



RAY~Link

Issue Four - February 1992

Draft 'Constitution' Unveiled

Our apologies for the weight of paper that has just arrived on your doorstep. Despite strenuous attempts to keep the fine print to a minimum, the combined efforts of Charity law, the Companies Act, common sense and your expressed wishes has resulted in a lengthy document.

We are grateful for the many constructive suggestions made in response to the Green Paper, at the UMIST meeting and subsequently by members. As many of these suggestions as possible have been incorporated into the document.

We realise that it is a lengthy task to read and digest this amount of material but we do hope that you will make the effort. Remember that Raynet is *your* organisation so it is up to you to ensure that the fundamental principles are properly reflected in the 'constitution'.

The first thing that you will notice is that the document is not called 'the constitution'.

We re-examined the costs and benefits of becoming an incorporated body compared with being an unincorporated members association. In short, with the imminent charities legislation, the running costs will be similar whilst the status and protection to members is much greater. Bearing all these issues in mind we have decided to recommend that Raynet becomes a company limited by guarantee - like the RSGB. This seems to be more fitting for an organisation with 4,500+ members. The advantage is that the Raynet members gain all the protection of the Companies Act at the expense of a more complicated looking 'constitution'.

Very briefly, a company limited by guarantee is registered at Companies House. Instead of issuing shares, like a trading company (eg British Telecom), members simply guarantee a small sum in the unfortunate event of the company becoming insolvent. This arrangement is a common vehicle for larger charities and societies. In no way does this change the intention of Raynet from being the non-profit making organisation that we all know.

All charities are some form of organisation be it an association, company or trust before they can be registered as a charity. We have to form the company first and then apply to the Charity Commissioners to be a registered charity.

The 'constitution' actually comprises two parts : the Memorandum of Association and the Articles of Association. The Memorandum sets out the objects (i.e. aims and

purposes) and powers (i.e. abilities) of the company. The Articles explain how the organisation is structured and run.

Our entire approach to writing the document has been to enable Raynet to do things both now and in the future rather than to restrict it. Consequently, there are many references to buildings and paid employees etc which are unlikely to be relevant for many years yet.

The Memorandum is a slightly adapted version of a document produced by the RSGB solicitors some 3 years ago when the charity issue was first raised. This was favourably received by the Charity Commissioners which gives us a high confidence that charity registration will be possible.

The Articles must be based on those suggested by the Companies Act. We have drawn upon the considerable experience of the National Council for Voluntary Organisations through their published model articles and have made minor changes to make it suitable for Raynet.

Local Constitutions

Recognising that some Groups and Counties/Regions already have, or would like to adopt, their own constitution we have constructed the Articles around this principle. They include only the minimal provisions regarding the organisation of Groups etc.

The Articles provide a default constitution to help give the necessary structure to Groups etc who have not yet adopted their own. Obviously as soon as the members approve their own constitution, this default no longer applies. Our intention is to make this default constitution suitable and approved for application as a charity for those Groups etc who wish. We will publish a draft of this model constitution in Ray-Link shortly. Space prevents us from including it in this issue!

Simple election procedures

Taking the strongly voiced opinions at the UMIST meeting, the Articles have a simple and inexpensive election procedure which fits in well with the usual local meetings/AGMs.

Members elect GCs at Group AGMs

GCs elect CCs at County/Region AGMs

GCs + CCs elect ZCs at Zonal AGMs

ZCs form the National Committee and elect their chairman.

Democratic structure

To ensure adherence to the true principles of democracy, the Articles always provide that those that are elected cannot influence their own election.

Whilst the ideal case is that all controllers are elected, there will be occasions when this is impossible. Therefore, provision is included for acting appointments to be made. However, these acting controllers are not granted a vote so as to comply with democratic principles.

Much of the detailed day-to-day running of the organisation needs to be defined. Rather than incorporate this into the Articles, which would be very difficult and awkward to change as circumstances require, it is more sensible, and normal practice, to create Rules. These can be made by the Committee but are subject to the members power to alter or repeal. Like the model constitution we shall publish draft Rules in Ray-Link as soon as we can.

New Zones

There has been a long standing request from members in both Scotland and Wales to split their very large zones into something more practicable. This has been incorporated into the new Schedule of Zones.

Zonal Representatives / Co-ordinators

Under the proposals. Zonal Representatives (renamed Zonal Co-ordinators) have a much greater role and increased responsibilities. Consequently a meeting was held at Coventry on January 26th which all members of the NRC and 10 of the 12 ZRs were able to attend. The structure of the document and the thinking behind it was explained to everybody present. Apart from a very few minor amendments which were suggested, the meeting approved the document. In particular, the ZRs, after discussion, were content with the role outlined for ZCs.

What Next?

We hope that you won't find too many errors or omissions in the document but if you do find anything then please let your ZR know. We intend to seek professional advice shortly. Obviously we will incorporate both members' and solicitor's comments before any final document is offered for adoption at an inaugural meeting.

Finance

At the Coventry meeting, much useful progress was made in discussing the finances of the proposed new national organisation. Work goes on to reduce the members commitment whilst ensuring the long term viability of the independent organisation.

Finally...

We regret having to burden you, yet again, with fine administrative detail but we are sure that you will appreciate the necessity for a firm foundation to support the important work of Raynet.

