

THE COMPANIES ACTS OF 1929, 1985, 1989 & 2006

PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE SOCIETY OF MODEL AERONAUTICAL ENGINEERS LIMITED

(Adopted by Special Resolutions passed on the:

23rd day of November 1991;

26th day of November 1994;

25th day of November 1995;

30th day of November 1996;

22nd day of November 1997

12th day of November 2011

30th day of November 2013

and on the 18th day of November 2017

Incorporated the 30th day of June, 1948

COMPANY NUMBER 457067

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PART ONE

1 INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY

1.1. Defined Terms

In these Articles, unless the context requires otherwise:

"the 2006 Act"	means the Companies Act 2006 as modified by statute or re-enacted from time to time;
"Articles"	means these Articles of Association, as may be amended from time to time;
the Society	the above-named Company;
the Council	the Council of Management of the Society. This Council of Management is the "Board of Directors" of the Society established from time to time in accordance with Article 2.6 the members of which are the Directors of the Company for the purposes of the Companies Acts;
the Seal	the common seal of the Society;
month	calendar month;
"Associate member"	means a Club, organisation or individual which is not a Voting Member admitted from time to time to membership of the Society in accordance with Article 3.1 and any applicable Rules;
"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
"the Board"	means the Board of Directors of the Society which is the Council of Management;
"clear days"	means a period of days exclusive of the day on which the notice is served and of the day for which it is given;
"Chair"	means the Chair of the Board as appointed by the Board in accordance with Article 2.14;
"Chair of the meeting"	has the meaning given in Article 4.2.3. (in respect of a Board meeting) or Article 5.5 (in respect of a general meeting);
"Club"	means those Clubs admitted from time to time to membership of the Society in accordance with Article 3.1 and any applicable Rules and who are entitled to receive notice of, attend and vote at general meetings;
"Chief Executive"	means the person appointed as Chief executive in accordance with Article 2.12;
"Companies Acts"	means the Companies Acts (as defined in section 2 of the 2006 Act), in so far as they apply to the Society;
"Company"	means the above-named company; including all operations and activities as implemented by its day to day name of the "British Model Flying Association";
"Co-opted Director"	means a Director appointed in accordance with Articles 19.3.4 & 19.4;
"Honorary Secretary"	means the person elected from time to time under Article 2.14 as the Honorary Secretary and who shall normally also be the Company Secretary of the Society for the purposes of the Act;

"Honorary Treasurer"	means the person elected from time to time as the Honorary Treasurer under Article 2.14;
"Director"	means a Director of the Society, and includes any person occupying the position of Director, by whatever name called;
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;
"Elected Director"	means a Director elected in accordance with Article 2.14;
"electronic form"	has the meaning given in Section 1168 of the 2006 Act;
"general meeting"	means an annual general meeting or any other general meeting of the Society;
"hard copy form"	has the meaning given in Section 1168 of the 2006 Act;
"Members"	means the Voting Members and Non-Voting Members together;
"Non-Voting Members"	means all members of the Society other than the Voting Members and who shall not be members for the purposes of the Companies Acts;
"the Office"	means the registered office of the Society;
"ordinary resolution"	has the meaning given in Section 282 of the 2006 Act;
"participate"	in relation to a Directors' meeting, has the meaning given in Article 4.2.2;
"President"	means the person appointed from time to time as president;
"proxy notice"	has the meaning given in Article 5.11;
"Regulations"	means the regulations and policies of the Society made by the Board in accordance with Article 2.5 and amended from time to time;
"Rules"	means the rules, policies, regulations, terms of reference and standing orders of the Society made by the Board or by the Society in general meeting, as amended from time to time;
"special resolution"	has the meaning given in Section 283 of the 2006 Act
"subsidiary"	has the meaning given in Section 1159 of the 2006 Act;
"the Sport"	means the flying of model aircraft and all directly associated activity;
"Territory"	means the United Kingdom including the Isle of Man and Channel Islands;
"Voting Members"	the members of the Society who, under these Articles are entitled to receive notice of, attend and vote at general meetings and who are members of the Society for the purposes of the Companies Acts;
"writing"	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2. Name and Registered Office

1.2.1. The name of the Company is "THE SOCIETY OF MODEL AERONAUTICAL ENGINEERS LIMITED".

1.2.2. The registered office of the Company will be situate in England.

1.2.3. The Society's colours shall be blue and silver and its motto "United we Achieve".

1.3. Objects

1.3.1. The objects for which the Society is established are:

- 1.3.1.1. To act as the governing body for the Sport in the Territory;
- 1.3.1.2. To operate on a day to day basis as the "British Model Flying Association"
- 1.3.1.3. To act as the representative member for the Territory in international affairs and to affiliate to and carry out functions delegated to it by the Royal Aero Club (RAeC), the Federation Aeronautique Internationale (FAI), the FAI Aeromodelling Commission (CIAM) and other relevant bodies;
- 1.3.1.4. The promotion, protection, organisation and encouragement of model aircraft building, flying and development, in all its aspects in the Territory, through the medium of clubs and individual members; assistance and guidance to model aircraft clubs or individuals; collaboration between members of the Society; and co-operation on behalf of members of the Society with the Ministry of Civil Aviation, or other Government Departments, and any other bodies and organisations in the United Kingdom and overseas.
- 1.3.1.5. To develop and implement a strategy for the development of the Sport in the Territory including strategies for:
 - 1.3.1.5.1. performance at international and national level;
 - 1.3.1.5.2. national competition;
 - 1.3.1.5.3. increasing participation;
- 1.3.1.6. To make and vary all such Rules for persons participating in the Sport in the Territory (including rules against doping in the Sport) from time to time;
- 1.3.1.7. To develop a commercial, marketing and public relations programme for the Sport in the Territory;
- 1.3.1.8. To develop a competition programme and co-ordinate competition fixtures across the Territory;
- 1.3.1.9. To select the representative teams to represent the Territory in international events;
- 1.3.1.10. To consult and co-operate with other organisations operating in the Sport within the Territory in all matters relating to the administration, promotion and playing of the Sport;
- 1.3.1.11. To develop and nurture relationships between the Society and the sports councils within the Territory and relevant government departments;
- 1.3.1.12. To take such action from time to time as the Board may consider desirable for the benefit of the Sport and the members of the Society;
- 1.3.1.13. To undertake and execute charitable trusts for the benefit of the Sport;
- 1.3.1.14. To produce, collect and distribute information in connection with model aircraft or the model aircraft movement on such terms as the Council shall think fit.

