

**THE COMPANIES ACT 1989 - COMPANY LIMITED BY  
GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM AND ARTICLES OF ASSOCIATION OF  
THE INTERNATIONAL PLASTIC MODELLERS' SOCIETY  
(UK) LTD**

**Registered address: c/o Gary Sargeant + Company, 5  
White Oak Square, London Road, Swanley, Kent, BR8 7AG  
Registered in England and Wales No. 322907.**

**THE COMPANIES ACT 1989 - COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL. MEMORANDUM OF ASSOCIATION OF THE INTERNATIONAL PLASTIC MODELLERS' SOCIETY (UK) LTD**

1. The Company's name is The International Plastic Modellers' Society (UK) Limited ("The Society").

2. The Society's registered office address is to be situated in England and Wales.

3. The Society's objects are:-

a) To help Members derive greater pleasure from and broaden their interest in the hobby of modelling in plastics and to assist those who do such modelling in their activities.

b) To publish a magazine, written "by Modellers for Modellers", including articles related to the hobby of modelling in plastics and giving information about the Society's business.

c) To provide a technical advisory service for members and to endeavour to answer questions connected with plastic modelling.

d) To assist with the establishment of Branches of the Society so that Members can hold local meetings, and also Special Interest Groups so that Members may share information across the Society on specific areas of interest.

e) To arrange for the organisation of model competitions, lectures, slide, film and video shows, discussions and the like so that Members may gain additional knowledge of their hobby.

f) To undertake any other activity which may seem to the Society capable of being conveniently carried on to further the objects specified in (a) to (e) hereof.

g) To apply the Society's profits and/or other income in promoting its objects, to not pay dividends to Members and to ensure that all assets that would otherwise be available to Members of the Society generally, be transferred on a winding up of the Society either to another body with objects similar to that of the Society or to any other body the objects of which are the promotion of charity and incidental or conducive thereto.

4. The liability of the Members is limited.

5. Every Member of the Society undertakes to contribute such amount as may be required (not exceeding £1.00 (one pound)) to the Society's assets if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the Society's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.

**WE**, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Names and addresses of Subscribers are attached in the Schedule hereto.

**THE COMPANIES ACT 1989 - COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL. ARTICLES OF ASSOCIATION OF THE INTERNATIONAL PLASTIC MODELLERS' SOCIETY (UK) LTD**

**1. PRELIMINARY**

1.1. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive, 110, 114, 116, and 117 of Table A, shall not apply to the Society but the Articles hereinafter contained and, subject to the implications hereinafter expressed, the remaining Regulations of Table A shall constitute the Articles of Association of the Society.

**2. INTERPRETATION**

2.1. In Regulation 1 of Table A, the definition of "the Holder" shall be omitted.

2.2. In these Articles, the following words and/or expressions shall have the meanings set respective beside them as follows: -

**"Affiliate Club"** means a club or association affiliated to the Society as envisaged by Article 5.

**"Affiliate (Club) Member/Membership"** means membership of the Society as envisaged or described by Article 5.

**"AGM"** means any annual general meeting of the Society as described by Article 7.

**"Annual Subscription"** means the annual subscription payable by each member in accordance with Article 4.

**"Associate Member"** means any trade or associate member of the Society as envisaged by Article 6.

**"Associate (Trade) Membership"** means membership of the Society as envisaged or described by Article 6.

**"Accounts"** means the accounts of the Society subjected to independent review by professional accountants in respect to any financial year.

**"Branch"** means any branch of the Society.

**"Branch Secretary"** means the secretary of any branch.

**"Competition Secretary"** means the officer for the time being of the Society who has responsibility for organising the annual competition.

**"EGM"** means any extraordinary general meeting of the Society as described by Article 9.

**"Executive Committee"** means the Executive Committee of the Society as elected from time to time pursuant to Article 8.

**“Exhibition Organiser”** means the officer for the time being of the Society who is responsible for organising the annual show.

**“Honorary Secretary”** means the honorary secretary for the time being of the Society, as elected by the Members pursuant to Article 8.

**“Honorary Treasurer”** means the honorary treasurer for the time being of the Society, as elected by the Members pursuant to Article 8.

**“Junior Liaison Officer”** means the officer for the time being of the Society who has responsibility for communications between the Committee and the Junior section of the Society. This officer will also be responsible for forwarding technical information from the Junior section to the Technical Advisory Service (TAS).

**“Magazine”** means the magazine presently known as the “IPMS Magazine”, and being the official journal of the Society, shall be utilised for the provision to members of statutory information as well as for modelling articles and correspondence.

