



RULES

GAUGE 'O' GUILD RULES

These Rules for the Management of the Guild have been formulated in accordance with the requirements of Clause 4(B) of the Articles of Association of the Company. They follow the format of the Constitution of the unincorporated Gauge 'O' Guild which was approved at the Annual General Meeting in September 1991 but incorporate clauses (indicated by clause number in brackets) extracted from the Memorandum and Articles of Association of the Limited Company. In the event of conflict between the Memorandum and Articles and the Rules, the provisions of the Companies Act 1985 (and any modifications thereto) shall prevail. Reference to clauses from the relevant clauses of the Articles of Association and the Memorandum of the Gauge O Guild are shown in parentheses against each rule.

Approved by the Council 10th October 1992.
(Third Revision September 2001)

Published by the The Gauge 'O' Guild Limited, a Private Company Limited by Guarantee and not having a share capital, registered in England, No. 2640556, with effect from 1st October 1992.

Registered Office: Old Cathedral Vicarage St. James' Row Sheffield S1 1XA.

1. Title

The Company's name is The Gauge 'O' Guild Limited, (M.1)

2. Objects

The Company's objects are:

2.1 To advance railway modelling in Scales and Gauges associated with the designation 'O'. (M.3-i)

2.2 To promote and hold, either alone or jointly with other associations, clubs or persons, meetings, exhibitions and other such functions as the Directors may decide. (M.3-ii)

2.3 To publish and circulate a magazine dealing with items of interest to its members. (M.3-iii)

2.4 To represent the interests of members in negotiations with the model railway trade and others connected with the hobby of railway modelling, with a view to encouraging the production of parts and models. (M.3-iv)

2.5 To support or organise any other activity which may conveniently be dealt with by the Company. (M 3-v)

3. Membership

3.1 The Subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company. No person shall be admitted a member of the company unless he or she is approved by the Directors. Every person who wishes to become a member shall deliver to the company an application for membership in such form as the Directors require executed by him or her. (A.3A)

3.2 The Company shall have four classes of membership, namely:

3.2.1 Ordinary Members, who shall be at least 18 years of age. Family Members, being a member, a member's partner both of whom shall be at least 18 years of age and their children up to the age of 18.

3.2.2 Junior Affiliates, who shall be any person less than 18 years of age, sponsored by an existing Ordinary Member or Honorary Life Member until that person is 18 years of age. Such sponsor shall be responsible for the activity and behaviour of the Junior Affiliate concerned, together with his respective guarantee sum as detailed in Clause 3.8.

3.2.3 Honorary Life Members, being persons the Company recognised as having rendered outstanding service to the objects of the Company, may be appointed by members in General Meeting. (A.3B)

3.3 Subscriptions and any enrolment fees shall be of such sums and be paid in such a manner as, from time to time, the Council may approve.

3.3.1. Where a member has failed to renew his or her membership at the due time, he or she will be deemed to have become a lapsed member. Such members may rejoin the Company by payment of the annual subscription and, provided this is done within twelve months of the renewal date, retain their original membership number. Any person who rejoins after the twelve month period shall re-apply and will receive a new membership number.

3.4.1. Any person who the Directors have refused their membership to be renewed pursuant to clause 3.4, shall have the right of appeal to be heard by the Council under the authority given to the Council in accordance with Clause 4.1.

3.4 Notwithstanding anything contained in the Articles of Association, the Directors may, without being required to give any explanation, refuse or decline to admit any person to membership or to renew the membership of any person. (A.3C)

3.5 The Directors shall have power to rescind the membership of any person. Any person whose membership is rescinded, pursuant to this clause, shall have the right of appeal to the Council. (A.3D)

3.6 A member may, at any time, withdraw from the Company by giving at least seven days clear notice to the Company. Membership shall neither be transferable nor refundable. Membership shall cease on death. The Company may assist, at the discretion of the Board, in the disposal of the former member's railway effects for the benefit of the estate. (A.3E)

