

**FRANCE & COLONIES
PHILATELIC SOCIETY
OF GREAT BRITAIN**

RULES OF THE SOCIETY



**Adopted at the Annual General Meeting
on Saturday 6 May 2017**

FRANCE & COLONIES PHILATELIC SOCIETY OF GREAT BRITAIN

RULES

1 NAME and AIMS

1.1 The society shall be known as the France & Colonies Philatelic Society of Great Britain (the Society).

1.2 The aims of the Society shall be to promote, encourage and facilitate the study of the stamps and postal history of France, her colonies and dependencies and successor states. The Society may affiliate to or act jointly with any other society or organisation for the purpose of promoting or otherwise assisting these aims.

2 MEMBERSHIP

2.1 Any person interested in the aims of the Society is eligible for membership.

2.2 Application for membership of the Society shall be made to the General Secretary in writing on the prescribed form. The applicant shall at the same time pay the amount of the first year's subscription either along with the application or by means of PayPal or bank transfer to the Treasurer. Admission to membership shall be subject to the approval of the Committee.

2.3 A member having paid or being liable for the annual subscription shall be deemed to have accepted the Rules of the Society and any additional rules governing the various facilities organised by the Society.

2.4 The Society will maintain, electronically or otherwise, details of members' addresses, telephone numbers and email addresses for the sole purpose of communicating with them on Society business. These details will be held in accordance with the Data Protection legislation in force.

2.5 If in the opinion of the Committee (i) the conduct of a member of the Society is injurious to the character or interests of the Society whether in relation to his/her membership or otherwise or (ii) a member is in breach of these Rules or owes money to the Society, the Committee shall have the power to terminate such membership and seek to recover any outstanding liability after intimating to the member concerned its intention and having given that member not less than 14 days to make representations to the Committee for consideration. Notice of the intention and the decision shall be given by confirmed or recorded delivery to the member's last known address. In the event of the member seeking to appeal against the decision, the Committee shall establish a sub-committee comprising not less than three officers and three other members of the Society which shall determine such appeal and the decision of the sub-committee shall be final.

3 MANAGEMENT OF THE SOCIETY

3.1 **The Society** is managed in accordance with the Rules of the Society, the responsibility being vested in the Officers and the Committee of the Society. All Officers and members of the Committee are honorary. The Officers and the Committee and all members of the Society shall act at all times in good faith and in the best interests of the Society.

3.2 **The Committee** is appointed from amongst the membership and shall hold all property and assets on behalf of the Society. The Committee is empowered to open such accounts and administer with the Society's funds in such a manner as it deems appropriate and to take such actions within the aims of the Society, subject to a report on the previous year being given to each Annual General Meeting.

3.3 The Committee shall comprise the Officers of the Society, the immediate past President, and no fewer than four nor more than eight other members appointed by the members at a General Meeting. The Committee has the power, within the permitted number, to appoint additional members of the Society to the Committee to serve until the next Annual General Meeting when such additional members shall retire but may offer themselves for re-election.

3.4 The Committee has the power to co-opt to the Committee persons from amongst the membership or elsewhere for specific purposes and periods where it considers that such persons may assist in advancing the aims of the Society. .

3.5 **The Officers of the Society** are the President, Vice-President, General Secretary, Treasurer, Packet Secretary, Auction Secretary, Journal Editor/Manager, and Publications Officer. Where it is deemed necessary for the efficient management of a particular post for there to be more than one officer (for example the Packet Secretary and the Journal Editor/Manager) the Committee shall be enabled to appoint such additional person or persons as Officers. The Committee shall also have the power from time to time to review the functions of the Society and the duties of officers and may as required appoint additional Officers or reduce the number of Officers.

3.6 **The President** shall chair all meetings of the Committee and of the Society and in his/her absence the Vice-President, whom failing such other Officer as is appointed by those present, shall chair the meeting.

3.7 **Election of Officers and Committee** The Officers of the Society and the members of the Committee shall be elected annually by members of the Society present at the Annual General Meeting. All members of the Society are eligible for election. Nominations shall be submitted in writing to the General Secretary, signed by the proposer and a seconder with confirmation that the nominee is willing to have his/her name go forward, not less than 14 days before the commencement of the Annual General Meeting. In the event that Officers and members of the Committee are prepared to stand for election for a further period, intimation should be given to the General Secretary by written or electronic means not less than 14 days before the Annual General Meeting. Where insufficient nominations have been

received, the person chairing the Annual General Meeting may in his/her discretion allow nominations to be made at the meeting.

