

RULES OF THE ASSOCIATION

1. Name and Status

The name of the association is The Association of British Scrabble Players (“the Association”) which shall be non profit-making.

2. Objects

The objects of the Association are as follows:-

- to promote interest in the playing of the Scrabble game (“the game”) to a Matchplay (play-to-win) format and to provide for the benefit of the members of the Association the requisite amenities for the pursuit of the game and social activities ancillary to it;
- to organise competitions, displays and events connected with the game at which cash and other prizes may be awarded to successful participants;
- to seek substantial sponsorship for such competitions, displays and events;
- to publish a magazine, newsletter or other printed matter relating to the game for circulation to its members;
- to expand the Association by the establishment of regional branches answerable to the committee.

3. Members

3.1 Any person is eligible for membership of the Association. There must be lodged with the Secretary a written application from every person who wishes to become a Member stating the name and address of such person and signed by the prospective Member.

3.2 Every person nominated for membership shall become a Member if he is elected as such by the Secretary. The Secretary shall advise the Committee at its next meeting of all applications and whether they were admitted.

3.3 The Secretary shall keep a database register of Members and enter in it the names and addresses of all persons who become Members, ensuring compliance with the Data Protection Act.

3.4 A Member shall cease to be a Member:

3.4.1 if he gives to the Secretary written notice of resignation of his membership;

3.4.2 if he fails to pay any subscription within one month after the due date of payment; or

3.4.3 if the Member having committed some act or been guilty of behaviour inconsistent with membership of the Association, the Committee resolves by a majority of two-thirds to remove him from membership.

4. Subscriptions & Levies

4.1 The annual subscription of the Association shall not be less than £5 payable in advance on 1st January in each year for the then current calendar year. The subscription from the year 2010 shall be £15.00. Those under 18 at the time of joining or renewing get 50% reduction.

4.2 The Annual General Meeting shall have the power to vary the subscription and levies by ordinary resolution.

4.3 Members who join for the first time after the BMSC shall receive membership free for the remainder of the current calendar year, and their subscription will count for the following year.

5. Officers

5.1 The honorary officers of the Association shall be President¹, Chairman, Treasurer and Secretary who must be Members of the Association.

5.2 Any officer may retire by giving one month's prior written notice to the Secretary, and all shall retire at the end of each Annual General Meeting, but shall be eligible for re-election at that meeting.

6. The Committee

6.1 The Committee consists of the officers and not fewer than four and not more than fourteen² other Members.

6.2 Any Member of the Committee may retire by giving one month's prior written notice to the Secretary, and all shall retire at the end of each Annual General Meeting, but shall be eligible for re-election at that meeting.

6.3 Any casual vacancy on the Committee or of any office including that of Auditor arising between Annual General Meetings may be filled by the Committee.

6.4 Any person who fails to attend three consecutive meetings of the Committee without giving a reason acceptable to it shall cease automatically to be a Member of the Committee.

6.5 The Committee shall manage all the affairs of the Association (including the purchase for the Association and the supply by the Association of intoxicating liquor and fixing of the permitted hours for the supply and consumption of it) and shall have the power to do everything necessary for that purpose.

6.6 The quorum of the Committee shall be four, provided that one of the four be one of the officers of the Committee.

6.7 Committee meetings shall be held not less than once in every six months.

6.8 Not less than fourteen days' written or oral notice shall be given by the Secretary to the Members of the Committee of every meeting.

6.9 Decisions at meetings of the Committee are made by a simple majority and in the event of equality of voting the Chairman (or the acting Chairman of that meeting) shall have a casting vote.

6.10 Minutes of meetings of the Committee shall be circulated (to those entitled to attend) within ten days of any meeting taking place.

7. Annual General Meeting

7.1 An Annual General Meeting shall take place each calendar year. Not more than fifteen months shall elapse between two successive meetings.

7.2 The business of the Annual General Meeting shall be:-

¹ Currently, the role of President is an honorary role only.

² Fifteen, while the role of President is honorary only.

7.2.1 to receive the Chairman's report of the activities of the Association during the preceding year;

7.2.2 to receive and consider the accounts of the Association for the preceding year and the Auditor's report on the Accounts and the Treasurer's report on the financial position of the Association;

7.2.3 to elect officers and other Members of the Committee;

7.2.4 to remove and elect the Auditor or to confirm that he remains in office;

7.2.5 to fix the subscription for the current year;

7.2.6 to alter the rules if necessary;

7.2.7 to ratify any proposed change to levies or other charges paid by ABSP members; and

7.2.8 to transact any other ordinary business of an Annual General Meeting.