Other matters

Raynet Registrations

We are occasionally asked for the address of Raynet registrations and also if the 'new' form is still the correct issue. By way of reminder, the system is that Group members return their completed forms and photograph to their Group Controller or membership officer. They in turn gather them together and send them off as a batch to:

Raynet Registrations, 3 Burley Close, Desford
Leicester LE9 9HX

Whilst talking of Raynet Registrations, we must make

special mention of the very generous long term loan of a brand new PC. This 386SX machine has been given to the Registrations team. Our old machine was proving troublesome but we can now take it off line for refurbishment. To avoid any embarrassment, we won't mention anybody's name, but many thanks to the two members concerned.

Almost by way of example of the state of our old machine we have to make a special plea to anyone who has received cards during the last month. We have discovered that an occasional problem with the CMOS RAM has caused a few cards to go out with an incorrect date. We think that we have caught most of them but please check. It would be embarrassing to find that your card apparently ran out in 1986! If you do have a faulty card, then please return it to Registrations with a note. I am afraid that we will also need a photograph as it is impossible to re-use the old ones.

GB7NRC and G4NRC

GB7NRC is the BBS run by Raynet for the benefit of members. It contains a wealth of information, contact points, exercise and incident reports etc. It is your BBS so please feel free to use it

Remember that it may not to be used for business communication. It is also quite a long way from most NRC members. Packet messages sent to NRC @ GB7NRC will be subject to considerable delay as they must be forwarded. We are non too keen on the use of packet for important messages anyway, so if you really want to send a message to NRC, we suggest you use the post!

That aside though, please do find out what is available and feel free to download (or, even better, upload) items. Remember that you can get a copy of anything on GB7NRC delivered to your local BBS by using the REQFIL request. Rather than give you a packet tutorial here - ask your local sysop about reqfils if you are unsure or simply send your request to SYSOP@ GB7NRC.

One important function that is centralised at GB7NRC is the National Diary. This is a list of all Raynet events and activities. To make your entry simply send it to SYSOP@GB7NRC mentioning the group, the date, the event and the User service. This serves two functions. Firstly, NRC gets a good idea of the type of activities being undertaken across the country (very good ammunition when talking to user services and licencing people) and secondly it can help to highlight potential resourcing problems of frequencies or personnel. We know that many Counties and Zones use the diary to help them plan larger events. Why not do the same?

G4NRC is the club call held by NRC. It is used every weekend to run the 80 metre net. This has been going for many years and is on 3663 KHz at 0830 and usually runs until about 0915 every Sunday. The net is intended as a medium for exchanging news about Raynet - principally between controllers but all stations are very welcome to join. NRC are trying to give this net a bit of a boost by collecting volunteers to help control the net from different locations around the country so that all the zones get a reasonable chance of hearing and being heard. This is a good opportunity to boost our hf capability for intra G so if you have an interest in 80 (or 40) then please join in.

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The Companies Act 1985 Company Limited by Guarantee and not having a share capital

Memorandum of Association

of the

Radio Amateurs' Emergency Network Limited

(known as Raynet)

1. The name of the Company (hereinafter called "The Company ") is 'Radio Amateurs' Emergency Network Limited'.
2. The Registered office of the Company will be situated in England.
3. The object for which the Company is established is to relieve distress and poverty resulting from emergencies and disasters and to provide communication services of benefit to the community for use during or in anticipation of but not limited to such emergencies and disasters or in efforts to prevent or mitigate the effects of them and to assist in rescuing those affected or in danger of being affected by them and in furtherance of the foregoing object to co-operate with and provide assistance to other organisations (including particularly the St. John Ambulance Brigade and the British Red Cross Society), and to Government, Local Authority, Police, Fire and other public or voluntary services, bodies, institutions, authorities or agencies (whether local, regional, national or international) when they are engaged or when contemplating engagement in activities consistent with the above object.

In furtherance of the foregoing object but not further or otherwise the Company shall have the following powers:-

 - a. (i) To provide, retain, co-ordinate and maintain emergency communications by radio, telephone, telex, or other systems and to co-operate with other persons and organisations or any international central local or other public authority similarly occupied.
 - (ii) To assist in the formation of associations of members of the Company for the purpose of advancing the objects of the Company and of raising funds for the Company's work: to co-ordinate and assist the work of such associations and to ensure that high standards are maintained in all the activities of such associations and of the individuals comprised in them in pursuit of the objects of the Company,
 - (iii) To provide or assist in the provision of technical assistance consultancy or advisory services to persons or organisations concerned in work directed towards the above object,
 - (iv) To promote amongst the public at large both in the United Kingdom and throughout the world interest in the problems of distress and poverty caused by emergencies and disasters and in the need for effective communications services that can be maintained notwithstanding such emergencies and disasters.
- b. To purchase take on lease or in exchange hire or otherwise acquire and hold any real or personal estate of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch, department or association thereof and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate.
- c. To erect construct lay down enlarge alter and maintain factories buildings works plants and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection construction and maintenance of any of the same.
- d. To borrow or raise or secure the payment of money for the purposes of or in connection with the object of the Company on such terms (with any necessary consents) and on such security as may be thought fit and whether by the creation and issue of debenture or debenture stock or otherwise.
- e. To co-operate sub-contract or enter into any arrangements of any kind with any of the organisations or bodies named or referred to in the preamble to this clause or any international central local or other public authority or any other body or person throughout the world whenever it appears to the Company that such co-operation or agreement as aforesaid is likely to assist promote or make more effective any of the work of the Company and may in like manner co-ordinate the activities of the Company with those of any such authority or person.
- f. To foster and undertake research into any aspects of the objects of the Company and its work and to disseminate the results of any such research.
- g. To accept subscriptions capitation donations devise bequests and to issue appeals hold public meetings and take such other steps as may be required for the purposes of procuring contributions to the funds of the Company in the shape of donations subscriptions or otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for its charitable objects.
- h. To take and accept any gift of money property or other assets whether subject to any special trust or