3.8 Voting at meetings Each member who has paid their subscription present at meetings of the Society, and each member of the Committee present at meetings of the Committee, shall have one vote. Voting will take place by a show of hands, and in the event of a tie the person chairing the meeting will have a casting vote. Unless otherwise provided for in these Rules, resolutions put before a meeting of the Society or of the Committee shall be approved by a simple majority of members present and voting.

3.9 Proxy and postal voting Votes by proxy are not permitted. In the event that the Committee decides that a particular matter requiring a decision (such as the dissolution of the Society but not excluding other matters) is of such significance to members of the Society that it wishes to take the views of the whole membership, the Committee may cause a postal ballot of all members to be held, the arrangements for such a ballot to be determined by the Committee, provided that notice of such a ballot shall be given in the Journal and on the website and may in addition be given by post or email to members' last known addresses with responses being sent by post or email to the General Secretary. For a postal ballot to be valid, not less than 50% of the paid-up membership at the time must return ballot papers. A simple majority of the votes cast shall determine the result of the postal ballot except where otherwise provided for in these Rules.

4 FINANCIAL MATTERS

4.1 Financial year The Society's financial year shall be the calendar year (1 January to 31 December).

4.2 Subscriptions shall be due and payable on 1 January in each year. Where any member's subscription remains unpaid at the date of the Annual General Meeting in that year, that member may at the discretion of the Committee be removed from the roll of members.

4.3 The maximum amount of the annual subscription shall be determined at the Annual General Meeting and shall be effective from 1 January next unless, in the light of the services that the Society will be able to provide, the Committee later decides that a lesser amount is appropriate.

4.4 Financial reporting The Treasurer shall report to each meeting of the Committee and to the Annual General Meeting on the financial situation of the Society and shall have available a report with bank statements and other supporting information, which any member attending such meetings shall have the right to examine.

4.5 Examination of accounts The accounts of the Society shall be submitted each year to an examiner, independent of the Committee and appointed at the Annual General Meeting, who shall be entitled to examine all the books and vouchers and to receive all the information and explanations he/she requires and who shall be required to certify whether or not the books and accounts are in order.

5 MEETINGS OF THE SOCIETY

5.1 ANNUAL GENERAL MEETING

5.1.1 The Annual General Meeting of the Society shall be held each year between March and May at a time and place to be determined by the Committee. Valid notice of the Annual General Meeting shall be given to members not less than 14 days before the meeting by inclusion in the annual Programme or the Journal and on the website, and where possible notice of items other than those noted in 5.1.2 below shall also be given in the Journal.

5.1.2 The business of the Annual General Meeting shall include:

- 1) Consideration of and, if thought fit, (i) adoption of reports by the Officers of the Society, and (ii) approval of the examined accounts, in each case for the preceding year;
- 2) Election of Officers and Members of the Committee;
- 3) Appointment of an examiner of accounts, independent of the Committee;
- 4) Consideration of the programme for the ensuing year;
- 5) Any business of which not less than 28 days written notice has been given to the General Secretary; and
- 6) Any other business raised at the Meeting (no binding decision may be taken).

5.2 SPECIAL GENERAL MEETINGS

5.2.1 Other than in the circumstances of paragraph 6.8, the General Secretary shall convene a Special or Extraordinary General Meeting of the Society if so directed by the Committee or on the written request of not less than 20 members of the Society, stating the item of business for which the meeting is convened. Such a meeting shall be convened within 60 days of the receipt of such direction or written request and shall be held within 60 days of the date of the notice calling the meeting. The notice calling the meeting shall state the business to be transacted. No other business can be transacted at the meeting.

5.3 NOTICE OF AND PROCEDURE AT GENERAL MEETINGS

5.3.1 Except as otherwise provided for in these Rules, notice of General Meetings of the Society shall normally be given in the Journal. The date, time and place of the meeting together with a note of the business of the meeting will be stated in such notice which shall be given not less than 14 days before the meeting in question. In the event of Special General Meetings, the Committee may decide in the circumstances of such meeting to issue the notice of the meeting on the website and either by email or by post to the last-known addresses of members.

5.3.2 The person chairing a General Meeting shall be entitled to accept for discussion relevant amendments in the course of the meeting where such amendments are appropriate or relevant to the business of the meeting and in his/her discretion may allow voting on said amendments.

5.4 QUORUM AT GENERAL MEETINGS

5.4.1 The quorum at General Meetings other than that referred to in paragraph 6.8 shall be not less than nine members including at least three Officers of the Society.

5.5 REGIONAL GROUP MEETINGS

5.5.1 Regional Group meetings of the Society shall be agreed in advance by the Committee.

5.6 MEETINGS OF THE COMMITTEE

5.6.1 The Committee shall meet as required, the quorum being any five members of the Committee including at least three Officers. The Committee however shall have the power to communicate and reach decisions by electronic means provided that a majority, including a majority of Officers, agree on the decisions taken.

