

# The Constitution



## INTRODUCTION

This document is the Constitution of The Brickish Association. It includes the rules by which the Association is run and to which Members and Officers must adhere.

### 1 NAME

- 1.1 The official name of the organisation is 'The Brickish Association'.

### 2 AIMS & OBJECTIVES

- 2.1 To provide a forum, based in the United Kingdom, for adult fans of LEGO® to meet and exchange ideas.
- 2.2 To publicise the community of adult fans of LEGO to the general public.
- 2.3 To organise, and help in the organisation and publicity of, meetings of members, and shows for members and the general public.
- 2.4 To act as the representative of adult fans of LEGO in dealings with other organisations. Specifically, to develop the relationship between the Association and its members, and the LEGO company.

### 3 TERMS USED

- 3.1 Within this document, the following words and expressions have the following meanings.
- 3.1.1 The 'Association' or 'Brickish' means The Brickish Association.
- 3.1.2 'Member' means any person who has applied for, and been granted, membership of the Association and who has paid his/her subscription.
- 3.1.3 'AFOL' means Adult Fan of Lego: a person over the age of eighteen (18), who is eligible to be a member of the Association.
- 3.1.4 The 'OC' means the Organising Committee of The Brickish Association (see Section 6 for definition).
- 3.1.5 'Officers' means the President, Chairperson, Vice-Chairperson, Secretary and Treasurer.
- 3.1.6 '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.
- 3.1.7 'AGM' means the Annual General Meeting of the Association.
- 3.1.8 'SGM' means a Special General Meeting of the Association.
- 3.1.9 'General Meeting' means either the AGM or an SGM.

### 4 MEMBERSHIP

#### 4.1 Eligibility

- 4.1.1 Membership will be granted to any person over the age of eighteen (18) years who has applied to the Association for membership and has paid the annual subscription that was in force when their application was made.

#### 4.2 Applications

- 4.2.1 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.
- 4.2.2 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.

### **4.3      *Suspension, barring and expulsion***

- 4.3.1 In exceptional circumstances, the OC may bar an applicant from becoming a Member of the Association if it is unanimously agreed by all Officers. The decision must be declared to the membership. If there is no unanimous agreement amongst the Officers, the proposal to bar the applicant must be presented to the full membership and achieve a majority vote at a General Meeting.
- 4.3.2 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 by-laws of the Association.
- 4.3.3 Justifiable grounds for expulsion of a current member from the Association will include compelling evidence of any of the following:
- (a) Non-payment of subscription fees.
  - (b) Theft, embezzlement or fraud.
  - (c) Physical or psychological abuse or intimidation.
  - (d) Bringing the Association into disrepute.
  - (e) Other behaviour or actions deemed unacceptable by a unanimous vote of the OC.
- 4.3.4 The procedure for suspension and/or expulsion of a Member will be as follows:
- (a) First written warning issued privately to the individual.
  - (b) If the warning has not resolved the situation, the OC will suspend membership and associated rights. Written notification and explanation will be issued to the individual and to the membership.
  - (c) If, following suspension of membership, the issue cannot be resolved, the OC will expel the individual from membership of the Association. Written notification and explanation will be issued to the individual and to the membership.
- 4.3.5 The timing of the procedure listed in Clause 4.3.4 will be appropriate to the particular circumstances and at the discretion of the OC.

### **4.4      *Membership cards***

- 4.4.1 Membership cards remain the property of the Association and must be surrendered if membership is terminated before the expiry date printed on them.

## **5           MEETINGS OF THE ASSOCIATION**

### **5.1      *The Annual General Meeting***

- 5.1.1 The AGM will normally be held each year within two calendar months of the end of the Association's financial year.
- 5.1.2 All Members of the Association are entitled to attend the AGM.
- 5.1.3 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.
- 5.1.4 The AGM agenda:
- (a) The annual report will be circulated to all OC members no less than fourteen (14) days before the date of the AGM.
  - (b) The AGM agenda, which will include details of all nominees for election, will be circulated to all Members not less than twenty-one (21) days before the date of the meeting.
  - (c) The annual report will be presented at the AGM by the Chairperson or appointed deputy.
  - (d) The summary of accounts will be presented at the AGM by the Treasurer and the full audited accounts will be available to be viewed by Members at the AGM.
  - (e) Two auditors, who are not Members of the OC, will be elected at the AGM.