**“Member”** means any member of the Society.

**“Membership Administrator”** means the officer for the time being of the Society who is responsible for keeping the membership database up to date and seeking subscription renewals. This officer is also responsible for passing all financial details concerning renewals and any other credit card receipts to the Treasurer on a regular fortnightly basis. This officer is also responsible for the distribution of the magazine.

**“Motion”** means any motion proposed at any AGM or EGM.

**“National Championship Competition”** means any national championship competition organised at any time by the Society.

**“Notice of Motion”** means written notice of any Motion.

**“Overseas Liaison Officer”** means the officer for the time being of the Society who has responsibility for communications between the Committee and overseas members and affiliated societies. This officer will also be responsible for forwarding technical information from overseas members and societies to the Technical Advisory Service (TAS).

**“Policy”** means the determination of any course of action following the passing of duly promulgated motions at the AGM or an EGM. It also encompasses any permanent change reducing the benefits of membership but not the cost of membership of the Society, nor any other changes that fall within Articles 13.1 to 13.4.

**“President”** means the President for the time being of the Society, as elected by the Members pursuant to Article 8.

**“President’s Report”** means the report of the President for the time being of the Society.

**“Publicity Officer”** means the officer for the time being of the Society who has responsibility for advertising the existence and activities of the Society in general (not just the annual show) and passing information concerning those and related activities to the Magazine Editor and Web Master for publication.

**“Senior Membership”** means any Member aged 18 (eighteen) years or over.

**“Society”** means The International Plastic Modellers’ Society (UK) Limited.

**“Special Interest Group”** means any Special Interest Group (or “SIG”) for the time being of the Society.

**“Technical Advisory Service”** means the technical advisory service (or “TAS”) provided by the Society, for the benefit of the Members.

**“Technical Advisory Service Officer”** means the officer for the time being of the Society who is responsible for maintaining the technical information database and library.

**“UK Liaison Officer”** means the officer for the time being of the Society who has responsibility for communications between the Committee and Branch and SIG secretaries. This officer will also be responsible for forwarding technical information from branches and SIGs to the Technical Advisory Service (TAS).

**“Vice President”** means the vice President for the time being of the Society, as elected by the Members of the Executive Committee pursuant to Article 8.

**“Webmaster”** means the officer for the time being of the Society, or co-opted person, who is responsible for maintaining the Society’s web site and keeping it up to date.

### **3. MEMBERSHIP**

3.1. It is a condition of membership that any person who makes application to the Society for membership must agree to the rules of the Society as set out herein and must pay the appropriate subscription as agreed by the Society on an annual basis. Membership of the Society is subject at all times to the approval of the Executive Committee.

3.2. The Membership Administrator will supply a copy of the Society’s Memorandum and Articles to all new members on joining the Society. Any existing member who requests a further copy must enclose with that request three first class postage stamps. Applications without the requisite payment will be invalid, and will be ignored.

3.3. If as a result of motions carried at the AGM, there are amendments to this Memorandum and Articles the provisions of the revised Articles shall be notified to all members by being published in the Magazine.

3.4. The classes of membership of the Society are presently classified as: Senior, Junior, Family, Overseas, Affiliate (Club), Associate (Trade), and Life. The various classifications of membership may be varied from time to time at the sole discretion of the Executive Committee.

3.5. The Society shall be able to grant life membership to any individuals who, in the opinion of the Executive Committee or any assembly of the members at an AGM or EGM, without due notice of a motion but at the initiative of the members present, have served the Society in an exceptional way and such persons will not then be required ever to pay the annual subscription.

#### **4. MEMBERSHIP AND SUBSCRIPTIONS**

4.1. Membership of the Society will be by means of an Annual Subscription which will be fixed from time to time by the Executive Committee. On joining the Society the first period of membership shall be determined by reference to the following table.

<b>Joining in Period</b>	<b>Membership Runs to</b>
1 January to 28 February	31 January in the following year
1 March to 30 April	31 March in the following year
1 May to 30 June	31 May in the following year
1 July to 31 August	31 July in the following year
1 Sept to 31 October	30 September in the following year
1 November to day before Scale Modelworld Date of Scale Modelworld to 31 December	30 September in the following year  30 November in the following year

Subsequent periods of membership will run for 12 months from the date fixed by the table unless Article 4.2 applies. Membership will carry an entitlement to receive free copies of the Magazine published and any other benefits of membership during each period of membership.

4.2. Any member who has not renewed his subscription within two months of the expiry date of his previous membership period shall be deemed to have allowed his/her membership to lapse until the full subscription is paid. On payment of the outstanding subscription the Executive Committee shall decide the period, not exceeding twelve months, of the renewal period.

