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## **Revised Rules May 2021**

The primary aim of FoFH shall be to bring together like-minded people to enjoy their hobby through a programme of local, national, and international events and ongoing communication. The organisation shall be called Friends of Ferguson Heritage Limited hereafter called Ferguson Heritage or FoFH. The structure of the Club is that of a private company limited by guarantee (£1 per Member). It does not have share capital and is run in accordance with the Companies Act, by the Board of Directors.

The Rules of the Club shall be kept to a minimum to avoid unnecessary bureaucracy whilst ensuring that Club activities are open, fair, and efficient, the defining rules are embedded into the companies Article of Association and the Memorandum of Association, to be fully compliant with UK law.

### **Company Structure**

The Board of Directors will comprise of no more than nine (9) with a minimum of three (3). A director needs to also be a member of the club to hold office. The Directors can appoint members to the Board, to fill vacancies at any time, this is only until the next AGM when they can be offered for re-elected on to the Board. All Directors will be registered in accordance with Companies House Register. Members can be considered for directorship at any time.

Normally each year a third of the Directors will be required to stand down and seek re-election if they wish. The Articles allow the Directors the ability to vary this, providing a term of office no longer than three years before re-election. The articles consider Quorum to be a minimum of three (3) directors, the Directors recommend quorum to be 60% with the Chair having a second or casting vote in the event of a tie. A Director can be removed from office via an extraordinary resolution and replaced.

The Chair will be voted on at an AGM and will hold office for a maximum of two (2) years. before seeking re-election.

The Vice-Chair will act in the Chair's place in their absence, or by invitation, and will be able to execute the same authority as the Chair. The Vice-Chair will be selected from the board of directors and will hold office for a maximum of two (2) years. before seeking re-election.

The re-election of the Chair and Vice-Chair will be in alternate years for continuity. In the event of shared appointment dates the Vice Chair will seek re-election after one year.

In the event, therefore, of the Club folding or of a decision being taken to amalgamate the Club, the membership will separately decide on the disposal of the Club's assets in accordance with the relevant Articles as required by Companies House. This will take place at an AGM, EGM or other special meeting which may be the same meeting as specified above.

AGM's will adhere to current legislation in terms of timing's and conducted in line with the needs of the Club.

All Resolutions must be received prior to the AGM notifications being sent out, they must be seconded by another member and the proposer must attend the AGM. If a resolution is received from an overseas member or a member is unable to attend the AGM, the absent member must appoint another member to represent them to answer any questions on their behalf and this written authority must be handed to the Chair prior to the commencement of the meeting. A no show will result in the resolution being withdrawn.

No other business will be discussed unless the Chair has been notified in writing at least 30 days before the meeting. An agenda will be available for members on arrival at the meeting.

Special meetings or Extraordinary General Meetings may be called by the Administrator if a minimum of 10% of the membership submit a signed petition which must state the subject to be discussed and the reasons for calling the meeting. The Directors and Management Team may also call for such a meeting by a simple majority vote. No other business than the approved agenda may be discussed at such meetings, except urgent items and then only at the discretion of the Chair.

### **The Running of the Club**

The Management Team will have the responsibility for the effective running and growth of the Club. It will be formed of no more than 20 persons comprising the Board of Directors, Club Officers, and Regional Co-ordinators. The Club rules recognise that volunteers are often in short supply and if numbers fall below 20, they may co-opt or appoint members as they see fit, subject to election/ratification at the next AGM.

Membership is renewable annually and the membership year will run from 1<sup>st</sup> April to 31<sup>st</sup> March. If joining during the year, the membership fee and magazine entitlement will be pro rata to the membership year. Membership entitles each member to receive of the 'Ferguson Heritage' magazine as often as it is published.

The Club, by a simple majority vote, has the right to disqualify any individual from membership of the Club or any official from office. In the event of a tied vote, the Club Chair shall have the casting vote.

Finances will be held in bank accounts convenient to FoFH and all monies received by the Club shall be lodged therein. Withdrawals may only be made by signatories nominated and approved by at least two Directors.

An independent accountant shall examine the accounts for the AGM in co-operation with the Directors. The financial year shall run from 1st December to 30th November.

Expenses policy outlines what expenses can be reclaimed by authorised club activities and is available upon request.

The Board will review membership subscription rates annually, and changes to the subscriptions rate will be announced in the of 'Ferguson Heritage' magazine.

Copies of the rules are available to members on application, with a stamped addressed envelope.

Members of FoFH may not use the name of Friends of Ferguson Heritage or Ferguson Heritage or FoFH for personal or financial gain.