

# Poulton and Wyre Railway Society Constitution

Adopted on the..... Day of ..... 20.....

## A. Name

The name of the Society is the Poulton and Wyre Railway Society (hereinafter referred to as 'the Society').

## B. Administration

Subject to the matters set out below the Society and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G of this constitution.

## C. Objects

The Society's objects are:

To raise funds for and support the work of the Poulton and Wyre Railway Trust.

## D. Powers

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- i. Powers to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- ii. Powers to co-operate with charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar purposes to the Society and to exchange information and advice with them;
- iii. Powers to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- iv. Powers to do all such other lawful things as are necessary for the achievement of the objects.

## E. Membership

(1) Membership of the Society shall be open to:

- i. Individuals over the age of 18 years who are interested in furthering the work of the Society and who have paid any annual subscription laid down from time to time by the Executive Committee. Such members shall be referred to as 'full members'.
- ii. Individuals under the age of 18 years who are interested in furthering the work of the Society and who have paid any annual subscription laid down from time to time by the Executive Committee. Such members shall be referred to as 'junior members'.

- iii. Any body corporate or unincorporated association which is interested in furthering the Society's work and has paid any annual subscription (any such body being called in this constitution a 'member organisation').
- (2) Every full member and member organisation shall have one vote.
- (3) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Society; and may appoint an alternate to replace its appointed representative at any meeting of the Society if the appointed representative is unable to attend.
- (4) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
- (5) The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation: provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by one other person, chosen by the member, before a final decision is made.

#### **F. Honorary Officers**

At the annual general meeting of the Society the full members shall elect from amongst themselves a chairman, a secretary, a membership secretary and a treasurer, who shall hold office from the conclusion of that meeting.

#### **G. Executive Committee**

- (1) The Executive Committee shall consist of not less than 5 members nor more than 15 members; being:
  - a) The honorary officers specified in clause F.
  - b) Not less than 1 and not more than 11 members elected at the annual general meeting who shall hold office from the conclusion of that meeting;
- (2) The Executive Committee may in addition appoint not more than 3 co-opted members, who shall retire at the next subsequent annual general meeting.
- (3) All members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- (4) The proceedings of the Executive Committee shall not be invalidated by the vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.

- (6) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Society.

#### **H. Determination of Membership of Executive Committee**

A member of the Executive Committee shall cease to hold office if he or she:

- (1) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (2) Is absent without permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- (3) Notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

#### **I. Executive Committee Members not to be personally interested**

- (1) No member of the Executive Committee shall acquire any interest in property belonging to the Society (otherwise than as a member of the Society) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

#### **J. Meetings and proceedings of the Executive Committee**

- (1) The Executive Committee shall meet at least once every three months. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- (2) The chairman shall act as a chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- (5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- (6) The Executive Committee may from time to time make and alter rules for the

conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

- (7) The Executive Committee may appoint one or more sub-committees consisting of one or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee.

#### **K. Receipts and expenditure**

- (1) The funds of the Society, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Society at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- (2) The funds belonging to the Society shall be applied only in furthering the objects.

#### **L. Accounts**

The Executive Committee shall comply with its statutory obligations with regard to:

- (1) The keeping of accounting records for the Society;
- (2) The preparation of annual statements of account for the Society;
- (3) The auditing or independent examination of the statements of account of the Society; and
- (4) The transmission of the statements of account of the Society to any relevant body.

#### **M. Annual Report**

The Executive Committee shall comply with its statutory obligations with regard to the preparation of an annual report and its transmission to any relevant body.

#### **N. Annual General Meeting**

- (1) There shall be an annual general meeting of the Society which shall be held in the month of August in each year or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Society. All full members of the Society shall be entitled to attend and vote at the meeting.
- (3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.

- (4) The Executive committee shall present to each annual general meeting the report and accounts of the Society for the preceding year.
- (5) Nominations for election to the Executive committee must be made by members of the Society in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

#### **O. Special General Meetings**

The Executive Committee may call a special general meeting of the Society at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

#### **P. Procedure at General Meetings**

- (1) The secretary or person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Society.
- (2) There shall be a quorum when at least one tenth of the number of members of the Society for the time being or ten members of the Society, whichever is greater, are present at any general meeting.

#### **Q. Notices**

Any notice required to be served on any member of the Society shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally or by post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

#### **R. Alterations to the Constitution**

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (2) Any proposed amendment must receive the consent of not less than two-thirds of the members present and voting.

#### **S. Dissolution**

If the Executive Committee decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all members of the Society, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to the Poulton and Wyre Railway Trust and, if this body no longer exists, then to some other similar body as the members of the Society may determine or failing that shall be applied for some other similar purpose.

**T. Arrangements until first Annual General Meeting**

Until the first annual general meeting takes place this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

**Signed** .....

.....

.....

.....

.....

.....

.....

.....

.....

.....

.....