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- not for any of the purposes of the Company.
- i. To draw make accept endorse discount execute and issue promissory notes bills cheques and other instruments and operate bank accounts.
 - j. To invest the moneys of the Company not immediately required for its purposes in or upon such stocks funds securities or other investments in any part of the world whether involving liability or not as the Company shall in its absolute discretion think fit.
 - k. To make any donations in cash or assets or establish or support aid in the establishment or support of or contribute or lend money with or without security to or for any charitable institution corporation fund trusts of purposes having or including purposes similar to the object of the Company.
 1. To cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films, recorded tapes or any appropriate media.
 - m. To cause to be produced and made available such materials, equipment, tools clothing, supplies and other items as will assist the Company's officers, servants, voluntary workers or members to further the objects of the Company,
 - n. To hold exhibition, meetings, lectures, classes, seminars and courses either alone or with others,
 - o. To establish and maintain an information network comprising books journals and other publications films and other audio-visual materials television and radio programmes and other audio materials computerised data and a directory of persons and other resources available for the promotion of the object of the Company.
 - p. To undertake and execute charitable trusts.
 - q. To engage and pay any person or persons whether on a full time or part time basis or whether as consultant or employee to supervise organise carry on the work of and advise the Company.
 - r. Subject to the provisions of Clause 4 hereof make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouse and other dependants.
 - s. To insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit.
 - t. To amalgamate with any company institution society or association which shall be charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by the Memorandum of Association.
 - u. To pay out of the funds of the Company the proper costs charges and expenses of and incidental to the formation and registration of the Company,
- v. To do all such other lawful and charitable things as will further the object of the Company provided that:-
 - (i) In case the Company shall take or hold any property which may be subject to any trust the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trust;
 - (ii) The Company's object shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
 - (iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company shall not sell mortgage charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the Management Committee of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Management Committee of the Company had been if no incorporation of the Company had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners.
4. The income and property of the Company shall be applied solely towards the promotion of its objects or within the powers as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Company and no member of its Management Committee of the Company shall be appointed to any office of the Company paid by salary fees or receive any remuneration or benefit in money or moneys worth from the Company provided that nothing herein shall prevent any payment in good faith by the Company:-
 - a. Of reasonable and proper remuneration to any member officer or servant of the Company (not being a member of its Management Committee of the Company) for any services rendered to the Company and of any expenses necessarily incurred in carrying out the duties of any member officer or servant of the Company;
 - b. Of interest on money lent by any member of the Company or its Management Committee of the Company at a rate per annum not exceeding two per cent less than the base lending rate of a clearing bank selected by the Management Committee of

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- the Company or three per cent whichever is the greater;
- c. To any member of its Management Committee of the Company of reasonable and proper out of pocket expenses;
 - d. Of reasonable and proper rent for premises demised or let by any member of the Company.
 - e. Of fees, remuneration or other benefit in money or moneys worth to a company of which a member of the Management Committee of the Company may be a member holding not more than one twentieth part of the capital of that company.
5. The liability of the member is limited.
 6. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he or she is a member or within one year after he or she ceases to be a member for payment of the debts and liabilities of the Company contracted before he or she ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of contributors amongst themselves such amount as may be required not exceeding £5.
 7. If upon the winding up of or dissolution of the Company there remains after the satisfaction of all 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 some other charitable institution or institutions having objects similar to the object of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as imposed on the Company under or by virtue of Clause 4 of this Memorandum of Association at or before the time of dissolution and if so far as effect cannot be given to such provision then to some other charitable object.

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The Companies Act 1985

Company limited by guarantee and not having a share capital

Articles of Association of the Radio Amateurs' Emergency Network Limited (known as Raynet)

Interpretation

1. In these Articles:-

"the Act" means the Companies Act, 1985.

"the Committee" means the Management Committee of the Company.

"the Seal" means the common seal of the Company.

"the United Kingdom" means Great Britain and Northern Ireland.

"County" means a county in England, Wales or Northern Ireland or a Scottish Region or Islands Authority as defined by the Boundaries Commissions.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

EXPLANATION

The notes in this column are intended as a guide to interpretation of the Articles. They do not form part of the Articles, however.

The paragraph numbers corresponds the Article with the same number.

Objects

2. The Company is established for the objects expressed in the Memorandum of Association.

2. The Memorandum defines the reason for the Company existing. The Articles define how it -works.

Members

3. The number of members which the Company proposes to be registered is unlimited.

3. The number of members of a Company may be defined but we choose not to.

4. 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.

4. Opens the door to definition of membership in the Articles.

5. Applicants for membership must be 14 years of age or over.

5. Although an age limit is, in many ways regrettable, issues of insurance and liability dictate that we put a reasonable lower limit on membership.

6. Every person who wishes to become a member shall deliver to the single Group with whom he wishes to be registered an application for membership in such form as the Committee shall require. An application for membership may be approved or rejected by the Group Controller in accordance with that Group's constitution. Upon acceptance the Group Controller shall cause the application for membership to be delivered to the Company in such manner together with such payment as may be required by the Committee. The Committee shall have the right for good and sufficient reason to refuse the membership of any applicant provided that the Group Controller concerned shall have a right to challenge the decision in the manner as laid down in the Rules. A member may be registered by only one Group at any one time.

6. Membership is through a Group. The Group can choose to accept or reject an application but once accepted the Group is then obliged to register the new member with the National Committee. The National Committee has the final say in membership.