- 1.3.1.15. To encourage and support research in model aircraft design, theory and construction.
- 1.3.1.16. To control and record model aircraft performance within the areas under the jurisdiction of the Royal Aero Club.
- 1.3.1.17. To act as promoters of National and International Model Aircraft meetings, contests and exhibitions; as publishers, stationers and book sellers, general traders, dealers, agents and manufacturers, both wholesale and retail, of any articles of any description which may assist the development of model aviation.
- 1.3.1.18. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which may be necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society.
- 1.3.1.19. To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient with a view to the promotion of its objects.
- 1.3.1.20. To borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit.
- 1.3.1.21. To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- 1.3.1.22. To establish and support, financially or otherwise, or aid in the establishment and support of any educational scheme or establishment with benefit to the model aircraft movement.
- 1.3.1.23. To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or calculated to further its objects.
- 1.3.1.24. To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- 1.3.1.25. Provided that the Society shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Society would make it a Trade Union.

1.4. Powers

- 1.4.1. The Society shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects ("the Powers").
- 1.4.2. The income and property of the Society shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Society.
- 1.4.3. Nothing in Article 1.4.2 shall prevent the payment in good faith by the Society:
 - 1.4.3.1. to any Director, committee or sub-committee member or individual member of reasonable and proper out-of-pocket expenses in accordance with Article 2.10;

- 1.4.3.2. of interest on money lent by a member of the Society or its Directors at a commercial rate of interest;
 - 1.4.3.3. of reasonable and proper rent for premises demised or let by any member of the Society or by any Director;
- of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Directors (or any of them) in relation to the Society;

1.5. Liability of Members

- 1.5.1. The liability of each member is limited to £1 being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for any of the items set out in Article 1.5.2.
- 1.5.2. The items for which the members undertake to contribute are:
 - 1.5.2.1. payment of the Society's debts and liabilities contracted before he ceases to be a member;
 - 1.5.2.2. payment of the costs, charges and expenses of winding up;
 - 1.5.2.3. adjustment of the rights of the contributories among themselves.

PART TWO

2 DIRECTORS AND OTHER OFFICE HOLDERS, DIRECTORS' POWERS AND RESPONSIBILITIES

2.1. Directors' General Authority

- 2.1.1. Subject to these Articles, any Rules and Regulations made pursuant to them and the Companies Acts, the Board is responsible for the management of the Company's business, for which purpose it may exercise all the powers of the Society.
- 2.1.2. No resolution passed by the Society in general meeting shall invalidate any prior act of the Council of Management acting as the Board of Directors which would have been valid if such resolution had not been passed.
- 2.1.3. Directors may delegate. Subject to these Articles, the Council may delegate any of the powers which are conferred on it under these Articles:
 - 2.1.3.1. to such person or committee;
 - 2.1.3.2. by such means (including by power of attorney);
 - 2.1.3.3. in relation to such matters or territories;
 - 2.1.3.4. and on such terms and conditions as it thinks fit.
- 2.1.4. The details and outcome of all acts and proceedings delegated under Article 2.1.3 shall be reported to the Council in due course.
- 2.1.5. The Council may revoke any delegation in whole or part, or alter its terms and conditions.

2.2. Decision Making by Directors

- 2.2.1. Directors to take decisions collectively.
 - 2.2.1.1. Any decision of the Council must be either a majority decision or a decision taken in accordance with Article 2.2.2.

2.2.2. Unanimous decisions

2.2.2.1. A decision of the Council is taken in accordance with this Article when all eligible Directors indicate to each other by any means that they share a common view on a matter.

2.2.2.2. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement and that agreement is recorded in writing.

2.2.3. References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Council.

2.2.4. A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.

2.3. Conflicts of Interest

2.3.1. Subject to Article 2.3.2 if a proposed decision of the Council is concerned with an actual or proposed transaction or arrangement with the Society in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

2.3.2. The prohibition under Article 2.3.1 shall not apply when:

2.3.2.1. the Council authorises the Director counting towards the quorum and voting on the transaction or arrangement in accordance with Section 175 of the 2006 Act notwithstanding such interest;

2.3.2.2. the Director does not declare an interest pursuant to Section 177 or 182 of the 2006 Act;

2.3.2.3. or the Director's conflict of interests arises from a permitted cause.

2.3.3. For the purposes of Article 2.3.2.3 the following are "permitted causes":

2.3.3.1. a guarantee, security or indemnity given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Society or any of its subsidiaries (if any);

2.3.3.2. arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Society or any of its subsidiaries (if any) which do not provide special benefits for Directors or former Directors.

2.3.4. For the purposes of this Article references to proposed decisions and decision-making processes include any meeting of the Council or part of a meeting of the Council.

2.3.5. Subject to Article 2.3.7 if a question arises at a meeting of the Council or of a committee of the Council as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair of the meeting whose ruling in relation to any Director other than himself is to be final and conclusive.

2.3.6. Where proposals are under consideration concerning the appointment of two or more Directors to employment with the Society or any body corporate in which the Society is interested the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

- 2.3.7. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair of the meeting, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chair of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 2.3.8. A Director may vote, and count towards the quorum, in regard to any transaction or arrangement in which he has, or can have, a direct or indirect conflict of interest that conflicts, or possibly may conflict with the interests of the Society only where such matter has been authorised in accordance with Article 2.3.2.
- 2.3.9. The Society may, by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a Director from voting at a meeting of the Board, committee or sub-committee formed under Article 4.1.10.

2.4. Records of Decisions

- 2.4.1. The Council must ensure that the Society keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every appointment by the Council and of every unanimous or majority decision taken by the Council (and all committees and sub-committees) and by the Society at a general meeting.
- 2.4.2. Any such records, if purporting to be signed by the Chair of the meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

2.5. Directors' Discretion to make Further Rules

- 2.5.1. The Council may from time to time propose variations to, revocations of and new Rules relating to membership of the Society including (without limitation) Rules:
- 2.5.1.1. setting out different categories of membership of the Society;
 - 2.5.1.2. setting out rights, privileges and obligations of the different categories of member;
 - 2.5.1.3. setting the levels of subscriptions or entrance fees to be paid by the different categories of member;

2.6. Appointment of Directors and Other Office Holders

- 2.6.1. The number of Directors shall be not less than 15 and shall be subject to a maximum of 34;
- 2.6.2. The members of the Council of Management which constitutes the Board of Directors shall be:
- (i) the Chairman;
 - (ii) the Vice-Chairman;
 - (iii) the Secretary;
 - (iv) the Treasurer;
 - (v) the Competition Secretary;
 - (vi) the Technical Secretary;
 - (vii) the Records Officer;
 - (viii) the FAI Delegate.