- 5.1.5 The quorum for the Annual General Meeting is 10% of the total membership at the time.
- 5.1.6 Each Member will be able to cast one vote only in each election, or on any motion, resolution, or other elective procedure which may take place at any General Meeting, or in any other decision-making process.
- 5.1.7 Voting will be by a show of hands of those Members present, aggregated with valid proxy votes (see Clause 5.1.8).
- 5.1.8 Proxy votes:
- (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 48 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 within 24 hours of the close of proxy voting (see Clause 5.1.8(a)).
- (c) Without identifying the individual voters, the number of ballot votes and the number of proxy votes on each agenda item will be included in an appendix to the minutes of the AGM.
- 5.1.9 When the total votes cast are equal, the presiding Officer will have a casting vote. (If the presiding Officer is standing for re-election, see Clause 7.3.5.)
- 5.1.10 The minutes of the AGM are to be approved by at least two-thirds of the Officers and posted on the Association website within a maximum of one calendar month of the AGM.

## **5.2 A Special General Meeting**

- 5.2.1 An SGM 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.
- 5.2.2 All Members of the Association are entitled to attend an SGM.
- 5.2.3 An agenda and copies of papers relating to such a meeting will be circulated as per the arrangements for the AGM (see Clauses 5.1.4(a) and 5.1.4(b)).
- 5.2.4 An SGM will be conducted in the same way as an AGM (see Section 5.1), with the exception that the Annual Report and summary of accounts will not be required and the full audited accounts will not be available.

## **6 THE ORGANISING COMMITTEE**

### **6.1 Function**

- 6.1.1 The OC will control the affairs of the Association.
- 6.1.2 The OC will have the power to introduce and remove by-laws, being not inconsistent with the rules of the Constitution, to cover any matter arising in the management of the Association. By-laws do not form part of the Constitution.
- 6.1.3 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.
- 6.1.4 The OC may decide to propose affiliations with other organisations. Any such affiliation must be put to a membership vote at a General Meeting.
- 6.1.5 The OC will have the power to deal with any matter not covered by this Constitution. The OC will inform the membership of any significant decisions taken under this clause.
- 6.1.6 The OC will communicate to the membership, in a timely manner via the Brickish website, any significant decisions they have made, together with their rationale. The OC will also communicate any significant issues that are under consideration in order to seek comments from Members.

### **6.2 Structure of the OC**

- 6.2.1 The OC will consist of the Officers of the Association, namely: a President, a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer.

- 6.2.2 The OC will have the power to co-opt up to three (3) additional Members to the OC, by a unanimous vote of the Officers. The following rules apply:
- (a) Co-opted members may be discharged from the Committee by a two-thirds majority vote of the Officers.
  - (b) Co-opted Members are not Officers and have no voting rights in OC votes.
  - (c) The status of any co-opted Members will be reviewed annually by the Officers.
- 6.2.3 The OC may 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 dissolved by the OC.
- 6.2.4 All Officers, co-opted Members and members of sub-committees must be fully paid-up members of the Association throughout their tenure.
- 6.2.5 A listing of names of all Officers, co-opted Members and members of sub-committees, together with the dates of their tenure, will be maintained in the Members' area of the Association website.

