

CONSTITUTION OF THE BRICKISH ASSOCIATION

(Last amended 10th March 2011)

A. NAME

The name of the club will be 'The Brickish Association.'

B. AIMS & OBJECTIVES

1. To provide a forum, based in the UK, for adult fans of Lego to meet and exchange ideas.
2. To publicise the community of adult fans of Lego to the general public.
3. To organise, and help in the organisation & publicity of, meetings of members, and shows for members and the general public.
4. To act as the representative of adult fans of Lego in dealings with other organisations. Specifically, to develop the relationship between the Association & its members, and the Lego company.

C. DEFINITIONS

In these rules the following words and expressions will have the following meanings. Words used in the singular number include the plural and vice versa; words using the masculine gender include the feminine and vice versa.

1. 'The OC' means the Organising Committee of The Brickish Association.
2. 'The Club' or 'The Association' means The Brickish Association.
3. 'AFOL' means Adult Fan of Lego: a person over the age of eighteen(18), who is eligible to be a member of the Association.

4. 'Officers' or 'Organising Officers' means the President, Chairperson, Vice-Chairperson, Secretary and Treasurer.
5. 'Committee Meeting' means a meeting of the Organising Committee, which may be held in a physical location, or by electronic means if this is acceptable to all participants.

D. AFFILIATION

1. The Association may be affiliated to other organisations, as determined by the OC.
2. The OC has the power to make or break affiliations.
3. Upon the creation or dissolution of an affiliation, it must be confirmed by a vote of the members at the next General Meeting.
4. Any organisation whose aims and objectives are aligned with those of The Brickish Association, as determined by the OC, is eligible to become affiliated.
5. The constitution of an organisation which wished to become affiliated must have been inspected by the OC before a decision is taken on whether the affiliation should be approved & confirmed.
6. If the constitution of an affiliated organisation is changed, it must be reviewed by the OC to determine whether the affiliation is still valid.

E. MEMBERSHIP & VOTING

1. Membership
 - i. Application for membership will be made by means of a standard application form, which may be submitted on paper or by electronic means, as allowed and defined by the OC.

- ii. Applications for membership will be granted by default, but may be subject to review and rejection by the OC in the first six (6) months of membership.
- iii. Membership will be given to any person over the age of eighteen (18) years who has applied to the association for membership, and paid the annual subscription which was in force when their application was made.
- iv. Each member will be able to cast one vote in each election or on any motion, resolution, or other elective procedure which may take place at any General Meeting, or other decision making process.

F. FINANCE

1. The financial year of the association will start on the first of April and end on the thirty first of March.
2. The OC may, if it is agreed to be appropriate, grant, wholly or in part, financial assistance in the following circumstances:
 - i. Reimbursement of expenses reasonably incurred by groups, or individuals, taking part in events arranged under the auspices of the Association, or other events at which the Association is represented, as long as prior approval to participate has been obtained from the OC.
 - ii. Setting-up grants for the setting-up of new Affiliated Clubs.
 - iii. Loans and grants for special purposes, such as the purchase of equipment, or the organisation of special national or international events. The OC will be free to set repayment terms for loans as it deems appropriate. Grants will be non-repayable.
3. Subscriptions:
 - i. Each member will pay an annual subscription.
 - ii. The subscription rate and date of effect will be set by the OC and will be confirmed by a resolution at a General Meeting.
 - iii. Subscriptions will fall due on the first day of April each year.

- iv. A joining member's first year's subscription shall cover membership until 31 March in the year following.
 - v. a. The annual subscription rate for members is £12.00.
b. The subscription rate for existing members who are resident in the UK and renew their membership for two years is £24.00.
c. The subscription rates in F.3.v.a to F.3.v.b inclusive will apply from the first day of April 2009.
4. The Association will be open to receive donations.
5. In the event of the dissolution of the Association, all funds held by the Association will be donated to a charity. The charity will be determined by a resolution at the General Meeting which sanctions the dissolution of the Association.

G. PROPOSAL AND ELECTION OF OFFICERS

1. The Officers of the Association will be elected at Annual General Meetings, unless a mid-term vacancy occurs, with the exception of the President, as detailed in paragraph H.5.vi below.
2. If a mid-term vacancy occurs, an election to fill the vacant post will take place at a Special General Meeting, which will be held as soon as is reasonably possible after the vacancy occurs.
3. Candidates for the positions of Officers of the Association must be proposed by 5 (five) members, not including themselves. The proposal must be made to the Chairman, in writing or by electronic means, to be received at least 42 (forty-two) days before the General Meeting at which the election will occur.
4. The winner of an election will be the person receiving the most votes in a simple show of hands. The presiding officer's casting vote will not be used except in the case of G.5, below.