- 2.6.3. The positions above will be filled by officers who shall be elected by postal ballot in accordance with the provisions of Article 2.14 and they are categorised as the Executive Directors of the Society.
- 2.6.4. One representative of each of the following organisations (should the organisation exercise its right to appoint a representative to the Council):
- (i) the Royal Aero Club of the United Kingdom;
 - (ii) Royal Navy Model Aircraft Association;
- 2.6.4.1. one representative of each of the Area Committees of the Society duly elected by each such Area Committee in accordance with the provisions of their respective constitutions; and
- 2.6.4.2. up to nine additional persons co-opted by the Council, if it thinks fit or desirable, to hold office until the next Annual General Meeting.
- 2.6.5. The Council 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.
- 2.6.6. Only full members of full affiliated members, and Fellows, shall be eligible for membership of the Council.
- 2.6.7. Unless otherwise determined in General Meeting, corporations, Clubs or other bodies which are Members of the Society shall not be entitled to more than one representative each on the Council, but this provision shall not bar the election or co-option to the Council of an individual member merely by reason of the fact that he is a member of a corporation, Club or other body which is already represented on the Council, nor shall it affect the election of the Chairman.
- 2.6.8. Any appointment or removal of a deputy for a member of the Council shall be by notice to the Secretary signed by the member of the Council making or revoking the appointment or in any other manner approved by the Council. Appropriate notice must be given for each meeting of the Council at which it is proposed a deputy will attend. A member of Council shall be responsible for the acts of his deputy and shall ensure that his deputy is aware of, and acts in accordance with, his wishes.
- 2.6.9. All acts carried out in good faith at any meeting of the Council or committee or sub-committee, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.
- 2.7. Elected Directors
- 2.7.1. Each Elected Director shall serve for a TWO year term from the annual general meeting at which he is elected to the annual general meeting in the SECOND year after his election but shall be eligible for re-election for up to FOUR further terms of two years.
- 2.7.2. Following that 10 year period he may serve further terms in the same position subject to (a) agreement by a 75% majority of Council (as present and voting at the relevant Council meeting) to accept the nomination of that Director to stand again for election and (b) subsequent election, in the normal way, by members..
- 2.7.3. Elections for the office of Elected Directors shall be conducted in accordance with Article 2.14.

2.8. Termination of Director's Appointment

- 2.8.1. Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a Director of the Company as soon as:
- 2.8.1.1. that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is otherwise prohibited from being a Director by law;
 - 2.8.1.2. a bankruptcy order is made against that person;
 - 2.8.1.3. a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 2.8.1.4. a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
 - 2.8.1.5. by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - 2.8.1.6. unless the Council resolves otherwise, that person shall without sufficient reason for more than three consecutive Council meetings have been absent without permission of the Council;
 - 2.8.1.7. that person is requested to resign by a 75% majority of **all** the other members of the Council acting together;
 - 2.8.1.8. if that person retires by rotation when his term of office expires and he is not re-elected;
 - 2.8.1.9. that person ceases to be a member of the Society or an affiliated Club
 - 2.8.1.10. notification is received by the Council (in writing) from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.
 - 2.8.1.11. If that person becomes a Director by virtue of his co-option by Council following his nomination as the Delegate to Council from a body entitled to a Council Delegate and that body then decides to withdraw that nomination.
 - 2.8.1.12. If that person becomes a Director by virtue of his co-option by Council following his nomination as the Delegate to Council from a body entitled to a Council Delegate and that body or office is either subsequently suspended or dissolved by a Council decision.
- 2.8.2. The Society may, in addition to the Act, by Ordinary Resolution, at a general meeting, remove any member of the Council before the expiration of the period of his office, and may, by an Ordinary Resolution, appoint another member in his stead.
- 2.8.3. An Executive Director who is removed from office as a Director for whatever reason shall be deemed to have resigned from his position and the vacancy shall be filled in accordance with these Articles.

2.9. Directors' Remuneration

- 2.9.1. For the avoidance of doubt, no payment shall be made by way of remuneration to either an Executive Director or to a non-executive director. .
- 2.9.2. No Director shall take any loan from the Society

2.10. Directors' Expenses

2.10.1. Without prejudice to Article 2.9 the Company may pay any reasonable expenses which the Directors (including non-executive Directors) properly incur in connection with their attendance at:

2.10.1.1. meetings of the Council or committees of the Council;

2.10.1.2. or general meetings,

2.10.2. or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

2.11. Elected Officers (Executive Directors)

2.11.1. At the annual general meeting in odd numbered years and at the annual general meeting odd numbered year thereafter, the Chairman, Treasurer, Technical Secretary and FAI Delegate shall retire but shall be eligible for re-election in accordance with these Articles. The election of these officers shall be in accordance with Article 2.14. A person so elected shall hold office for a two year term until the annual general meeting in the odd year after his election but shall be eligible for re-election in accordance with these Articles.

2.11.2. At the annual general meeting in even numbered years and at the annual general meeting even numbered year thereafter, the Vice Chairman, Secretary, Competition Secretary and Records Officers shall retire but shall be eligible for re-election in accordance with these Articles. The election of these officers shall be in accordance with Article 2.14. A person so elected shall hold office for a two year term until the annual general meeting in the even year after his election but shall be eligible for re-election in accordance with these Articles.

2.11.3. The Elected Officer shall be a Director by virtue of his office and shall have such rights and privileges as the Company in general meeting shall from time to time prescribe.

2.11.4. The position of that elected officer shall be vacated with immediate effect if the person appointed as the elected officer ceases to be a Director of the Company.

2.12. Chief Executive

2.12.1. Subject to the provisions of the Companies Acts, the Chief Executive shall be appointed by the Council for such term at such remuneration and upon such conditions as they may think fit and any Chief Executive appointed may be removed by them.

2.13. Company Secretary

2.13.1. Subject to the provisions of the Act, the Secretary shall be the Company Secretary of the Society unless the Council shall otherwise decide. Any Company Secretary not being the Secretary may be appointed by the Council for such term, at such remuneration (if any) and upon such conditions as it may think fit and any Company Secretary so appointed may be removed by it.

2.14. Elections

2.14.1. Any Voting Member may nominate another member for an Elected Officer position. Any nomination must be made on the form prescribed from time to time by the Board and signed by the nominee and the form must be completed and returned to the Chief Executive not later than such date as the Board shall prescribe each year.

2.14.2. If there shall be a single nominee for any of the posts, such nominee shall be elected unopposed.

2.14.3. If there shall be more than one nominee for any post the election of the candidate to

that post shall be by postal ballot.