### **6.3 Roles and responsibilities of the Officers**

- 6.3.1 The President will:
- (a) Be the primary representative of the Association on any occasion when a person is required to act in that capacity. However, on appropriate occasions, the President may delegate this responsibility to another Officer, or competent Member.
- 6.3.2 The Chairperson will:
- (a) Act as the presiding Officer of OC meetings and General Meetings. If unavailable, the Chairperson will assign another Officer to preside.
  - (b) Set and circulate the agenda for OC meetings and General Meetings.
  - (c) Set the date, time and place of General Meetings.
  - (d) Prepare or oversee preparation of the annual report and present it at the AGM.
  - (e) Provide honest and complete answers at the AGM to any questions raised by Members.
- 6.3.3 The Vice-Chairperson will:
- (a) Be the deputy of the Chairperson, and will perform any of the duties of the Chairperson that the Chairperson is unable to perform.
- 6.3.4 The Secretary will:
- (a) Keep adequate records of all the proceedings of the OC and its sub-committees.
  - (b) Keep a register of Members.
  - (c) Receive and process applications for membership in a timely manner and co-ordinate with the Treasurer regarding receipt of membership subscriptions.
  - (d) Receive and count ballot and proxy votes for elections, or on any motion, resolution, or other elective procedure which may take place at any General Meeting, or any other decision-making process. Also ensure that Members who submit proxy votes do not also vote in person.
  - (e) If there is any possible conflict of interest, such as if the current Secretary is standing in the election, the duties defined in Clause 6.3.4(d) will be performed by another Officer.
- 6.3.5 The Treasurer will:
- (a) 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/she 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 Chairperson, the Vice-Chairperson, the Secretary, the Treasurer.

(b) Provide a full and complete account at each audit and whenever required to do so by resolution of the OC.

(c) Maintain a register of all assets owned by the Association, as well as their whereabouts.

(d) Prepare a summary of accounts to be presented at the AGM (as detailed in Clause 5.1.4(d)), and also publish this on the Members' area of the website, at least seven (7) days before the AGM.

(e) Provide honest and complete answers at the AGM to any questions raised by Members in response to the summary of accounts.

6.3.6 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 Chairperson or the Secretary.

#### **6.4 Meetings of the OC**

6.4.1 A special meeting of the OC will be called at the discretion of the Chairperson, or on receipt, by the Secretary, of a written request for a special meeting from more than half the members of the OC.

6.4.2 At any meeting of the OC, each Officer present will have one (1) vote on each item of business that the Chairperson deems necessary to put to a vote, unless they are also acting as described in Clause 6.4.3 below. Co-opted Members may contribute to the items of business but may not exercise a vote.

6.4.3 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.

6.4.4 In the event that any member of the OC resigns or ceases to satisfactorily fulfil the responsibilities of their role (as defined in Section 6.3), the OC may at any time appoint, by a majority vote of the remaining OC Officers, a Member to fill the vacancy on a temporary basis until the next General Meeting of the Association.

6.4.5 Four Officers of the OC 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 Chairperson will have a casting vote.

6.4.6 No new rules will be made, amended or rescinded, unless notice of the proposed change is given on the Agenda paper of an AGM or SGM and unless the proposal receives the assent of at least two-thirds of the Members present and voting at that meeting.

6.4.7 Formal minutes will be kept of all OC meetings, including special meetings. The minutes will be published on the Association website within one calendar month of the meeting.

### **7 NOMINATION AND ELECTION OF OFFICERS**

#### **7.1 Eligibility**

7.1.1 Any Member of the Association is eligible to put themselves forward as a candidate for nomination.

#### **7.2 Nominations**

7.2.1 Nominees for the positions of Officers must be proposed by five (5) Members, not including themselves. The proposal must be made to the Chairperson, in writing or by electronic means, to be received at least fourteen (14) days before the General Meeting at which the election will occur.

#### **7.3 Elections**

7.3.1 The Officers of the Association will be elected at the AGM, unless a mid-term vacancy occurs.

- 7.3.2 The winner of an election will be the person receiving the most votes in a ballot. The presiding Officer's casting vote will not be used except in the case described in Clause 7.3.3.
- 7.3.3 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/her casting vote to determine the winner.
- 7.3.4 In the event that the presiding Officer is standing for re-election (i.e. the Chairperson or otherwise), the OC will appoint a second Officer to temporarily take over as presiding Officer and, if required, to cast the deciding vote.