3.7 The liability of members is limited. (M.5)

3.8 Every member of the Company, while he or she is a member or within one year after he or she ceases to be a member, undertakes to contribute to the assets of the Company, in the event of the same being wound up, such amount as may be required, not exceeding £10, for payment of the debts and liabilities of the Company, contracted before he or she ceased 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. (M.6 ad)

4. Management

4.1 Council of Management:

The management of the Guild shall be vested in the Council, comprising:

4.1.1 The Directors

4.1.2 Such Constituency Representatives as are elected by ballot by members of the Guild from time to time, in accordance with the Rules. In the event of a vacancy occurring the Board may co-opt a member to act as a Constituency Representative. Such a co-option should be ratified by Council to fill the vacancy until the next election, in accordance with Article 5.

4.1.3 A member, normally resident in the United Kingdom, to represent the interests of members not normally resident in the United Kingdom. (A.5)

4.2 The Directors of the Company shall be nominated by the Council and appointed by the Members in General Meeting. The Directors shall be all the members of the Council defined in the Rules. (A.8B)

4.3 At the first Annual General Meeting all the Directors shall retire from office and, at that meeting and at each subsequent Annual General Meeting, Directors shall be eligible for re-election as follows:-

4.3.1 The President shall serve for two years and shall not be eligible for re-election for a further consecutive term. The Chairman shall serve for two years and shall be eligible for one further such period consecutively.

4.3.2 The Secretary and Treasurer shall serve for two years and shall be eligible for two further such periods consecutively.

4.3.3 Other Directors shall serve for one year and shall be eligible for re-election annually for a period not exceeding six years consecutively. The Directors may appoint a member who is willing to act to be a Director either to fill a vacancy or as an additional Director. A Director so appointed shall hold office until the following General Meeting. (A.8C)

4.4 The Board shall comprise the Principal Officers, namely:

President
Chairman
Secretary
Treasurer
also: All Committee Chairmen
and: One Vice-President

4.4.1 The Directors shall be nominated by the Council following recommendation from the Board and appointed by members present in Annual General Meeting. They shall be eligible to serve for a period not exceeding six years consecutively. On appointment, a Committee Chairman shall cease to be a Constituency Representative.

4.5 Constituency Representatives

4.5.1 There shall be not fewer than 12 and not more than 18 Constituencies. Their boundaries shall be determined and published by the Council.

4.5.2 The members resident in each Constituency shall elect one Constituency Representative to serve for a period of 3 years. No Constituency Representative shall be eligible for more than 2 further periods, consecutively.

4.6 Committees

4.6.1 Both the Council and the Directors may delegate any of their powers to committees, which shall comprise:-

A Committee Chairman
One or more Constituency Representatives
Other members appointed by the Council
The Principal Officers (ex-officio)

4.6.2 The Council shall ratify the composition of all committees.

4.6.3 A committee may co-opt additional members as a working party or individuals for specific tasks. These co-options must thereafter be confirmed by the Board.

4.6.4 There shall be at any one time, not fewer than 3 and not more than 6 committees. Each committee shall, in the exercise of powers so delegated, conform to any terms and conditions that may be imposed by the Council or by the Board.

4.7 The Council may appoint such other members as officers to perform such duties and functions as may be necessary for the efficient conduct of the business of the Guild.

4.8 The Chairman shall preside at meetings of both the Council and the Board. A Vice-Chairman shall be appointed by the Council from among the Directors.

4.9 A quorum at meetings of the Council shall be not less than two-thirds of its number, including not fewer than 2 Principal Officers and 2 Committee Chairmen and 50% of Constituency Representatives.

4.10 A quorum at meetings of the Board shall consist of not fewer than two-thirds of their number. This should include 2 Principal Officers and 2 Committee Chairmen.

4.11 The Council shall meet at least twice a year. Its proceedings shall be adequately recorded in minutes, which may be examined by any member. The Council shall take account of the known views of the members of the Guild as a whole when formulating plans for the conduct of affairs and development of the Guild.