- 2.14.4. The postal ballot shall be conducted and votes cast in such manner as the Council shall from time to time prescribe. The counting of votes shall be conducted by such person or persons as the Council shall from time to time decide, and such person or persons shall report the results of the elections to the Secretary.
- 2.14.4. The nominee who secures the largest single number of votes for a particular post shall be that elected officer. In the event of a tie, the elected officer for a particular post shall be determined by drawing lots.
- 2.14.5. The results of the elections shall be announced at the Annual General Meeting and shall be conclusive evidence of the number of votes cast. The elected officers shall hold office from the conclusion of the Annual General Meeting until the Annual General Meeting to be held in the next even numbered year or odd numbered year (as appropriate) and shall be eligible for re-election.
- 2.14.6. The Society shall, at the meeting at which any members of the Council retire in the manner aforesaid, fill up the vacancies on the Council so created unless at such meeting it shall be determined to reduce the number in the Council.

PART THREE

3 MEMBERS, BECOMING AND CEASING TO BE A MEMBER

3.1. Applications for Membership

3.1.1. Membership of the Society shall comprise:

- 3.1.1.1. Full affiliated members, consisting of the Royal Aero Club of the United Kingdom and such Model Aircraft Clubs as may from time to time be admitted to full affiliated membership in accordance with this Article.
- 3.1.1.2. Associate members (direct or through membership of full affiliated members), being individuals who are interested in the design, construction and/or flying of model aircraft and who are duly elected by the Council to Associate membership, but who are not entitled to participate in contests organised by the Society at the normal contest fees, or to attend or vote at or receive notices of meetings or copies of accounts of the Society.
- 3.1.1.3. Country, independent and Commonwealth members, being individuals who are duly accepted by the Council as direct members of the Society, and who, for any reason, are not members of a recognised model aircraft Club, but who are interested in the design, construction and/or flying of model aircraft, and who are entitled to participate in the Society's contests at normal contest fees, but not entitled to vote at or receive notices of general meetings or copies of accounts of the Society.
- 3.1.1.4. In order to qualify for full affiliated membership an applicant must be a duly constituted and properly organised Corporation, Club or Body devoted to the furtherance of the Sport, science, design, construction or flying of model aircraft, with an affiliated membership of not less than five members, all of whom shall be full members, and generally conducting its affairs to the satisfaction of the Council. A full member of an affiliated Club is one in respect of whom such club paid affiliation fee at the rate applicable for Senior, Intermediate, or Junior but not at the rate applicable to Associate membership.
- 3.1.1.5. Such additional model aircraft Clubs as may from time to time be admitted to full affiliated membership of the Society in accordance with Article 3.1 of these Articles.

- 3.1.1.6. Fellows of the Society (direct membership) - Persons who, in the opinion of a two-thirds majority of an Annual General Meeting, have performed outstanding service to the Society. Fellowship of the Society carried life membership, which can only be rescinded by a two-thirds majority vote at an Annual General Meeting. Fellows are to be elected at the Annual General Meeting on the recommendation of the Council. Not more than two Fellows may be elected in any one year.
- 3.1.1.7. Honorary members (direct membership) - Comprising men and women elected to membership by the Council 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 Council unless elected as Chairman, Secretary, Treasurer or in some other honorary capacity which automatically carries with it membership of the Council. In other respects the privileges and obligations of Honorary Members shall be the same as for members of affiliated clubs, except that they shall not be liable to pay any subscriptions.
- 3.1.1.8. Any model flying club in the Territory or in the Commonwealth or under British auspices elsewhere (unless already under the sporting jurisdiction of a national aero club other than the Royal Aero Club of the United Kingdom) may apply for full affiliated membership of the Society. Every such application shall be in the form and accompanied by such information concerning the applicant club as the Council may require to determine eligibility, together with an undertaking that if elected the club will conform to the Regulations of the Society from time to time in force. Such application shall be considered and determined by the Council, which shall decide, by a majority vote upon the election or otherwise of any applicant and the class of membership for which the applicant is eligible.
- 3.1.1.9. The Council 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).
- 3.1.1.10. The Council 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 Council's opinion, have exceptional qualifications rendering them suitable for membership.

3.2. Conditions of Membership

- 3.2.1. All members shall be subject to the Rules.
- 3.2.2. The individual members shall pay any entrance fees and annual subscriptions set by the Board under Article 2.5.1.3. Any member whose subscriptions and/or entrance fee is more than three months in arrears shall be deemed to have resigned his membership of the Company unless the Board decides otherwise.
- 3.2.3. Members of all classes, except the Royal Aero Club and Fellows shall be subject to annual re-election.
- 3.2.4. The subscribers to the Articles of the of Association Company and such other persons as are admitted to membership by the Society in accordance with these Articles shall be the **Voting Members** of the Company.
- 3.2.5. Every corporation and unincorporated association which is admitted as a Voting Member may exercise such powers as are prescribed by Part 9 of the 2006 Act.
- 3.2.6. Membership is not transferable.

3.3. Termination of Membership

- 3.3.1. It shall be the duty of the Council, if at any time it shall be of the opinion that the interests of the Society so require, by notice in hard copy form sent by prepaid post to a member's address, to request that member to withdraw from membership of the Society within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the Directors present and voting, which shall represent a 75% majority of the total number of the Council members present.
- 3.3.2. If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting notice in hard copy form of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Council, or such committee to which it has delegated its powers. The Council, or committee and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in hard copy form, and he shall not be required to withdraw from membership unless a majority of the Council members, or committee members, present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and in the case of a Voting Member his name shall be erased from the register of members. The Council may exclude the member from the Society's premises until the meeting considering his expulsion has been held. For the avoidance of doubt, the member shall be entitled to attend the Society's premises to attend that meeting (if it is held at them) for the purpose of making his representations. A Member may appeal against such decision by notifying the Council who shall put the matter to a general meeting for it to be decided by a majority vote of the members present and voting at such meeting. If the Council's decision is upheld, the member will be liable for the costs of holding the general meeting.
- 3.3.3. If a member's subscription or other dues to the Society remain unpaid for three months after due demand for payment has been made.
- 3.3.4. A membership terminates automatically when a person dies or ceases to exist or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules or Regulations.
- 3.3.5. Any person ceasing to be a member forfeits all rights in relation to and claims upon the Company, its property and its funds and has no right to the return of any part of his subscription. The Council may refund an appropriate part of a resigning member's subscription if it considers it appropriate taking account of all the circumstances.