#### **7.4 Length of tenure**

- 7.4.1 With the exception of the President, Officers of the OC will hold office for two years.
- (a) The election of Vice-Chairperson and Secretary will take place in even-numbered years.
- (b) The election of Chairperson and Treasurer will take place in odd-numbered years.
- 7.4.2 The President will hold office for four years.
- (a) The election of President will take place in alternate, even-numbered years.
- 7.4.3 There is no upper limit to the number of terms, successive or non-successive, that an individual Member may serve as an Officer.
- 7.4.4 There is no upper limit to the number of times an individual Member may stand for election.
- 7.4.5 Members co-opted to the OC must stand down after serving a maximum of two years. The same Members cannot be co-opted for consecutive tenure periods.

#### **7.5 Officer seeking election to another post**

- 7.5.1 In the event of a serving Officer wishing to stand for a different OC post, the said Officer will be obliged to give notice to resign from their current post no later than when the call for nominations would normally be issued. The said Officer will relinquish their post upon the election regardless of whether or not they have been successfully elected to the new post. This is to enable the election of a replacement to the post they are vacating.
- 7.5.2 The incoming Officer will be granted tenure to the next scheduled election for their role, even if that is less than the normal 2-year period (or 4-year period for the role of President).

### **8 FINANCE**

#### **8.1 Subscriptions**

- 8.1.1 Each Member will pay an annual subscription.
- 8.1.2 The subscription rate and date of effect will be set by the OC and will be confirmed by a resolution at a General Meeting.
- 8.1.3 Subscriptions will fall due on the first day of April each year.
- 8.1.4 Existing Members who fail to pay their subscription by 30 April will have the membership suspended.
- 8.1.5 A joining Member's first year's subscription shall cover membership until 31 March in the year following.
- 8.1.6 The annual subscription rate for Members is £12.00. This rate was applied on the first day of April 2009.
- 8.1.7 The OC will review the subscription cost on an annual basis. If an increase is deemed necessary by the OC, the proposed increase will be subject to a membership vote at the AGM.

**8.2     *The financial year***

8.2.1     The financial year of the Association will start on the first of April and end on the thirty-first of March.

**8.3     *Financial assistance offered by the Association***

8.3.1     The OC may, if it is agreed to be appropriate, grant, wholly or in part, financial assistance in the following circumstances:

(a) 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.

(b) Setting-up grants for the setting-up of new affiliated clubs.

(c) 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.

**8.4     *Donations***

8.4.1     The Association will be open to receive donations.

8.4.2     All donations will be entered into the Association accounts by the Treasurer and the membership will be informed of the donation, the donor and any terms and conditions that the OC have agreed to in connection with the donation.

**8.5     *Insurance***

8.5.1     The Association will not normally maintain insurance cover. The OC will decide whether insurance cover is required for any particular event or for any other reason.

**9        DISSOLUTION OF THE ASSOCIATION****9.1     *Means of dissolution***

9.1.1     The Association may be dissolved:

(a) At a General Meeting, or

(b) By a resolution, carried by at least a two-thirds majority, of the OC, if there are not enough Members (wherever they may be) left in the Association to form a quorum at a General Meeting, or

(c) By a resolution, carried unanimously, of the OC, if there are not enough Members (wherever they may be) left in the Association to form a quorum at a General Meeting, and if there are not enough members (wherever they may be) of the OC to form a quorum.

**9.2     *Date of resolution***

9.2.1     The resolution to dissolve the Association must specify the date upon which the Association will be dissolved, and the charity to which any remaining funds will be donated.

**9.3     *Disposal of funds and assets***

9.3.1     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.

9.3.2     The other assets of the Association will be disposed of by the OC at its discretion.

**10      THE CONSTITUTION****10.1    *This version of the Constitution***

10.1.1    This version of the Constitution was ratified by a greater than two-thirds majority vote of the membership at the AGM on 31 March 2012.

**10.2 Changes to the Constitution**

- 10.2.1 Any change to the Constitution requires a two-thirds majority vote of the membership at a General Meeting.
- 10.2.2 Proposed changes to the Constitution will only be presented for membership vote if first agreed by a majority vote of the OC.
- 10.2.3 Proposed changes to the Constitution can be put forward by any Member of at least one year's standing with the support of five (5) other Members, each of which is also of one year's standing.