11. ALTERATIONS TO THE CONSTITUTION

11.1 Proposed alterations

11.1.1 Proposed alterations to the Club Constitution may be considered at any General Meeting of the Club, convened with the required written notice of the proposal.

11.1.2 Alterations or amendments to the constitution must be proposed by a Full or Honorary Member of the Club and seconded by another Full or Honorary Member.

11.2 Acceptance of alterations

Such alterations will only be passed if supported by not less than two-thirds of those Full and Honorary Members present and eligible to vote at the meeting, providing that a quorum has been achieved.

12. DISSOLUTION

12.1 Resolution

If at any General Meeting of the Club, a resolution be passed calling for the dissolution of the Club, the Secretary will convene an EGM of the Club to be held not less than one month thereafter to discuss and vote on the resolution.

12.2 Dissolution

12.2.1 If at that EGM the resolution is carried by at least two-thirds of the Full and Honorary Members present, the Council will thereupon, or at such date as will have been specified in the resolution, proceed to realise the assets of the Club and discharge all debts and liabilities of the Club.

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CLUB

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12.2.2 If on the winding up of the Club any property remains after satisfaction of all the Club's debts and liabilities, such property shall not be paid or distributed among the members of the Club. That property shall instead be transferred to some other charity or charities (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of the Club.

Certified as a true copy.

Signed: Mike Jones

Name: MIKE JONES

Office: CHAIRMAN

Address:

GREENOCK

Postcode

Date: 27/02/2010

Certified as a true copy

Signed: John Miller

Name: JOHN MILLER

Office: PROJECT MANAGER

Address:

GREENOCK

Postcode

Date: 27-2-2010