4.3. The Annual Subscription for Affiliate (Club) membership shall be one and a half times the cost of the Senior Membership Subscription from time to time and the Annual Subscription for Associate (Trade) Membership shall be five times the Senior membership Subscription amount from time to time.

4.4. It shall be a condition that the Executive Committee may grant or withdraw any grade of membership as they see fit, without any requirement to provide any written (or other) explanation as to their reasoning PROVIDED ALWAYS that the Executive Committee shall act reasonably.

4.5. Notwithstanding the provisions of articles 4.1 to 4.4 the Executive Committee is empowered to offer membership for periods shorter or longer than twelve months if in the opinion of the Executive Committee this would ease the administrative burden of the Membership Administrator or would in any other way improve or ease the administration of the Society. The Executive Committee shall decide what subscription charge shall be levied for such periods.

## **5. AFFILIATE MEMBERSHIP (CLUB)**

5.1. The Society through its Executive Committee shall be able to grant Affiliate Membership on payment of the appropriate Annual Subscription to individual modelling clubs organised locally or worldwide where the activities of that club complement those of the Society (in the opinion of the Executive Committee) and are mutually supportive.

5.2. The benefits of Affiliate Membership shall be:- The provision of one copy of the magazine per issue and the ability to announce events therein; the ability to indicate that they are "Affiliated to IPMS (UK)"; the ability to share any surplus space allocated by the Exhibition Organiser at the IPMS (UK) National Championship Event once Society and trade allocations have been satisfied. Affiliate Membership by a club will also entitle that club to one entry pass to the annual show on the same terms as full IPMS members.

5.3. For the avoidance of doubt, Affiliate Membership will not give any entitlement to individual membership rights (such as, but not limited to, the right to have a vote at any AGM or EGM of the Society or use of the Society's Technical Advisory Service) nor will it cover the Affiliate Club under the public liability insurance arrangements of the Society.

## **6. ASSOCIATE MEMBER (TRADE)**

6.1. Associate Membership may be granted to any publisher, manufacturer or dealer involved with the hobby of plastic modelling on application to the Society and payment of the Annual Subscription.

6.2. Associate Membership shall entitle the subscriber to request assistance from the Society on any matter on which the Society may be competent to assist. Should such assistance cause any expense to the Society, this shall be reimbursed immediately by that Associate Member at cost.

6.3. Associate Membership will entitle the Associate Member concerned to use quotations from the reviews published in the Society magazine for their advertising purposes on a "single reproduction right" basis providing always that the Associate Member obtains approval of the wording to be used from the Magazine Editor.

6.4. Associate Membership does not give individual membership rights and is limited only to those rights set out in this Article 6. Associate Membership shall include the right to receive one copy of the Magazine per issue.

6.5. Any employee of a firm holding Associate Membership may apply to the Society for individual membership, which if accepted, will require that individual to pay the Annual Subscription.

## **7. ANNUAL GENERAL MEETING**

7.1. The policy of the Society shall be that agreed by the Members at the AGM (or EGM), and shall be given effect by the Executive Committee.

7.2. At the AGM, which shall be held as soon as practical after the end of the relevant financial year, the President's report and the independently reviewed Accounts shall be presented together with such other business as the Executive Committee consider necessary.

7.3. The Honorary Secretary, or an appointed Member, shall take minutes at an AGM.

7.4. Admission to the AGM will be by production of a fully paid up membership card. Associate and Affiliate Members are not entitled to vote at an AGM.

7.5. Notice of any Motion for an AGM, duly proposed and seconded, is to be given to the Honorary Secretary in writing not later than the last day of the Society's financial year (by postmark) before the next following AGM. All such Motions submitted should come before the AGM, although the Executive Committee is authorised to "double up" any duplicated Motions submitted, provided that this is noted.

7.6. Where a Motion is proposed, or an amendment is proposed to an existing Motion at the AGM which, in the view of the Chairman of the AGM, is of such a nature that it should have been put forward by formal notice as a Motion, he will have the power to instruct that the Motion or amendment be deferred until the next AGM.

7.7. A Motion shall consist of only that text which is necessary to give an instruction to the Society; any notes of explanation should be brief and may be condensed by the Executive Committee to save printing costs.

7.8. Executive Committee Members will submit a written report of their activities to the AGM and may be required to answer questions thereon.

7.9. The AGM shall be held in a venue chosen by the Executive Committee, to be announced as soon as practicable prior to the AGM, but in any event not later than thirty five days prior to the proposed date. The date shall be notified to all members.