PART FOUR

4 POWERS OF COUNCIL, COUNCIL MEETINGS, AREA COMMITTEES

4.1. Powers of Council

- 4.1.1. To pay all expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Society.
- 4.1.2. The Council shall determine from time to time the grouping of the affiliated Clubs into areas and shall determine the boundaries and terms of reference of such areas. The Clubs in these areas shall be under the control of an organising committee, consisting of one member appointed by each Club in the area, unless otherwise

agreed to by the Council.

- 4.1.3. The Society may delegate to the area organising committees such duties as are agreed to from time to time in General Meeting of the Society.
- 4.1.4. To issue, amend, revise and amplify such bye-laws and regulations not being inconsistent with these Articles 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 Society and to interpret and give rulings upon any such regulation or bye-laws.
- 4.1.5. 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.
- 4.1.6. 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 Society as may be considered necessary or desirable. Provided always that the Council 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 Society, unless such power is specifically delegated to the Council at the time of the appointment.
- 4.1.7. To hold meetings at such times and in such places as it may think fit, provided always that at least three meetings of the Council shall be held in each year, and to determine the conduct of such meetings.
- 4.1.8. Subject to Article 6.4 the Council (or any committee to whom it delegates its powers) shall have the power to make, vary and revoke Rules for the better administration of the Society including (without limitation):
 - 4.1.8.1. terms of reference as to the function, role and operation of committees to assist the Council in the better administration of the Society;
 - 4.1.8.2. regulations to ensure compliance with national and international rules relating to doping control;
 - 4.1.8.3. regulations setting out disciplinary procedures for members;
 - 4.1.8.4. regulations for the promotion and organisation of competitions;
 - 4.1.8.5. child protection policies;
 - 4.1.8.6. such other regulations or policies as the Council thinks fit.
- 4.1.9. Rules and Regulations made under Articles 2.5.1 and 4.1.8 must be compliant with the Companies Acts and these Articles in order to be valid.
- 4.1.10. The Society shall have the following committees:
 - 4.1.10.1. Areas Council and Technical Council;
 - 4.1.10.2. and such other committees as the Board thinks fit.
- 4.1.11. Committees to which the Council delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Council.
- 4.1.12. The Council may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.
- 4.1.13. The quorum for meetings of any committee formed pursuant to the provisions of the Articles shall be as determined from time to time in Terms of Reference as created for such committees.

4.2. Council Meetings

4.2.1. Calling a Meeting of the Council

- 4.2.1.1. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least three such meetings shall be held in each year.
- 4.2.1.2. The Council shall report on their activities to the members at the annual general meeting.
- 4.2.1.3. Any Director may call a meeting of the Council by giving notice of the meeting to the Directors or by directing the Secretary to give such notice.
- 4.2.1.4. Notice of any meeting of the Council must indicate:
 - 4.2.1.4.1. its proposed date, time and intended agenda;
 - 4.2.1.4.2. where it is to take place; and
 - 4.2.1.4.3. if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 4.2.1.5. Notice of a meeting of the Council must be given to each Director, but need not be in writing. A Director who is absent from the Territory shall be entitled to notice of a meeting if he has provided a valid email address.

4.2.2. Participation in Meetings of the Council

- 4.2.2.1. Subject to these Articles, Directors participate in a meeting of the Board, or part of a meeting of the Council, when:
 - 4.2.2.1.1. the meeting has been called and takes place in accordance with these Articles;
 - 4.2.2.1.2. and they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 4.2.2.2. In determining whether Directors are participating in a meeting of the Council, it is irrelevant where any Director is or how they communicate with each other.
- 4.2.2.3. If all the Directors participating in a meeting of the Council are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 4.2.2.4. Composition of the Council and Quorum
- 4.2.2.5. At a meeting of the Council, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 4.2.2.6. The quorum for meetings of the Council may be fixed from time to time by a decision of the Directors, but it must never be less than three Directors who are members of the Executive, plus seven other Directors and unless otherwise fixed it is an overall minimum of ten.
- 4.2.2.7. Subject to Article 4.2.2.8 the Council may act notwithstanding any vacancy in their body.

- 4.2.2.8. If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:
- 4.2.2.8.1. EITHER to fill a casual vacancy arising among the Directors in accordance with Article 2.6.5.
 - 4.2.2.8.2. OR to call a general meeting so as to enable the members to fill a casual vacancy arising among the Directors in accordance with Articles 4.2.1.3 or 5.1.3;
 - 4.2.2.8.3. or to admit Voting Members to the Company.
- 4.2.3. Chairing of Meetings of the Council
- 4.2.3.1. The Chairman shall chair meetings of the Council. The Chairman shall preside as chair at all meetings of the Council at which he shall be present.
 - 4.2.3.2. If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or he is not willing to preside, the Vice Chairman shall act as Chair. If he too is not present or he is not willing to preside, members of the Council present shall choose one of their number to be Chair of the meeting. The person so appointed for the time being is known as "the Chair of the meeting".
- 4.2.4. Casting Vote
- 4.2.4.1. If the numbers of votes for and against a proposal are equal, the Chair of the meeting of the Council has a casting vote. This does not apply if, in accordance with these Articles, the Chair or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 4.2.5. At Council Meetings each member present in person shall have one vote. Members of the Council shall be elected and shall serve in their individual capacities and not as representatives of any Club. Provided always that any member of the Council may, with the Council's consent, nominate any other person qualified for election to the Council and approved by the Council to act as his deputy at any meeting in the case of his illness, absence through other unavoidable cause, or otherwise at the Council's discretion.
- 4.2.6. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the Regulations of the Society for the time being vested in the Council generally.
- 4.2.7. The Council may delegate any of its powers to area committees or special committees in accordance with this Article. Members of such committees need not be members of the Council, but must be either honorary or individual members of the Society, or bona fide members of a model aircraft Club or other body which is a full affiliated member of the Society. At least one member of each special committee appointed shall be a member of the Council, and the Council may at its discretion provide that the Chairman of any such committee shall, if not already a member of the Council, serve, ex-officio, as a member of the Council during his terms of office. The Chairman of each special committee shall be appointed by the Council and he and all members of the committee concerned shall be subject to annual re-appointment by the Council at its first meeting following each Annual General Meeting of the Society. Each special committee shall appoint a Secretary from among its members to summon meetings and record proceedings as contemplated by Article 2.4. The meetings and proceedings of any such special committee shall be governed by the provisions of these Articles for regulating the minutes and proceedings of the Council so far as applicable and so far as the same shall not be

amended or superseded by any regulations or bye-laws made by the Council in accordance with its powers.