7. The Committee may from time to time determine the duration or durations of membership offered to those

7. This gives the freedom to offer yearly, two yearly or even monthly membership - whatever is useful at the

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- applying for, or renewing, their membership.
8. A member may within such period of his membership as the Committee may from time to time determine apply for the renewal of his membership by delivering to the Group with whom he is already registered an application for renewal of membership in such form as the Committee require. Provided that the renewal of membership is in accordance with the requirements of that Group's constitution, the Group Controller shall cause the application for renewal of membership to be delivered to the Company in such manner together with such payment as may be required by the Committee.
 9. An existing member who wishes to renew his membership with a different Group to that by which he is already registered shall make an application for membership, in accordance with Article 6, as if he were not already a member.
 10. The Committee shall have the right for good and sufficient reason to terminate or suspend the membership of any member provided that the member concerned shall have a right to challenge the decision in the manner as laid down in the Rules. The Committee may rescind the suspension of a member or reinstate any person whose membership has been terminated.
 11. A member may at any time withdraw from the Company by giving written notice to the Company in such manner as shall be laid down in the Rules and discharging all obligations including the return of all Company property to the Company. Membership shall not be transferable and shall cease on death.
 12. The duties and responsibilities of members shall be those as laid down in the Rules.
- time. It can also be different for new members and existing members, should that ever be needed.*
8. *An existing member has the right to request renewal. There is freedom to permit renewal requests at any convenient time during the existing membership. (This maybe up to 3 months before expiry, maybe 2 - whatever turns out to be convenient There is complete freedom to set the periods for efficient running of the organisation.) The Group must action the renewal request providing that the requirements of the Group Constitution have been met (eg the member does not owe the Group money). This removes the possibility of a member being ousted unfairly simply by not renewing him.*
 9. *If a member wishes to change Groups for whatever reason then he is effectively re-applying for membership. This avoids a Group having members imposed on them.*
 10. *Should it be necessary to remove or suspend a member, this gives National Committee that right but with safeguards agreed by the membership in the form of published Rules. Such drastic action can also be undone.*
 11. *This permits a member to quit if he wishes but only after he has paid up any debts or returned borrowed equipment. Membership rights may not be left in a will or sold or given away.*

Groups

13. Subject to the prior approval of the Committee members may establish Groups for the furtherance of the Company's objects. The Committee may only withhold approval for good and sufficient reason and provided that the members concerned shall have a right to challenge the decision in the manner as laid down in the Rules. Groups so established shall comply with and be subject to the following regulations:-
 - a) The Group's name, area or scope, and where necessary the County, if any, that it is deemed to lie within may be changed or determined by the Committee for good and sufficient reason and provided that the members concerned shall have a right to challenge the decision in the manner as laid down in the Rules.
 - b) In the absence of their own governing instrument. Groups will be deemed to have adopted the model constitution as published in the Rules.
 - c) The members shall elect, by simple majority, from amongst their number an individual who is willing to serve as their Group Controller until the next annual general meeting of the Group. Only Members who are currently registered by the Group may vote. The Committee shall have the right for good and sufficient reason to terminate or suspend the position of any Group Controller
13. *This gives members the essential freedom to create Raynet Groups. There is enough scope to define the Group in a flexible way - not just by geographical area - should that ever be needed. Groups must have Raynet objectives (we wish to avoid creating exclusive clubs which don't do any Raynet work). National Committee and the Group must agree on the Group parameters.*
 - a. *Groups should not have the same name as another Group nor offensive names. Also names may need to change or be changed if circumstances in a Group's area change. A Group may perhaps cross county boundaries which has ramifications for electing County Controllers. This article allows the allegiance of a Group to a County to be determined in such circumstances.*
 - b. *This gives the Group the freedom to adopt its own constitution if it wishes but defines some elementary legal basis for organising Group affairs if it does not adopt a local constitution.*
 - c. *There needs to be a Group Controller. He must be a Group member. The members of that Group decide which of them it will be. The job description is published by National Committee. There is a method of removing or suspending a Controller but with published safeguards agreed by the members.*

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provided that the Group Controller concerned shall have a right to challenge the decision in the manner as laid down in the Rules. The Committee may rescind the suspension or termination of a Group Controller's appointment.

- d) Each year the Group shall hold a properly constituted and minuted annual general meeting at which the principal business shall be the report of the Group Controller together with the election or re-election of a Group Controller for a period of one year.
 - e) The duties and responsibilities of Group Controllers shall be those as laid down in the Rules.
 - f) Nothing in these Articles shall prevent Groups from establishing and maintaining their own funds including the receiving of donations and the collection of subscriptions. Any such funds may be expended by the Group solely for the furtherance of the Company's objects and proper accounting records shall be maintained and presented to the Group's members at their annual general meeting.
 - g) A copy of the minutes of a Group's general meetings held within the immediately preceding seven years including any statements of accounts presented and a copy of the Group's relevant governing instrument must be made available to the Committee on request within 28 days.
 - h) Subject to these regulations, the Group may generally manage its own affairs and may amend or adopt its own governing instrument so long as the said instrument or any part thereof is not contrary to the Company's Memorandum and Articles of Association or the Company's Rules at the time of adoption. Any such adoption or amendment must be notified to the Company in the manner laid down in the rules. The Group shall be solely responsible for its own debts and liabilities and shall not pledge the credit of the Company or that of the Committee or of any individual member or officer of the Committee.
14. The Committee may appoint a member for a period of up to 12 months to be an Acting Group Controller for so long as there is no elected Group Controller for that Group.
15. Groups may be deemed to have been dissolved whenever a Group has had no registered members for a period of at least 6 months or in accordance with a resolution from a general meeting of the Group.