4.12 The Board shall be responsible for the day-to-day management of the affairs of the Guild. It shall meet at least 4 times during the year. Its proceedings shall be adequately recorded in minutes which may be examined by any member. In conducting the business of the Guild, the Board shall take careful note of the views expressed by the Council.

4.13 The Council may propose that a member of the Guild, in recognition of outstanding service, be made a Vice- President. Such a proposal shall form part of the Notice of the next Annual General Meeting and be put to the vote thereat. Vice-Presidents shall be 'ex-officio' members of the Council, being able to speak but not vote at its meetings, nor shall they be included in the quorum of any meeting of the Council.

5. Elections

5.1 The Constituency Representatives shall be elected to the Council by a postal ballot of members, the result of which shall be announced at the Annual General Meeting. The Council shall lay down a sequence of elections which ensures the continuity of its affairs.

5.2 For each Constituency, the Council shall determine both the date for an election, and the date by which nominations of Candidates must be received. It shall give adequate notice of each.

5.3 Candidates shall be nominated by not fewer than 2 members, and the nomination shall be accompanied by written acceptance of it by the candidate. Candidates and their nominators shall be paid-up members of the Guild at the date of nomination.

5.4 A Candidate may not represent more than one Constituency at any given time, nor shall he present himself for election in more than one Constituency at any given time.

5.5 The notice of an election shall include a list of candidates, a brief profile of each and a ballot form to be completed and returned in accordance with the instructions thereon. Ballot forms shall be posted to members in good time, prior to the date of the AGM. Any form incorrectly completed or one received after the closing date shall be void.

5.6 The Council shall determine the method by which votes shall be counted.

6. Finance

6.1 The Treasurer shall be responsible for the funds of the Guild and shall keep such accounts as are necessary.

6.2 Current Accounts shall be maintained with banks and building societies, and other investments made as the Board shall decide.

6.3 On cheques, withdrawals and other payments for sums below a limit determined by the Board, and for transfers between accounts in the name of the Company held in the same Bank or Building Society the signature of a signatory authorised by the Board will suffice. Cheques, withdrawals and other payments for sums greater than this limit shall be signed by two signatories from among those authorised by the Board, one of whom must be a Director of the Company.

6.4 The Guild's financial year shall run from the first day of March to the last day of February. The Treasurer shall present to the Annual General Meeting an Account of Income and Expenditure and a Balance Sheet for the previous financial year, together with the Auditor's Report.

6.5 The Treasurer shall advise the Chairman and Secretary immediately if, at anytime, he perceives that the Guild's reserves are insufficient to meet its liabilities.

6.6 The Accounts shall be audited by an Auditor appointed at each Annual General Meeting.

6.7 No member of the Guild shall receive remuneration for services rendered to the Guild, unless these are performed in the normal course of the member's business and in accordance with the sanction of the Council. Notwithstanding the above, members may be reimbursed for any reasonable and authorised out-of-pocket expenses, when incurred on behalf of the Guild.

7. General Meetings

7.1 All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings. (A.5A)

7.2 The Directors may call General Meetings and, on a requisition from the members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than 8 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a General Meeting, any Director or any member may call a General Meeting. (A.5B)

7.3 Notice of General Meetings:

7.3.1 An Annual General Meeting (AGM) and an Extraordinary General Meeting (EGM) called for the passing of a special resolution or a resolution appointing a person as a Director, shall be called by at least 21 days notice. All other Extraordinary General Meetings shall be called by at least 14 clear days notice, but a General Meeting may be called by shorter notice if it is so agreed:

- a) In the case of an Annual General Meeting, by all the members entitled to attend and vote thereat.
- b) In the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together holding not less than 95% of the total voting rights at the meeting of all the members. (A.6A)

7.3.2 The Notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. (A.6B)

7.3.3 The Notice shall be given to all the members and to the Directors and Auditors. (A.6C)

7.3.4 The accidental omission to give notice of a meeting to, or non-receipt of notice by any person shall not invalidate the proceedings at that meeting. (A.6D)

7.4 Proceedings at General Meetings shall be in accordance with Clause 7 of the Articles of Association of which the following are extracts.