7.10. The AGM venue shall be as central as possible within Great Britain – e.g. Birmingham/Midlands.

7.11. Motions for the AGM shall be submitted to the Honorary Secretary by the end of the Society's financial year and shall then be published no later than in the first Magazine in the following financial year.

7.12. Any motion proposing an amendment to the Memorandum and Articles of the Society shall set out the whole of the revised wording of the object or article in question.

## **8. EXECUTIVE COMMITTEE**

8.1. The AGM shall elect the President, the Honorary Secretary and the Honorary Treasurer. In addition the AGM shall elect other Members to serve as officers of the Society. These officers will deal with all aspects of the Society's business arising in the spheres of Membership Administration; Society Communications; and Show Organisation and their principal role shall be agreed by the AGM. All elected officers shall constitute the Executive Committee having voting rights on that Committee. No officer of the Executive Committee shall hold office for more than two years, after which they will have to stand for re-election. No member of the Executive Committee may hold more than one post on the Committee unless insufficient members have been elected to the Committee to fill the required roles. If this situation arises the Executive Committee shall decide which roles may be combined or decide to exercise its power under Article 8.5 to appoint a member to fulfil any one of the required roles. Any member so appointed will not be a voting member of the Executive Committee. If a member of the Executive Committee does take on an additional or alternative post in these circumstances, then that additional or alternative post must be put before the membership at the next AGM as being vacant. No one may simultaneously be a member of the Executive Committee and be a trader associated with the hobby of plastic modelling.

8.2. A Member wishing to offer him / herself for election to the Executive Committee shall have a minimum of three years current consecutive membership of the Society and must send his / her name, duly proposed and seconded by two current Society Members, to the Honorary Secretary by the last day of the Society's financial year before the next following AGM, stating which office he / she wishes to hold. No Member may offer him / herself for more than one post at any AGM.

8.3. The Honorary Secretary shall read out all the names received, and the office the Members concerned wish to hold, to the AGM and such Member shall be deemed proposed for election.

8.4. Each office shall then be voted on by the meeting, and the Member who receives the highest net votes (i.e. those in favour minus those against) for each particular office shall be elected. Executive Committee members may vote in such an election. In the event of an equal vote, the President shall have a second and casting vote.

8.5. Appointed Executive Committee posts: - The Executive Committee may appoint members to non-Executive positions to assist in the smooth and efficient running of the Society. In addition, a Vice President shall be elected from among their number by the Executive Committee. The establishment, filling and tenure of these posts shall be at the discretion of the Executive Committee and be subject to a majority vote.

8.6. The Executive Committee shall meet at least four times a year and 50% of the elected Members shall constitute a quorum at its meetings.

8.7. The President will normally take the chair at the AGM, EGM and Executive Committee meetings. If the President is not present, then the Vice President shall take the chair. If both the President and Vice President are not present, the Executive Committee shall elect a chairman for the purposes and duration of the relevant meeting.

8.8. The Honorary Secretary shall take minutes of all meeting and distribute them to each Executive Committee member as far in advance of the following meeting as possible. If the Honorary secretary is not present at any meeting, those members of the Executive Committee present shall select one of those present to take and subsequently distribute the minutes.

8.9. Each Member of the Executive Committee present at its meetings shall have one vote. If the voting is equal, the chairman of the meeting shall have a second and casting vote.

8.10. Should any Member of the Executive Committee wish to resign his/her office, notice of resignation must be given in writing to the Honorary Secretary at least twenty eight days before the next Executive Committee meeting.

8.11. Should the Executive Committee require any of its Members to resign, a majority vote of three quarters of all of the members of the Executive Committee in favour of such action is required. If such a vote is given, the Committee Member shall resign immediately.

8.12. The Executive Committee shall have powers to fill by nomination, vacancies occurring on the Executive Committee during the year, and shall exercise these powers immediately such a vacancy occurs. Members so nominated shall resign at the AGM, but may offer themselves for re-election if they so wish. In the event of the resignation of the President prior to an AGM, the Vice President shall cover his duties until a replacement is appointed.

8.13. The Executive Committee may invite persons other than its Members to be present at its meetings. It may also co-opt Members to the Executive Committee. Such Members are not entitled to vote at any Committee Meeting at which they are present.

8.14. The Executive Committee or any Member thereof, shall have the power at their sole discretion, to administer and operate the business of the Society on a day to day basis, subject always to any restriction set out in these Articles.