Counties

16. Groups whose scope is defined to be within a County shall co-operate with all other Groups within the County for the furtherance of the Company's objects and for so long as such County exists to form a County Organisation. Each County Organisation so formed shall comply with and be subject to the following regulations:-
- a) In the absence of their own governing instrument. County Organisations will be deemed to have adopted the model constitution as published in the Rules.
- 14. Provision for ensuring that there is a Group Controller if the members cannot elect one for some reason but an Acting Controller appointment cannot be made, or maintained, if there is an elected Controller.*
- 15. Provision for Groups ceasing to exist either by resolution of the relevant members or by virtue of lack of interest.*
- 16. Definition of a County in Raynet terms. Most of the following related sub-sections relate to Counties in the same way as the sub-sections in the relevant Article relate to Groups.*
- a. *This gives the County the freedom to adopt its own constitution if it wishes but defines some elementary legal basis for organising County affairs if it does not adopt a local constitution.*

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- b) The elected Group Controllers of Groups within the County shall elect, by simple majority, a member who has expressed his willingness to accept the position as their County Controller until that County Organisation's next annual general meeting.
 - c) The duties and responsibilities of County Controllers shall be those as laid down in the Rules.
 - d) Upon election as County Controller an individual must vacate any position as Group Controller.
 - e) The Committee shall have the right for good and sufficient reason to terminate or suspend the position of any County Controller provided that the County Controller concerned shall have a right to challenge the decision in the manner as laid down in the Rules. The Committee may rescind the suspension or termination of a County Controller's appointment.
 - f) Each year the County Organisation shall hold a properly constituted and minuted annual general meeting at which the principal business shall be the report of the County Controller together with the election or re-election of a County Controller for a period of one year.
 - g) Nothing in these Articles shall prevent County Organisations from establishing and maintaining their own funds including the receiving of donations and the collection of subscriptions. Any such funds may be expended by the County Organisation solely for the furtherance of the Company's objects and proper accounting records shall be maintained and presented to the County Organisation's Group Controllers at their annual general meeting.
 - h) A copy of the minutes of a County Organisation's general meetings held within the immediately preceding seven years including any statements of accounts presented and a copy of the County Organisation's relevant governing instrument must be made available to the Committee on request within 28 days.
 - i) Subject to these regulations, the County Organisation may generally manage its own affairs and may amend or adopt its own governing instrument so long as the said instrument or any part thereof is not contrary to the Company's Memorandum and Articles of Association or the Company's Rules at the time of adoption. Any such adoption or amendment must be notified to the Company in the manner laid down in the rules. The County shall be solely responsible for its own debts and liabilities and shall not pledge the credit of the Company or that of the Committee or of any individual Group or County Controller or officer of the Committee.
17. The Committee may appoint a member for a period of up to 12 months as an Acting County Controller for so long as there is no elected County Controller for that County.
- b. There needs to be a County Controller. The Group Controllers of that County decide who it will be. The job description is published by National Committee.*
 - d. The County Controller can also be a full elected Group Controller but the position of Group Controller in this circumstance must be confirmed by the members. Formally, this is by creating a vacancy for the post of GC which triggers an election process. There is nothing to prevent the CC standing as GC.*
 - e. There is a method of removing or suspending a Controller but with published safeguards agreed by the members.*
 - f. County Controllers will be elected properly and visibly.*
 - g. Freedom for Counties to do as they like with their own money provided it doesn't go against the basic purposes of Raynet and it is properly looked after.*
 - h. In the unlikely event of a problem or complaint National Committee can, at least see the minutes, the balance sheet and constitution of a County. The phrase 'Governing Instrument' covers cases such as where a County has formed itself into a limited company for charity reasons.*
 - i. Freedom for Counties to adopt a local constitution and organise itself so long as it does not go against the basic Raynet aims. Counties cannot use the good name of the national Raynet body as surety for bans.*
17. Provision for ensuring that there is a County Controller if the Group Controllers cannot elect one for some reason but an Acting Controller appointment cannot be made, or maintained, if there is an elected Controller.