7.4.1 No business shall be transacted at any General Meeting unless a quorum is present, the quorum shall be 60 Ordinary Members being entitled to vote in person or by proxy. If, within 30 minutes from the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to such other time and place as the Council shall decide. If, within 30 minutes from the time appointed for the adjourned meeting, the members present still number fewer than 60, they shall, none-the-less, form a quorum. (A.7A)

7.4.2 The President for the time being of the Guild shall preside as Chairman at a General Meeting. In his or her absence a Vice-President shall preside, failing which the Directors shall appoint a Chairman. (A.7B)

7.4.3 A Junior Affiliate may attend but not vote at a General Meeting. (A.7C)

7.4.4 A resolution put to the vote at a General Meeting shall be decided by a show of hands unless, before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- a) By the Chairman
- b) By at least 10 members having a right to vote at the meeting.
- c) By a member or members representing not less than 10% of the total voting rights of all members having the right to vote at the meeting. A demand by a person as proxy for a member shall be the same as a demand by the member. (A.7E)

7.4.5 Unless a poll is duly demanded, a declaration by the Chairman that the resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact, without proof, of the number or proportion of the votes recorded for or against, the resolution. (A.7F)

7.4.6 When a poll is demanded it shall be taken as the Chairman of the meeting 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 and it shall be recorded in the minutes. (A.7H)

7.4.7 In the case of an equality of votes on any matter, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have. (A.7I)

7.4.8 Votes of Members:

On a show of hands, every member who is present in person shall have one vote. In a poll, every person who is present in person or by proxy, or is otherwise entitled to vote by the provision of these Articles, shall have one vote. (A.7N-i, adapted)

7.4.9 Where it is desired to afford members an opportunity of instructing the proxy how he shall act, the instrument appointing the proxy shall be in the following form (or as near thereto as circumstances allow or in other form which is usual, or which the Directors may approve):

THE GAUGE 'O' GUILD LIMITED.

I....., of..... a member of the above-named Company,

hereby appointof....., or failing him The Chairman of the Meeting, as my proxy to vote in my name and on my behalf at the Annual Extraordinary General Meeting of the Company, to be held on

.....(day).....(month).....(year), and at any adjournment thereof. This form is to be used in respect of the Resolutions mentioned below as follows:

Resolution No.1 *FOR *AGAINST
Resolution No.2 *FOR *AGAINST
(: Strike out whichever is not desired.)

Unless otherwise instructed, the proxy may vote as he thinks fit, or abstain from voting.

Signed this day of, 20..... Name.....

Mem.No..... (A7M-v)

7.4.10 The instrument appointing a proxy and any authority under which it is executed, or a copy of such authority, certified notarially or in some other way approved by the Directors, may be deposited at the office or at such other place within the United Kingdom as is specified in the notice covering the meeting, or in any instrument or proxy sent out by the Company in relation to the meeting, not less than seven days before the time of holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. (A.7M-vi-a)

7.5 The business to be transacted at an AGM shall include the following items:

7.5.1 To Approve the minutes of the previous AGM and those of any intervening General Meeting.

7.5.2 To receive and approve the Annual Report of the Council from the Chairman of the Board.

7.5.3 To receive the Annual Accounts and Auditor's Report.

7.5.4 To appoint Principal Officers and Committee Chairmen.

7.5.5 To receive the result of elections of Constituency Representatives.

7.5.6 To Appoint the Auditor.

7.5.7 To consider any resolution of which at least 60 days notice has been given in writing to the Secretary.

7.5.8 To discuss Any Other Business considered relevant by either the Chairman of the meeting or a majority of the members present.