## **9. EXTRAORDINARY GENERAL MEETING**

9.1. An Extraordinary General Meeting of the Society shall be convened either:-

9.1.1. on the receipt by the Honorary Secretary of a request in writing signed by not less than fifty current Members, and shall be held within twenty eight days of the receipt of such a requisition, which shall state the purpose for which such a meeting is to be convened, and the terms of any Motion it is intended to bring before the meeting; or

9.1.2. by the Executive Committee at any time they deem advisable.

9.2 Admission to an Extraordinary General Meeting and voting rights therein shall be on the same basis as that for an AGM.

## **10. APPOINTMENT OF ACCOUNTANTS**

10.1. The AGM shall appoint professional accountants who shall not be Members of the Society to carry out an annual independent examination or similar exercise to confirm the accuracy of the annual accounts. They shall hold office until the next AGM, when they may be re-appointed if the Members present so approve.

## **11. FINANCE**

11.1. The financial year of the Society shall end on 31st December each year unless the Members at an AGM approve a change of accounting date in response to a duly proposed motion recommending a change. The Honorary Treasurer shall send the appropriate accounts to the appointed accountants as soon as possible after the end of the financial year. The Honorary Treasurer is responsible for arranging the independent review of the accounts and presentation of the accounts and balance sheets to the AGM following the end of the financial year. The accounts made available to members shall provide detailed figures in respect of any annual show and not just a statement of the profit or loss, and a further detailed analysis of Committee Members' expenses shall also be provided.

11.2. All monies belonging to the Society shall be paid by the Honorary Treasurer, the Membership Administrator, or the Exhibition Organiser into a bank account in the name of the Society. Any other officer receiving Society funds shall pass them to the Treasurer for banking. All Society accounts shall be independently reviewed annually and published to the membership as a whole. Members requesting an additional copy shall be entitled to receive such copy on payment of a charge to cover post and copy charges.

11.3. Cheques shall be signed by the Honorary Treasurer and the President and any variation in this procedure, shall require the approval of the Executive Committee. Only three officers may have the power to sign cheques at any time, and the Society's bank shall be instructed that any cheque not having two signatures is not to be accepted.

11.4. The Honorary Treasurer shall provide written reports on the financial position of the Society at each meeting of the Executive Committee.

11.5. The Society shall have the power to participate in a direct debiting scheme as the originator for the purpose of collecting Annual Subscriptions and/or any other amounts due to the Society. In furtherance of this objective, the Society may enter into any indemnity required by its bank upon whom the debits are to be originated. Such an indemnity may be executed on behalf of the Society by its Honorary Treasurer, Membership Administrator or President or by such other officers as the Executive Committee might agree from time to time.

## **12. BRANCHES AND SPECIAL INTEREST GROUPS**

12.1. The Executive Committee may, in furtherance of the objects of the Society, approve the formation of Branches and Special Interest Groups as and when they consider a need exists. The initial appointment of a Branch Secretary shall be approved by the Executive Committee.

12.2. The administration and financial procedures of each Branch / SIG shall follow guidelines issued by the Committee, but each such Branch/ SIG shall be financially independent. For the avoidance of doubt, the Branch / SIG officers shall be responsible for their own finances and are not permitted to commit the Society to any expenditure without prior written permission from the Executive Committee.

12.3. Branches and Special Interest Groups will be required to abide by the Branch and Special Interest Group Constitution and Rules available from the UK Liaison Officer and the Technical Advisory Service Officer. Branches or Special Interest Groups that wish to vary these shall require the consent of the Executive Committee.

12.4. Branch Secretaries shall render a report on the year's activities in their Branches to the UK Liaison Officer at least twenty eight days before the relevant AGM.

12.5. Special Interest Groups leaders shall render a report on the year's activities in their SIG to the Technical Advisory Service Officer at least twenty eight days before the relevant AGM.

## **13. COMPETITIONS AND DISPLAYS**

13.1. The Society shall hold a National Championship Competition each year at a date and venue decided by the Executive Committee. Rules for participation in this competition will be issued after approval by the Executive Committee. Changes in the National Competition Rules must be notified to the membership at least six months prior to the event through the Magazine.

13.2. The Society may arrange, or participate in, other competitions or displays as the Executive Committee deem desirable.

13.3. Branches and Special Interest Groups may arrange, or participate in, competitions or displays as they so desire.

13.4. The Society title may not be used for any commercial purpose or by bodies other than Branches and Special Interest Groups except where this is expressly agreed by these articles.

## **14. GIFTS TO THE SOCIETY**

14.1 All gifts, awards and presentations to the Society as a whole shall be held by the President "ex officio" during his / her term of office. When a new President is elected all such items shall be transferred to him without delay. The Honorary Secretary shall keep a record of all such gifts to the Society.