8. Extraordinary General Meeting

8.1 An Extraordinary General Meeting may be convened at any time upon either a resolution of the Committee or a requisition setting out the resolution or resolutions to be proposed at it. The requisition must be signed by whichever is the greater of fifteen Members or one-tenth of the Members and served on the Secretary by personal delivery or recorded delivery post. If the Secretary does not give notice of the meeting pursuant to the requisition on or before the expiry of fourteen days of the requisition then any one or more of those making the requisition on behalf of the others may give notice of the meeting.

8.2 The business which may be conducted at an Extraordinary General Meeting may be any one or more of:-

8.2.1 removal of any or all of the officers, other Members of the Committee, Auditors of the Association and filling the vacancies caused by such removal;

8.2.2 altering these rules; or

8.2.3 dissolving the Association.

9. Proceedings at Annual and Extraordinary General Meetings

9.1 Not less than twenty-one days' prior notice in writing setting out the subjects and/or resolutions to be discussed/proposed at the meeting shall be sent out to every Member at their last known address.

9.2 Resolutions put to the vote shall be decided on a show of hands unless before or on the declaration of the result a poll is demanded. A poll may be demanded either by the Chairman or by not less than 5 members present at the meeting. On a poll vote, the Chairman shall cast votes as directed by those members who have given him their proxy in writing. In the absence of any specific direction, the Chairman may cast such votes at his discretion.

9.3 Resolutions at Annual General Meetings for alteration of the Rules of the Association shall be passed by a majority of three quarters of the votes. Other resolutions shall be passed by a simple majority of the votes. Only members present at the meeting, or who have given a proxy to the

Chairman, shall be entitled to vote. Resolutions at Extraordinary General Meetings shall be passed by a majority of three-quarters of the votes. Only members present at the meeting, or who have given a proxy to the Chairman, shall be entitled to vote.

9.4 Each Member shall have one vote on every resolution.

9.5 In the event of equality in voting at an Annual General Meeting the Chairman (or acting Chairman at that meeting) shall have a second or casting vote, but there shall be no second or casting vote on any resolution proposed at an Extraordinary General Meeting.

9.6 Nominations of persons for election to any office must be made in writing to the Secretary not less than seven days before the meetings at which elections for that office are intended to be proposed.

10. Accounts, Income and Property

10.1 The financial year of the Association shall end on 31st December in every year, to which day the accounts shall be balanced and drawn.

10.2 As soon as possible after the end of the financial year, there shall be prepared a statement of the assets and liabilities of the Association at the end of the financial year and a statement of income and expenditure during that year, which statements shall be audited by the Auditor not less than 28 days before the Annual General Meeting.

10.3 Copies of the Audited statement of accounts shall be sent to every Member with the notice convening the Annual General Meeting.

10.4 The Auditor shall be a suitable person not being a Member of the Committee. He shall be appointed by each Annual General Meeting and shall hold office until the end of the next following Annual General Meeting.

10.5 All monies received by the Association shall be paid into an account in the name of the Association at bankers or a building society appointed by the Committee, and cheques and other instruments drawn on and directions to the bankers or building society shall be signed by no fewer than two officers.

10.6 No Member shall pledge the credit of the Association without the prior authority of a resolution of the Committee.

11. Indemnity

Members of the Committee shall not be liable (otherwise than as Members) for any loss suffered by the Association as a result of the discharge of their respective duties on its behalf, except such loss as arises from their respective wilful default, and they shall be entitled to an indemnity out of the assets of the Association for all expenses and other liabilities incurred by them in the discharge of their respective duties.

12. Protection of Intellectual Property Rights

The Association shall immediately bring to the notice of Mattel any infringement or threatened infringement or other improper or wrongful use of patents, trademarks, copyrights, designs, or other intellectual property rights or passing off in relation to the game and Mattel's rights therein. Any such information pursuant to the above shall be given in writing by the Secretary (or other duly

authorised officer) to Mattel. The Association shall assist Mattel in protecting Mattel's intellectual property rights in whatever way Mattel may reasonably request.

13. Dissolution

13.1 The Association may be dissolved:

13.1.1 by a resolution passed under rule 8.2.3;

13.1.2 by a resolution of the Committee if the number of Members of the Association is less than ten for a period of not less than three months;

13.1.3 by notice in writing given to the Secretary by Mattel, if it can be shown that the Committee has materially breached the rules of either the Association and/or the terms and conditions of any agreement between the Association and Mattel and has failed to rectify the breach within thirty days of being given written notice thereof and provided that a Mattel representative has first attended an Extraordinary General Meeting convened to discuss the breach.

13.2 The dissolution shall take effect from the day when the resolution is passed or on the thirtieth day after notice is given to the Secretary pursuant to clause 13.1.3 above if the Committee has failed to rectify the breach. The Committee shall be responsible for the winding up of the assets and liabilities of the Association.

13.3 If any property remains after the discharge of all debts and liabilities of the Association it shall be distributed to such charity as the Committee shall direct.

14. Gender

The masculine gender shall include the feminine gender and the plural shall include the singular and vice versa in each case respectively.