6 GENERAL

6.1 AUCTIONS AND PACKETS

6.1.1 The Committee shall on behalf of the Society from time to time make, amend or adopt rules for the operation of the Auction, the Packets and any other matter introduced for the benefit of the membership, and such rules shall be accepted and observed by those participating. The Auction is organised in accordance with the provisions of the *Philatelic Auctioneers' Standard Terms and Conditions of Sale (1973 Revision)*. The Packets contain when issued a set of rules for their operation.

6.2 SECURITY

6.2.1 Members should not, when corresponding with other members or Officers on Society business, make any mention on the outside surfaces of envelopes or packages of Officers' titles, the name of the Society or the nature of the contents.

6.3 AMENDMENT OF RULES

6.3.1 The Rules of the Society may be amended at any General Meeting of the Society of which due notice has been given, stating the amendment(s) proposed.

6.4 INTERPRETATION OF RULES

6.4.1 These Rules shall be governed by and construed in all respects in accordance with English law.

6.4.2 The headings to these Rules are inserted solely for the convenience of members, and do not form part of the Rules or affect or limit in any way the meaning of the Rules and shall not be construed or interpreted as forming part of the Rules.

6.5 NOTICES

6.5.1 All notices under these Rules shall be given in writing and, except where otherwise provided for in these Rules, shall be sent by post or by electronic means to the last-known address or email address of the party to be served. Notices sent by post shall be deemed to have been delivered within two working days after posting. Notices sent by electronic means shall be deemed to have been delivered 24 hours after having been sent.

6.6 ELECTRONIC COMMUNICATIONS

6.6.1 The Society will conduct as much of its communication as possible by email. Members accept and acknowledge that email is not fully secure, may be intercepted by third parties, and may not always reach its intended recipient. All important communications sent to the Society by email should be followed up by a telephone call or by a printed copy sent by post to confirm receipt. The Society will use reasonable endeavours to ensure that emails sent by the Society are free from viruses and any other materials which may cause harm to any computer system. Members undertake to do likewise on any email sent to the Society. In this paragraph, the word Society shall include and extend to all Officers and members of the Committee.

6.7 DISPUTES

6.7.1 In the event of a dispute arising between members of the Society which cannot be resolved in terms of these Rules, the matter shall be referred to an independent person of standing (determined by the Committee) whose decision, including that of costs, shall be binding on all parties involved.

6.8 DISSOLUTION OF THE SOCIETY

6.8.1 In the event of the Committee of the Society deciding that the Society is not in a position to continue with its activities as the result of (i) a continuing lack of members willing to undertake the various roles as Officers of the Society, or (ii) any other issue whether internal or external having a significant impact on the Society or on its membership or activities, and having as a result concluded after consideration that the only viable option is for the Society to be dissolved, the Committee will report in detail in the next ensuing Journal on the issues, the attempts which it has made to resolve these, the decision reached and the reasons therefor. All members shall have the opportunity within 30 days of that Journal being issued to express in writing to the General Secretary their opinion and to offer a possible solution to the issues, which shall be considered by the Committee.

6.8.2 In the event of there being offers which in the view of the Committee would satisfactorily resolve the issues and such offers being implemented, the Committee will inform the membership in the next ensuing issue of the Journal. In the event in the Committee's view of there being no such satisfactory offers, the Committee will call a Special General Meeting, notice of 28 days being given in the said next ensuing issue of the Journal and proposing a resolution that the Society be dissolved. The quorum for this Special General Meeting would be not less than 20 members of the Society (including the Officers)

and the resolution as to dissolution would require to be carried by a 75% majority of those present at the meeting. In the event of the resolution being approved at the meeting, the Committee will make such arrangements as are necessary to dissolve the Society including the appointment of an appropriate person or persons to manage the dissolution, to dissolve the Society, meet any outstanding liabilities and distribute its assets as provided for in paragraph 6.8.4.

6.8.3 In the event of the resolution not being approved and there being no satisfactory alternative or assistance offered, the Committee will within 60 days thereafter dissolve the Society in the manner provided for as if the resolution had been carried and will give notice of this decision either in the Journal or by sending such notice by mail or email to all members.

6.8.4 If in the event of the dissolution of the Society there remains after satisfaction of all debts and liabilities any property whatsoever the same shall not be distributed among or paid to members of the Society but shall be given or transferred to an organisation having objects similar to those of the Society or to an appropriate registered charity, which organisation or charity shall be agreed at the meeting approving the dissolution, subject to the same majority of votes. In the event of the Committee having to take action in terms of paragraph 6.8.3, it shall take the decision as to the disposal of the assets of the Society.

6 May 2017