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Zones

18. Groups and County Organisations within the Zones defined in the Schedule shall co-operate with all other County Organisations within the Zone for the furtherance of the Company's objects. Each Zone so established shall comply with and be subject to the following regulations:-
- a) In the absence of their own governing instrument. Zones will be deemed to have adopted the model constitution as published in the Rules .
 - b) An election for the position of Zonal Co-ordinator shall take place in the final year of a Zonal Co-ordinator's term of office or upon there being a casual vacancy. This election must take place on such a date as to permit the result to be notified to the Committee by the 15th of November of that year. The elected Group and County Controllers of those Groups and County Organisations within the Zone shall elect, by simple majority, a member who is currently registered by a Group defined to be within the Zone and has expressed his willingness to accept the position as their Zonal Co-ordinator. Candidates must not be disqualified under Article 54 to be members of the Committee. Zonal Co-ordinators shall serve for a period of three years commencing on the first day of January following their election.
 - c) The member so elected shall ensure that notification of the result of the election is received by the Committee no later than the 15th of November of the year of the election. This notification must include a declaration of the results of the election signed by the election scrutineers or tellers and a signed declaration of willingness to accept the position by the elected member.
 - d) The duties and responsibilities of Zonal Co-ordinators shall be those as laid down in the Rules.
 - e) Upon election as Zonal Co-ordinator an individual must vacate any position as Group Controller and all positions as County Controller.
 - f) The Zone shall hold a properly constituted and minuted annual general meeting at which the principal business shall be the report of the Zonal Co-ordinator.
 - g) Nothing in these Articles shall prevent Zones from establishing and maintaining their own funds including the receiving of donations and the collection of subscriptions. Any such funds may be expended by the Zone solely for the furtherance of the Company's objects and proper accounting records shall be maintained and presented to the Zone's Group and County Controllers at their annual general meeting.
 - h) A copy of the minutes of a Zone's general meetings held within the immediately preceding seven years including any statements of accounts presented and a copy of the Zone's relevant governing instrument must be made available to the Committee on request within 28 days.
18. *Definition of Zones and their purpose. Most of the following related sub-sections relate to Zones in the same way as the sub-sections in the relevant Article relate to Counties.*
- a. *This gives the Zone the freedom to adopt its own constitution if it wishes but defines some elementary legal basis for organising Zone affairs if it does not adopt a local constitution.*
 - b. *There needs to be a Zonal Co-ordinator. He must be a member within that Zone. The Group and County Controllers of that Zone decide who it will be. The job description is published by National Committee. Elections are for a three year period of office. Duties start on the January after the elections and elections can only be held when they are due. Zonal Co-ordinators are effectively Directors of the Company and there is a requirement to notify Companies House, hence the notification date and the reference to the article which defines persons legally unfit to be a Company Director.*
 - c. *The new Zonal Co-ordinator takes responsibility for notification as he is about to become a Company Director. The declaration by independent tellers is to provide reasonable safeguards against someone becoming a Director by improper means.*
 - d. *The job description of a Zonal Co-ordinator is published by National Committee for everyone to see.*
 - e. *The Zonal Co-ordinator can also be a full elected Group or County Controller but the position of Group or County Controller in this circumstance must be confirmed by the members. Formally, this is by creating a vacancy for the posts which triggers an election process. There is nothing to prevent the Zc standing as CC or GC.*
 - f. *Zonal Co-ordinators will be accountable to their members for their activities and the proper use of Zone funds, if any.*
 - g. *Freedom for Zones to do as they like with their own money provided that it doesn't go against the basic purposes of Raynet and it is properly looked after.*
 - h. *In the unlikely event of a problem or complaint, National Committee can, at least, see the minutes, the balance sheet and constitution of a Zone. The phrase 'Governing Instrument' covers cases such as where a Zone has formed itself into a limited company for charity reasons.*

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i) Subject to these regulations, the Zone may generally manage its own affairs and may amend or adopt its own governing instrument so long as the said instrument is not contrary to the Company's Memorandum and Articles of Association or the Company's Rules at the time of adoption. Any such adoption or amendment must be notified to the Company in the manner laid down in the rules. The Zone shall be solely responsible for its own debts and liabilities and shall not pledge the credit of the Company or that of the Committee or of any individual County Controller or officer of the Committee.

19. If at any time a Zonal Co-ordinator becomes disqualified under Article 54 then he shall immediately vacate the post of Zonal Co-ordinator.
20. The Committee may appoint an Acting Zonal Co-ordinator in the event of there being a vacancy for the post of Zonal Co-ordinator in that Zone. The term of office of an Acting Zonal Co-ordinator shall expire on the 31st December in the year of appointment

Affiliated Organisations

21. The Committee may admit organisations sharing aims or objectives which are similar or complementary to those of the Company to such privileges of affiliation to the Company on such terms and for such periods as shall be laid down by the Committee.
22. Affiliated organisations shall not be eligible for membership.
23. After due notification, an affiliated organisation which is in default of any agreement may be dis-affiliated by order of the Committee.

Patrons

24. The Committee may appoint any individual to be a patron of the Company whilst such an appointment is mutually acceptable.

General Meetings

25. The Company shall each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Committee shall appoint. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
26. The Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient

i. Freedom for Counties to adopt a local constitution and organise itself so long as it does not go against the basic Raynet aims. Counties cannot use the good name of the national Raynet body as surety for loans.

19. Provision for ensuring that should a Zonal Co-ordinator become legally unfit to hold the position of Company Director, according to the requirements of the Companies Act, he will also cease to be a Zonal Co-ordinator. Without this provision it would be possible to have a situation where an elected ZC could not run the Company as a Director but with no way of replacing him.
20. Provision for ensuring that there is a Zonal Co-ordinator if the Controllors cannot elect one for some reason but an Acting Zonal Co-ordinator appointment cannot be made or maintained, if there is an elected Zonal Co-ordinator.
21. This enables Raynet to permit organisations to affiliate to Raynet. The precise details of the affiliation agreement can be tailored according to the organisation.
22. The right to receive notice of General Meetings is effectively that of voting. This is a Companies Act definition. The Article ensures that we could not suffer an enforced change of policy by votes from outside bodies.
23. This is a safeguard which allows Raynet to dis-affiliate itself, should that be necessary.
24. Patrons could be useful for all sorts of reasons. This Article allows Raynet the flexibility to enter into any beneficial arrangement including short term patronage (perhaps for an appeal or a particular task).
25. Patrons should not be in a position to influence Raynet policy by voting at a General Meeting or in Committee.
26. The Act provides for an EGM to be held at the request of 10% of the voting membership. Thus if there are about 250 Groups and Counties in total then an EGM must be called at the request of 25 of those Controllors. The only requirement is that the request must state the purpose and be deposited at the registered office signed by the requestors. In addition to this statutory requirement, the Committee may call an EGM whenever it thinks necessary.
27. Article 74 sets out who is entitled to receive notice.