7.6 The Directors shall cause minutes to be made in books kept for that purpose:-

- a) of all appointments of officials. (A.10)
- b) of all proceedings at meetings of the Company, and of the Directors, and of Committees of Directors, including the names of the Directors present at each such meeting. (A.10)

c) The proceedings of each General Meeting shall be adequately recorded in minutes which shall be made available to members through the appropriate Guild publications.

7.7 If an EGM immediately precedes an AGM, approval of the minutes of that EGM may be deferred to a subsequent General Meeting.

8. Rules and Code of Practice

8.1 The business of both the Council and the Board shall be conducted in accordance with the Rules and a Code of Practice approved by the Council.

8.2 Copies of the Rules, as then in force, shall be sent to each member when joining the Guild. Copies of any amendments shall be sent to all members immediately after these have been formally adopted.

8.3 The Code shall be reviewed and amended whenever the Council deems it necessary.

8.4 Any change to the Code shall require the approval of the Council.

9. Referenda

The Council shall, whenever it thinks fit, or on requisition in writing of not fewer than 100 members, organise a referendum on any matter which may have a direct bearing on the Guild's activities or on the interests of the members.

10. Trading

10.1 Members appointed by the Council to conduct trading activities on behalf of the Guild shall maintain records of stocks and sales and be responsible for safe custody of such stock. The income from sales shall be passed to the Treasurer at regular intervals.

10.2 At the close of each financial year, such members as are conducting trading activities shall provide the Treasurer with a statement of income and expenditure during the year, together with a certificate of stock in hand.

11. Responsibility of Members

11.1 The Gauge 'O' Guild Limited shall not be responsible for any loss, injury or damage, howsoever caused, to any member in any activity of the Company. All persons taking part in the activities of the Guild will be bound, by the terms of this clause, to have accepted this condition.

11.2 Members, their families and their guests shall exercise all reasonable care in respect of their property, that of the Company and that of other members and visitors.

12. Alteration of Articles

The Articles of Association shall only be varied, or altered, or amended, by the passing of a Special Resolution by a majority of three-quarters of those entitled to vote in person or by proxy at an Extraordinary General Meeting. (A.15, adapted)

13. Amendments to the Rules

The Rules of the Guild shall not be altered or added to in any way except by the passing of a Resolution by a majority of at least two-thirds of the votes cast, either personally or by proxy at a General Meeting. The relevant Resolution shall have been lodged with the Secretary of the Guild as laid down in Clause 7.5.7 above.

14. Notices

14.1 Any notice to be given to or by any person, pursuant to the Articles, shall be in writing, except that a notice calling a meeting of the Directors need not be in writing. (A.13A)

14.2 The Company may give any notice to a member, either personally, or by sending it by post in a pre-paid envelope addressed to the member at his registered address, or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company. (A.13B)

14.3 A member present, either in person, or by proxy, at any meeting of the Company, shall be deemed to have received notice of the meeting and where requisite, of the purposes for which it was called. (A. 1 3C)

14.4 Proof that an envelope contained a notice, was properly addressed and posted, shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted. (A13D)

15. Indemnity

Subject to the provisions of the Act, but without prejudice to any indemnity to which a Director may be entitled, every Director, or other officer, or auditor of the Company, shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour, or of which he is acquitted, or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty, or breach of trust, in relation to the affairs of the Company and any winding up of the Company. (A.14)

16. Winding up of the Company

16.1 If at a General Meeting, a resolution calling for the winding up of the Company is passed by not less than a three-quarters majority of the members present, a postal ballot on the resolution shall then be taken of all members. If the ballot shows that the resolution is approved by not less than three-quarters of those who responded, the Council shall proceed to wind up the Guild.

16.2 If, upon the winding up or dissolution of the Company there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, or distributed among the members of the Company, but shall be given or transferred to such other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 of the Memorandum of Association, or shall be applied to such objects, as may be determined by the Ordinary Members of the Company at or before the dissolution, or, in default thereof, by such Judge of the High Court or Justice, as may have or acquire jurisdiction in the matter. (M.7)