- 4.2.8. All acts bona fide done by any meeting of the Council or any special committee of the Council or by any person acting with authority as a member of the Council 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 Council.
- 4.2.9. A resolution in writing signed by all the members for the time being of the Council or of any special committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

4.3. Area Committees

- 4.3.1. The Council of the Society shall have power to establish Area Committees, to organise model aircraft activities in their district, consisting of one representative of each affiliated Club or society in a defined area, excluding the elected officers.
- 4.3.2. The area over which such Area Committees will have jurisdiction will be fixed by the Council of the Society from time to time as conditions demand.
- 4.3.3. Area committees shall function under the Area constitution approved by the Council of the Society and shall elect their own officers. One half of the elected officers shall retire at the Annual General Meeting of the Area Committee, but shall be eligible for re-election.
- 4.3.4. Area Committees should meet as required for a minimum of three and a maximum of twelve times per annum to discuss matters concerning the Areas.
- 4.3.5. Each Area Committee shall elect one of their members to serve on the Council of the Society. He shall be supplied with written authority, signed by the Secretary and Chairman of the area committee as a guarantee of his appointment.
- 4.3.6. Associate Members shall be entitled to attend meetings of Area Committees without power to vote as such.
- 4.3.7. Duties of Area Committees
 - 4.3.7.1. To arrange to the best advantage details and dates of any open contests or rallies proposed by the Clubs in the area.
 - 4.3.7.2. To co-operate with the Council and officers of the Society in running any national event in the area.
 - 4.3.7.3. To publicise and propagate the aims and achievements of the movement within the area.
 - 4.3.7.4. To assist and encourage the formation of new Clubs or societies in the area so long as they do not encroach on the territory of existing Clubs.
 - 4.3.7.5. Membership cards must be produced by Club members at any meeting where voting takes place or at any contest, on demand.
 - 4.3.7.6. To hold a stock of and distribute the Society's literature, badges and insignia to the Clubs in their area.
- 4.3.8. Area Finance
 - 4.3.8.1. The Council of the Society shall have power to pass to the Area Committees a proportion of the subscriptions received from the Clubs in the area allotted to them to help defray their running expenses. The proportion of such fees will be determined by the Council of the Society from time to time in accordance with the conditions existing. The

books and accounts of the Area Committees shall be made accessible to the Council of the Society, or its appointed representative, at any time.

- 4.3.8.2. The Society has no right, title or interest in or over any assets the property of Area Committees, and accepts no responsibility for any liability incurred or undertaken by Area Committees.

PART FIVE

5 ORGANISATION OF GENERAL MEETINGS

5.1. Notice of and Calling General Meetings

- 5.1.1. A General Meeting shall be held once in every calendar year at such time and place as may be determined by the Council, provided that every General Meeting shall be held not more than fifteen months after the holding of the last preceding meeting. All other General Meetings shall be called Extraordinary General Meetings.
- 5.1.2. Twenty-one 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. In the case of a General Meeting summoned by requisition, the requisition shall include the names of the requisitioning members and a list of the items required by such members to be placed on the agenda. With the consent of all the members entitled to receive notices thereof, a meeting may be convened by such notice and in such manner as the members may think fit. 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. General meetings are called on at least 14 clear days' written notice
- 5.1.3. A general meeting may be called at any time by the Council or by the Secretary acting on behalf of the Council.
- 5.1.4. An Extraordinary General Meeting shall also be convened by the Secretary at the written request of such number of the Clubs which are fully affiliated members of the Society and the Fellows of the Society which together hold not less than one-twentieth of the total number of votes of all the Clubs (which are fully affiliated members of the Society (as determined in accordance with Article 3.1) and the Fellows of the Society).
- 5.1.5. On receipt of a written request made pursuant to Article 5.1.4 the Secretary must call a general meeting within 21 days and the general meeting must be held not more than 28 days after the date of the notice calling the general meeting

5.2. Annual General Meetings

- 5.2.1. The Society shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding meeting
- 5.2.2. The annual general meeting shall be held for the following purposes:
- 5.2.2.1. 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;
- 5.2.2.2. the consideration and adoption, if approved, of the reports of the Council, the officers, and of any committees appointed by the Society in General Meeting of the Council;

- 5.2.2.3. to appoint the Company's auditors;
- 5.2.2.4. to elect the Elected Directors in place of those retiring;
- 5.2.2.5. to transact such other business as may be brought before it.

5.3. Attendance and Speaking by Directors and Non-Members at General Meetings

- 5.3.1. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 5.3.2. Directors may attend and speak at general meetings.
- 5.3.3. The Chair of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.
- 5.3.4. A person is able to exercise the right to vote at a general meeting when:
 - 5.3.4.1. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting;
 - 5.3.4.2. and that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 5.3.5. The Council may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

5.4. Quorum for General Meetings

- 5.4.1. No business other than the appointment of the Chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 5.4.2. Save as otherwise herein provided, members representing not less than fifteen Clubs which are full affiliated members and/or Fellows of the Society or, if greater, such number of the representatives of the Clubs which are fully affiliated members of the Society and the Fellows of the Society which together hold not less than one-twentieth of the total number of votes of all the Clubs which are fully affiliated members (as determined in accordance with Article 3.1) and the Fellows of the Society, present in person or proxy shall form a quorum.

5.5. Chairing General Meetings

- 5.5.1. The Chairman shall chair general meetings if present and willing to do so. If the Chairman shall be absent, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the same, the Vice-Chairman shall preside. If the Vice-Chairman is also not present or is unwilling to preside within fifteen minutes of the time at which a meeting was due to start the Directors present, or if no Directors are present), the meeting, must appoint a Director to chair the meeting, and the appointment of the Chair of the meeting must be the first business of the meeting.

5.6. Adjournment

- 5.6.1. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the meeting must adjourn it.
- 5.6.2. The Chair of the meeting may adjourn a general meeting at which a quorum is present if:
 - 5.6.2.1. the meeting consents to an adjournment;

- 5.6.2.2. or it appears to the Chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 5.6.3. The Chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 5.6.4. When adjourning a general meeting, the Chair of the meeting must:
 - 5.6.4.1. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors;
 - 5.6.4.2. and have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 5.6.5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven clear days' notice of it:
 - 5.6.5.1. to the same persons to whom notice of the Company's general meetings is required to be given;
 - 5.6.5.2. and containing the same information which such notice is required to contain.
- 5.6.6. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting fifteen Voting Members shall be a quorum.