5. In the event of two or more candidates receiving the same number of votes, those candidates will be subject to up to two (2) further votes to determine the winner. If, on the third vote, there are still two or more candidates with the same number of votes, the presiding officer will exercise his casting vote to determine the winner.

H. MANAGEMENT

- 1 The Annual General Meeting:
 - i. The Annual General Meeting will normally be held each year within two calendar months of the end of the Association's financial year.
 - ii.
 - a. The agenda, together with copies of the Annual Report (if any) will be circulated to all OC members not less than thirty-five (35) days before the date of the meeting.
 - b. The agenda, which will include details of all nominees for election, will be circulated to all to members not less than twenty-one (21) days before the date of the meeting.
 - c. The Annual Report and Summary of Accounts will be presented at the AGM by the Chairman and Treasurer respectively, and the full audited accounts will be available to be viewed by members at the AGM.
 - iii. The quorum for the Annual General Meeting is ten (10) members.
 - iv. Voting will be by a show of hands of those members present, aggregated with proxy votes of members not present who have registered their votes with the Secretary in the prescribed manner (see H.1.vi).
 - v. The presiding officer will be the Chairperson of the OC, or the Vice-Chairperson if the Chairperson is not present. In the event of neither of these officers being present, the meeting will elect one of the members who are present to be the presiding officer.
 - vi.
 - a. Proxy votes for items in the agenda of the AGM must be registered with the Secretary, in writing or by electronic means, by midnight of the day which is 72 hours before the start of the AGM.
 - b. The Secretary must register receipt of each member's proxy vote, but not the nature of the vote, by means of a message (or messages) posted on the association's website

(www.brickish.org) within 24 hours of the close of proxy voting (see H.1.vi.a above).

- c. Each member's proxy vote on each item in the agenda of the AGM will be included in an appendix to the minutes of the AGM.

2 A Special General Meeting:

- i. A Special General Meeting of the Association will be held whenever the OC decides one is required or whenever twenty (20) members request one, by individual demand by letter or by electronic means, delivered to the Secretary.
- ii. An agenda and copies of papers relating to such a meeting will be circulated as per the arrangements for the Annual General Meeting.
- iii. A Special General Meeting will be conducted in the same way as an Annual General Meeting (H.1.ii-vi above), with the exception that the Annual Report and Summary of Accounts will not be required, and the full audited accounts will not be available.

3 All members of the Association will be entitled to attend all General Meetings and will be entitled to vote. When the votes cast are equal, the presiding officer will have a casting vote (except in G.5 above).

4 Two Auditors, who are not members of the OC, will be elected at the Annual General Meeting.

5 General control of the affairs of the Association will be exercised by the OC, as follows:

- i. The Officers of the Association will consist of a Chairman, Vice-Chairman, Secretary, Treasurer, and optionally a President.
- ii. The OC will consist of the Officers of the Association, plus any co-opted members.
- iii. The OC will have the power to co-opt up to three (3) additional members of the committee, by a two-thirds majority vote of the Officers. Co-opted members may be discharged from the committee by a similar two-thirds majority vote of the Officers.
- iv. The status of any co-opted members will be reviewed annually by the committee.

- v. With the exception of the President, Officers of the OC will hold office for two years. Co-opted members of the OC must also stand down after serving a maximum of two years. Officers will be elected at the Annual General Meeting as follows:
 - a. The Vice-Chairperson and Secretary will be elected in even numbered years.
 - b. The Chairperson and Treasurer will be elected in odd numbered years.

- vi. The post of President:
 - a. The president will only be elected at an AGM, unless a Special General Meeting is called for another reason, in which case the election of a new President may take place at the EGM.
 - b. The President will hold office until the holder of the position resigns, or an election is forced by ten (10) members, in the same manner as the proposition of the other officers is conducted.
 - c. It will be valid to propose that the position of President become vacant.
 - d. It will always be a valid proposition in any election for the position of President that the position shall become vacant, and this must be voted on in each election for the position of President.
 - e. The resignation of the President will not force a General Meeting.