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members of the Committee to form a quorum, any member of the Committee or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.

Notice of General Meetings

27. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice in writing. Other meetings shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed;-

- a) in the case of the Annual General Meeting, by all the members entitled to attend and vote; and
- b) in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five percent of the total voting rights at that meeting of all the members.

28. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

29. The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, the reports of the Committee and auditors and the appointment of, and the fixing of the remuneration of, the auditors.

30. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business: three members or one-tenth of the membership present in person, whichever is greater, of those persons entitled to vote shall be a quorum. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee may determine.

31. The Chairman of the Company shall chair every General Meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the elected members of the Committee

present shall elect one of their number to chair the meeting.

32. If at any meeting no Committee member is willing to act as chairman or if no Committee member is present within fifteen minutes after the time appointed for holding the meeting, the members present who are entitled to vote shall choose one of their number to chair the meeting.

33. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

34. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- a) by the chairman; or
- b) by at least five members who are eligible to vote and are present either in person or by proxy.

Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

35. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

36. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the next poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

37. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

Votes of members

38. Every individual who is an elected Group Controller, elected County Controller or an elected Zonal Co-

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ordinator and the Company Chairman shall have only one vote. No other persons, organisations or members shall be entitled to vote.

- 39. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 40. On a poll, votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion. On a show of hands a member present only by proxy shall have no vote. A proxy need not be a member.
- 41. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as, circumstances allow or in any other form which is usual or which the Committee may approve):

'Radio Amateurs' Emergency Network,
I,
of
being a member of the above-named
company
hereby appoint.....
of.....
and failing him,.....
of.....
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.....,
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
.....19....."

- 42. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or in some other way approved by the Committee shall be deposited at the registered office of the Company not less than 48 hours before the time appointed for holding the meeting, or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of poll not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.

- 43. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity, or revocation aforesaid shall have been received at the registered office no later than 48 hours before the commencement of the meeting or adjourned meeting at which the proxy is used.

Committee of Management

- 44. The elected Zonal Co-ordinators shall be voting members of the Committee. Acting Zonal Co-ordinators shall be non-voting members of the Committee.
- 45. An election for the position of Company Chairman shall take place in the final year of the Chairman's term of office or upon there being a casual vacancy. The elected Zonal Co-ordinators shall elect a member to hold the position of Company Chairman who will also be a voting member of the Committee and its chairman. The Company Chairman shall serve for a period of three years.
- 46. The Company Chairman shall not also hold any elected position as Zonal Co-ordinator, County Controller or Group Controller.
- 47. The Company Chairman shall appoint as officers to the Company a Company Secretary and such other Committee members as may be required by the Committee. These officers must be members of the Company but shall be non-voting members of the Committee. Such appointments shall be subject to approval by the Committee. The terms of office and the duties of these officers may be defined by the Committee from time to time.
- 48. The Committee shall have the power to co-opt individuals to be non-voting members of the Committee for a period of up to one year. Such co-option may be renewed at any time for a further period of one year.
- 49. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act remove any Committee member before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such member. The Company may by ordinary resolution appoint another member in place of a Committee member removed under this Article. Where such an appointee is replacing a Zonal Co-ordinator he must be currently registered to a Group defined to be within the same Zone as the removed Committee member.

Powers and Duties of the Committee

- 50. The business of the Company shall be managed by the Committee who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the

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Company in General Meeting; but no such regulation shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.

51. The Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.
52. All cheques and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed drawn accepted, endorsed or otherwise executed, as the case may be, in such manner as the Committee shall from time to time determine.
53. The Committee shall cause minutes to be made:
 - a) of the names of the Committee members present at each Committee Meeting.
 - b) of all appointments of officers made by the Committee
 - c) of all resolutions and proceedings at all meetings of the Company, and of the Committee.

Disqualification of Committee Members

54. The office of Zonal Co-ordinator or Company Chairman shall be vacated if:
 - a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director or a charity trustee; or
 - b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - c) he is, or maybe, suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - d) he resigns his office by notice to the Company.
55. A Committee member shall declare his interest and shall not vote nor shall be counted in the quorum present at a meeting in respect of any contract in which he is interested or any matter arising thereof, and if he does so vote his vote shall not be counted.

Expenses

56. Members, including members of the Committee, may be paid any reasonable expenses properly incurred by them in attending and returning from Committee meetings or General Meetings of the Company or in connection with the business of the Company.

Proceedings of the Committee

57. The Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a simple majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote. A Committee member may, and the Secretary on the request of a Committee member shall, at any time summon a Committee meeting.
58. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed shall be one-third of the voting members of the Committee, subject to a minimum of three.
59. The Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members, the Committee may act for the purpose of increasing the number of members to that number, or of summoning a General Meeting of the Company, but for no other purpose.
60. If at any meeting the Company Chairman is not present within five minutes after the time appointed for holding the meeting, the Committee members present may choose one of their number to chair the meeting.
61. The Committee may delegate any of their powers to individual members or sub-committees consisting of such persons as they think fit; any such member or sub-committee shall conform to any regulations that may be imposed by the Committee and shall report all acts and proceedings to the Committee as soon as is reasonably practicable.
62. All acts done by any meeting of the Committee or of a sub-committee, or by any person acting as a Committee member or on their behalf shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee member.
63. A resolution in writing, signed by all the Committee members entitled to receive notice of a Committee meeting, shall be as valid and effectual as if it had been passed at a Committee meeting duly convened and held, and may consist of several documents in like form each signed by one or more Committee members.