5.7. Voting: General

- 5.7.1. Every Voting Member shall be entitled to receive notice of, attend general meetings and cast the number of votes to which he is entitled to cast in accordance with the Rules.
- 5.7.2. Only Clubs, which are fully affiliated members, and Fellows of the Society, are Voting Members and thus are entitled to a vote at General Meetings on production of evidence of their membership. Each Club, which is a fully affiliated Member, shall have one vote for every member of such Club in respect of which a full affiliated membership shall have been paid to the Society whether the same shall be that of a senior, junior or otherwise and each Fellow shall have five votes and the Royal Air Force Model Aircraft Association (RAFMAA), the Royal Navy Model Aircraft Association (RNMAA) and the Air Training Corps (ATC) shall have one vote for each of its Member Clubs. The Scottish Aeromodellers Association (SAA) shall have one vote for each Club affiliated to it in accordance with its constitution and for the purpose of ascertaining the number of votes to which the RNMAA, the ATC, and the SAA shall be entitled, the Treasurer of the said the RNMAA, the ATC and the SAA shall send to the Registered Office of the Society not later than 28 days before the date of any General Meeting of the Society a certificate signed by the Treasurer and the Chairman of such organisations, certifying the number of Clubs affiliated at the date of such certificate.
- 5.7.3. The voting strength of each Club, which is a fully affiliated member, shall be ascertained by the affiliation fees paid to the Society 28 days prior to the date of any General Meeting of the Society.
- 5.7.4. The Royal Aero Club shall be entitled to send two representatives each of whom shall have one vote. Each Club, which is a fully affiliated Member, shall be entitled to send one representative to every General Meeting, and that representative, on a poll shall be entitled to exercise the number of votes to which his Club is entitled as

aforesaid. Honorary Members and Associate Members shall not have any voting rights as such.

- 5.7.5. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with Article 5.9. Except where otherwise provided by the Companies Acts, every resolution is decided by a majority of votes cast.
- 5.7.6. 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 shall be taken into account only in a poll.
- 5.7.7. Members entitled to vote may give proxies to any other member entitled to vote, subject to a maximum of five proxies to any one member. Proxies must be in writing and lodged with the Secretary of the Society at least twenty-four hours before the allotted time of the meeting.
- 5.7.8. In the event of an equality of votes either on a show of hands or a poll, the Chair is entitled to a casting vote in addition to any other vote he may have.

5.8. Errors and Disputes

- 5.8.1. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 5.8.2. Any such objection must be referred to the Chair of the meeting whose decision is final.

5.9. Poll Votes

- 5.9.1. A poll on a resolution may be demanded:
 - 5.9.1.1. in advance of the general meeting where it is to be put to the vote;
 - 5.9.1.2. or at a general meeting before a show of hands on that resolution.
- 5.9.2. A poll may be demanded by:
 - 5.9.2.1. the Chair of the meeting;
 - 5.9.2.2. the Council;
 - 5.9.2.3. five or more Voting Members present in person or proxy having the right to vote on the resolution or, if less, a person or persons representing not less than one-tenth of the total voting rights of all the members having the right to vote on the resolution.
- 5.9.3. A demand for a poll may be withdrawn if:
 - 5.9.3.1. the poll has not yet been taken;
 - 5.9.3.2. and the Chair of the meeting consents to the withdrawal.
- 5.9.4. Polls shall be taken as the Chair directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 5.9.5. No poll may be demanded on the election of a Chair or on a question of adjournment.
- 5.9.6. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs not being more than thirty days after the poll is 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 was demanded. If a poll is demanded before the declaration of the result of a

show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

5.9.7. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

5.10. Postal Ballot

5.10.1. Council may decide, in advance of a general meeting, to call a postal ballot on a one-man-one-vote basis to all eligible members in respect of a contested election of Officers (Executive Directors) or in regard to a specific resolution or resolutions which would otherwise be put to the vote at the general meeting. If there is to be a postal ballot, the details of the resolution and voting papers shall be sent at such time as the Board shall prescribe to the all individual members – not simply to voting members. Voting papers must be returned to whomsoever Council determines in a sealed envelope by such time as the Council shall prescribe and shall be opened and counted by such person or persons as the Council shall decide.

5.10.2. The result of the postal ballot will be declared at the general meeting.

5.11. Content of Proxy Notices

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

5.11.2. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

5.11.2.1. states the name and address of the member appointing the proxy;

5.11.2.2. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

5.11.2.3. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine;

5.11.2.4. is delivered to the Office in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.

5.11.3. The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

5.11.4. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

5.11.5. Unless a proxy notice indicates otherwise, it must be treated as:

5.11.5.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting;

5.11.5.2. and appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

5.12. Delivery of Proxy Notices

5.12.1. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Office by or on behalf of that person.

- 5.12.2. An appointment under a proxy notice may be revoked by delivering to the Office a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 5.12.3. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 5.12.4. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

5.13. Amendments to Resolutions

- 5.13.1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - 5.13.1.1. notice of the proposed amendment is given to the Society in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine);
 - 5.13.1.2. and the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
- 5.13.2. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - 5.13.2.1. the Chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed;
 - 5.13.2.2. and the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 5.13.3. With the consent of the Chair of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.
- 5.13.4. If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

PART SIX

6 ADMINISTRATIVE ARRANGEMENTS

6.1. Written Resolution

- 6.1.1. Subject to Article 5.14.3 a resolution in writing agreed by the Appropriate Majority of members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and the Appropriate Majority of members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more members have signified their agreement. In the case of a Club, its authorised representative may signify agreement.
- 6.1.2. In Article 5.14.1 the "Appropriate Majority" is:
 - 6.1.2.1. in the case of an ordinary resolution, a simple majority of the members;
 - 6.1.2.2. in the case of a special resolution, 75% or more of the members.

- 6.1.3. The following may not be passed as a written resolution:
- 6.1.3.1. a resolution to remove a Director before his period of office expires;
 - 6.1.3.2. and a resolution to remove an auditor before his period of office expires.

6.2. Means of Communication

- 6.2.1. Subject to these Articles, anything sent or supplied by or to the Society under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Society.
- 6.2.2. The applicable address shall be:
- 6.2.2.1. in the case of a Voting Member at his registered address as it appears in the register of members or by giving notice using electronic communications to an address for the time being notified to the Society by the Voting Member;
 - 6.2.2.2. and in the case of a Non-Voting Member, at his last known address.
- 6.2.3. Subject to these Articles, any notice or document to be sent or supplied to a member of the Council in connection with the taking of decisions by the Council may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
- 6.2.4. A Director may agree with the Society that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 6.2.5. Any Voting Member described in the register of members by an address not within the Territory, who shall from time to time give the Company an address within the Territory at which notices may be served upon him, shall be entitled to have notices served upon him at such address, or an address to which notices may be sent using electronic communications, but, save as aforesaid and as provided by the Act, only those Voting Members who are described in the register of members by an address within the Territory shall be entitled to receive notices from the Company.
- 6.2.6. Any notice, if served by first class (or equivalent) 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 as a prepaid letter. Any notice, if served by electronic communications, shall be deemed to have been given at the expiration of 48 hours after the time it was sent.