- vii. A Special Meeting of the OC will be called at the discretion of the Chairman, or on receipt, by the Secretary, of a written request for a Special Meeting from more than half the members of the OC.

- viii. At any meeting of the OC, each Officer present will have one (1) vote on each item of business that the Chairman deems necessary to put to a vote, unless they are also acting as described in paragraph ix below. Co-opted members may contribute to the items of business but may not exercise a vote.

- ix. Any Officer of the OC who is unable to attend a meeting may nominate a deputy. The deputy must be a member of the Association. A deputy will have one (1) vote on each item of business and will count towards the quorum for each vote. Where such a deputy is an Officer of the OC in their own right, they will have an additional vote and an additional place in the quorum for each nomination.

- x. In the event that any member of the OC resigns or ceases to act, the OC may at any time appoint, by a 2/3rd majority vote of the

quorum or of the remaining OC Officers, a person to fill the vacancy until the next General Meeting of The Association.

- xi. Four Officers of the OC (or three if the office of President is vacant) will form a quorum. Any resolution or item passed by a majority of the Officers present and voting at a quorate meeting of the OC will be a decision of the OC. In the event of an equality of voting, the Chairman of the meeting will have a casting vote.
- xii. The OC may, from among its members, appoint sub-committees to deal with specific matters. The OC may co-opt members of the Association to any sub-committee appointed under this rule. Such sub-committees will exist until discharged by the OC.
- xiii. The President will be the representative of the Association on any occasion when a person is required to act in that capacity.
- xiv. The Chairperson will:
 - a. Act as the presiding officer of OC meetings and General meetings.
 - b. Set and circulate the agendas for OC meetings and General meetings.
 - c. Set the date, time and place of General meetings.
- xv. The Vice-Chairperson will be the deputy of the Chairperson, and will perform any of the duties of the Chairperson that the Chairperson is unable to perform.
- xvi. The Secretary will:
 - a. Keep adequate records of all the proceedings of the OC and its committees.
 - b. Keep a register of members.
- xvii. The Treasurer will take charge of the funds of the Association which will be paid into the Association's bank account(s) or held as petty cash. All money received on behalf of the Association will be paid to the Treasurer and he will pay all demands under the authority of the OC. Payments will, as far as possible, be made by cheque drawn on the Association's bank account and signed by **two (2)** of the following officers: the President, the Chairman, the Vice-Chairman, the Secretary, the Treasurer. The Treasurer will provide a full and complete account at each audit and whenever required to do so by resolution of the OC.
- xviii. No new rules will be made, amended, or rescinded, unless notice of the proposed change is given on the Agenda paper of

an Annual or Special General Meeting and unless the proposal receives the assent of at least two-thirds of the members present and voting at that meeting.

- xix. The OC will have the power to make bye-laws that are not inconsistent with the rules, to cover any matter arising in the management of the Association.
- xx. All Officers of the Association who under these rules or in following these rules have the custody of any books, documents, records, property or money belonging to the Association must, on request, surrender them to the OC. They will also at any time produce them for inspection by the Chairman or the Secretary.
- xxi. The OC will have the power to suspend membership or any of the privileges or rights of membership, including voting, if it is apparent to the OC that a member is not abiding by the constitution or bye-laws of the Association.
- xxii. The OC may propose to bar a person from membership of the association by means of a motion subject to a vote of the full membership at a General Meeting. The person must be either not a current member, or currently suspended.

6 In any case of doubt as to the meaning of a rule, or its applicability to a particular matter, the OC will have the power to decide the issue.

I. MATTERS NOT COVERED

- 1 The OC will have the power to deal with any matter not covered in these rules.

J. INSURANCE

- 1 The Association will not have any insurance.

K. DISSOLUTION

- 1 The Association may be dissolved by:

- i. A resolution at a General Meeting, or
 - ii. A resolution, carried by at least a two thirds majority, of the OC, if there are not enough members (where ever they may be) left in the Association to form a quorum at a General Meeting, or
 - iii. A resolution, carried unanimously, of the OC, if there are not enough members (where ever they may be) left in the Association to form a quorum at a General Meeting, and if there are are not enough members (where ever they may be) of the OC to form a quorum.
- 2 The resolution to dissolve the Association must specify the date upon which the club will be dissolved, and the charity to which any remaining funds will be donated.
 - 3 The funds of the Association will be disposed of in the manner described in paragraph F.5.
 - 4 The other assets of the Association will be disposed of by the OC at its discretion.