Secretary

64. Subject to Section 283 of the Act the Company Secretary shall be appointed by the Committee subject to the requirements of Article 54 for such term at such remuneration and upon such conditions as the Committee may think fit; and any Company Secretary so appointed may be removed by it provided always that no elected Committee member may occupy the salaried position of Company Secretary.
65. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Committee

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member and the Company Secretary shall not be satisfied by its being done by or to the same person acting both as Committee member and as, or in place of, the Company Secretary.

The Seal

66. The Committee shall provide for the safe custody of the Seal, which shall only be used by the authority of the Committee or of a sub-committee authorised by the Committee in that behalf and every instrument to which the Seal shall be affixed shall be signed by a Committee member and shall be countersigned by the Company Secretary or by a second Committee member or by some other person appointed by the Committee for the purpose.

Accounts

67. The Committee shall cause accounting records to be kept in accordance with sections 221-222 of the Act
68. The accounting records shall be kept at the registered office of the Company or, subject to Section 222 of the Act, at such other place or places as the Committee thinks fit, and shall always be open to the inspection of the members of the Committee.
69. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Committee members, and no member (not being a Committee member) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Committee or by the Company in General Meeting.
70. The Committee shall from time to time in accordance with Sections 238-242 of the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
71. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report, and the Committee's report, shall not less than twenty-one days before the date of the meeting be sent to every person entitled to receive notice of a general meeting. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

Audit

72. Auditors shall be appointed and their duties regulated in accordance with Sections 384-392 of the Act.

Notices

73. A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address. Proof that an envelope containing a

notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 72 hours after the envelope containing it was posted.

74. Notice of every general meeting shall be given in any manner authorised in these Articles to:-
- each individual who is a Group Controller and County Controller,
 - the auditor for the time being of the Company; and
 - each Committee member.

No other person or organisation shall be entitled to receive notices of General Meetings.

75. 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.

Dissolution

76. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

Indemnity

77. Subject to the provisions of the Act but without prejudice to any indemnity to which a Committee member may otherwise be entitled, every Committee member 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 in 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.

Rules or Bye Laws

78. The Committee may from time to time make such Rules or Bye Laws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:
- The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions and periods of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
 - The conduct of members of the Company.
 - The formation and regulation of Groups, Counties and Zones.
 - The duties and responsibilities of members. Group Controllers, County Controllers, Zonal Coordinators, Company Chairman and officers of the Committee.

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- e) The procedures to be used to resolve disputes and when challenging the decisions made by the Committee as provided for under these Articles.
- 0 The procedures to be used in regard to matters of discipline.
- g) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
- h) The procedure at general meetings and meetings of the Committee and sub-committees in so far as such procedure is not regulated by these Articles.
- i) The persons permitted and procedures required to perform financial transactions on behalf of the Company.
- j) The persons permitted and procedures required for the reimbursement of expenses.
- k) The model constitution for Groups, County Organisations and Zones.
- l) And, generally, all such matters as are commonly the subject matter of Company rules.
79. Rules relating to the handling of disputes and grievances involving any member of the Company shall include the right of those members directly involved in the issue to be heard before a final decision is made.
80. The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions to them and the Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

Schedule of Zones

Zones shall be composed as follows:-

- Zone 1: Cleveland, County Durham, Northumberland, Tyne & Wear.
- Zone 2: Humberside, North Yorkshire, South Yorkshire, West Yorkshire.
- Zone 3: Derbyshire, Leicestershire, Lincolnshire, Northamptonshire, Nottinghamshire.
- Zone 4: Bedfordshire, Cambridgeshire, Essex, Hertfordshire, Norfolk, Suffolk.
- Zone 5: All Greater London Boroughs.
- Zone 6: Berkshire, Buckinghamshire, East Sussex, Hampshire, Isle of Wight, Kent, Oxfordshire, Surrey, West Sussex.
- Zone 7: Avon, Cornwall & Isles of Scilly, Devon, Dorset, Gloucestershire, Guernsey & Dependencies, Jersey, Somerset, Wiltshire.
- Zone 8.1: Clwyd, Gwynedd.

- Zone 8.2: Dyfed, Gwent, Mid Glamorgan, Powys, South Glamorgan, West Glamorgan.
- Zone 9: Hereford & Worcester, Shropshire, Staffordshire, Warwickshire, West Midlands.
- Zone 10: Cheshire, Cumbria, Greater Manchester, Isle of Man, Lancashire, Merseyside.
- Zone 11: County Antrim, County Armagh, County Down, County Fermanagh, County Londonderry, County Tyrone.
- Zone 12N: Central, Fife, Grampian, Highland, Orkney, Shetland, Tayside, Western Isles.
- Zone 12S: Borders, Dumfries & Galloway, Lothian, Strathclyde.

To Follow

There is obviously not space in this issue to include the model constitution for Groups/Counties/Regions/Zones or to print the draft Rules. We expect to publish those in the March issue of Ray-Link.

To give you some idea of the sort of thing that will need to be addressed by the Rules, here are some of the areas that need to be covered. As you will see, it is quite extensive. (The RSGB equivalent - the Green Book - uses about 26 pages of an A5 booklet to describe their equivalent Rules.)

Membership Rules (Getting in and out of membership)
Duties and Responsibilities of members and officers
Disputes / Discipline
Sub-Committees
Elections
Auditing
Subscription Rules
Affiliations
Patrons
Terms of Office
Quorum
Accessibility of Accounts etc
Data Protection Act requirements

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News for inclusion in RAY-Link should be sent to:
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