6.3. Inspection of Accounts and Other Records

- 6.3.1. Except as provided by law or authorised by the Board or an ordinary resolution of the Society, no person is entitled to inspect any of the Society's accounting or other records or documents merely by virtue of being a member.

6.4. Directors' Indemnity and Insurance

6.4.1. Indemnity

- 6.4.1.1. Subject to Article 6.3.1.2 a relevant Director of the Society or an associated company may be indemnified out of the Society's assets against:
 - 6.4.1.1.1. any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;
 - 6.4.1.1.2. any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the 2006 Act);
 - 6.4.1.1.3. any other liability incurred by that Director as an officer of the Society or an associated company.
- 6.4.1.2. This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 6.4.1.3. In this Article:
 - 6.4.1.3.1. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate;
 - 6.4.1.3.2. and a "relevant Director" means any Director or former Director of the Society or an associated company.

6.4.2. Insurance

- 6.4.2.1. The Council may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any relevant Director in respect of any relevant loss.
- 6.4.2.2. In this Article:
 - 6.4.2.2.1. a "relevant Director" means any Director or former Director of the Society or an associated company;
 - 6.4.2.2.2. a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Society, any associated company or any pension fund or employees' share scheme of the Society or associated company;
 - 6.4.2.2.3. and companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

6.5. Rules

- 6.5.1. Only the Voting Members in general meeting may from time to time make, vary and revoke Rules:
 - 6.5.1.1. The creation, variation and revocation of the Rules will only be passed by a vote of a simple majority of the Voting Members present and voting at a general meeting.

- 6.5.1.2. Rules made pursuant to Article 6.4.1 must be compliant with the Companies Acts and these Articles in order to be valid.

6.6. General Administration

6.6.1. The Seal

- 6.6.1.1. The seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Council or of a committee of the Council authorised by the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Society such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

6.6.2. Accounts

- 6.6.2.1. A banking account or accounts shall be opened for the funds of the Society and cheques thereon shall, unless and until otherwise determined by resolution of the Council, be signed by the Chairman and Treasurer or by the Treasurer and the Secretary.
- 6.6.2.2. The Council shall cause proper books of account to be kept with respect to:
 - 6.6.2.2.1. All sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;
 - 6.6.2.2.2. All sales and purchases of goods by the Society;
 - 6.6.2.2.3. and the assets and liabilities of the Society.
- 6.6.2.3. The books of account shall be kept at the office or at such other place or places as the Council shall think fit and shall always be open to the inspection of the members of the Council.
- 6.6.2.4. The Council shall as far as possible conduct the business of the Society in such a manner as to incur no expenditure which cannot be met out of current revenue in each year. If the Council should think it desirable to incur expenditure which cannot be so met it shall, before incurring the expenditure, convene an Extraordinary Meeting of the Society to consider the proposal and, if sanctioned, to determine what additional subscriptions or contributions, if any, shall be paid by members in respect thereof.
- 6.6.2.5. Once at least in every year the Council shall lay before the Society in General Meeting:
 - 6.6.2.5.1. An income and expenditure account for the period since the last preceding account (or in the case of a first account, since the incorporation of the Society) made up to a date not more than nine months before such meeting;
 - 6.6.2.5.2. A balance sheet made up as at the same date;
 - 6.6.2.5.3. A budget for the following year showing the estimated income and expenditure and the amount of subscription proposed to meet such expenditure.
- 6.6.2.6. The balance sheet and accounts shall be accompanied by a report of the Council and of the Auditors and a copy of such accounts, balance sheet and reports shall, not less than twenty one 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.

6.6.3. Audit

6.6.3.1. Once at least in every year the accounts of the Society 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.

6.6.3.2. Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 393 (inclusive) of the Act, the members of the Council being treated as the Directors mentioned in those sections.

6.6.4. Dissolution

6.6.4.1. If upon the winding-up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to or distributed among the Voting Members of the Society in proportion to their contributions to such property.

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Annex 1 – Form of Proxy Notices

SOCIETY OF MODEL AERONAUTICAL ENGINEERS LIMITED

ANNUAL GENERAL MEETING [year] - PROXY VOTING FORM

Your Proxy Voting Form appears below. If you intend using this form, please observe the following notes:-

1. Affiliated Clubs and Fellows may nominate a proxy to represent them at the Annual General Meeting.
2. In your own interest, please make sure that your appointed nominee will be attending the AGM and that he/she is willing to act as your proxy.
3. A Club or Fellow attending may not carry more than five Clubs' or Fellows' Proxy Votes in addition to their own.
4. Please complete the Form and forward it to arrive at Chacksfield House by **no later** than 1.30pm on Friday, [one day prior to the AGM]. Proxy voting forms received by the Chief Executive after this time and date will not be processed and will be deemed void.
5. Proxy votes can only be carried by another Affiliated Club (specify Club name not Delegate's name) or Fellow.

Note: If your usual Club Delegate cannot attend the Annual General Meeting, another full member of your Club can attend and vote. A full member is one who pays their BMFA subscription through your Club and appears on the Club Listing.

If another full member of your Club CAN attend the Meeting, then YOU DO NOT NEED TO COMPLETE THIS FORM.

If you require further information, please contact the Office Manager.

I/WE CLUB/FELLOW. (CLUB NO)
(Full Title of Affiliated Club or Name of Fellow - block letters)

HEREBY APPOINT CLUB/FELLOW. (CLUB NO)
(Full Title of Affiliated Club or Name of Fellow - block letters)

TO VOTE ON MY/OUR BEHALF AT THE [YEAR] ANNUAL GENERAL MEETING OF THE SOCIETY OF MODEL AERONAUTICAL ENGINEERS LIMITED.

..... CLUB EXECUTIVE/FELLOW

Signed: Print Name:

POSITION IN CLUB: DATE:

MEMBERSHIP NO:

TO BE RETURNED TO: **THE CHIEF EXECUTIVE
BMFA
CHACKSFIELD HOUSE
31 ST. ANDREW'S ROAD
LEICESTER
LE2 8RE**

TO ARRIVE NOT LATER THAN 1.30 PM ON THE [dated 24hrs prior to the AGM]

Annex 2 – Form of Wording for General Meeting Resolution

A General Meeting Proposal or Resolution should be along the following lines:

Proposal to SMAE AGM/EGM (delete as appropriate) **of** [date]

It is proposed that

Reason:

Signature

Name (print clearly)

BMFA office/position held by Proposer

Date