



Registered Charity No 1149613

CONSTITUTION

Adoption

The Constitution was adopted by the members of the Society at an extraordinary general meeting held on 3rd November 2012.

Name

The name of the charity shall be The Midland Railway Society (hereinafter referred to as "the Society").

Object

The object of the Society shall be: To advance the study of, and the education of the public in all aspects of the Midland Railway, its predecessors, successors, joint lines and working arrangements in particular (but not exclusively) by the provision of publications, talks, visits, other events, displays and exhibitions for the public benefit.

Charity Trustees

- a. The management of the Society shall be placed in the hands of an Executive Committee which shall consist of the principal officers and plus a minimum of four other members, all of whom shall be Trustees. The principal officers shall be Chairman, Vice Chairman, Secretary, and Treasurer.
- b. The Trustees shall be elected annually at the Annual General Meeting to hold office until the next Annual General Meeting at which they shall retire.
- c. Retiring trustees may offer themselves for re-election without nomination. New nominations for individual Trustee posts, duly proposed and seconded, shall be received by the Secretary not later than 15th February in each year. A nomination must be accompanied by the nominee's written assent. The names of those nominated shall be circulated with the notice of the Annual General Meeting. If more than one member is nominated for any office, a ballot shall be held and papers for the ballot shall be distributed with the notice of the Annual General Meeting. In the event of there being more than one nomination for a particular office, election shall be by a vote count taken at the meeting.
- d. A Trustee may not be appointed to more than two of the principal officer posts.
- e. The Executive may fill interim vacancies by co-option, and those co-opted will remain in office until the next Annual General Meeting. Those so co-

opted shall not be Trustees.

- f. The Executive Committee may appoint members to other offices or sub-committees as and when the occasion arises to assist in the work of the Society. These persons shall not become Trustees.
- g. At meetings of the Executive Committee a quorum shall be one half of the committee, including at least one of the principal officers of Chairman, Vice Chairman, Secretary and Treasurer, proper notice of each meeting having been given by the Secretary. No business shall be conducted unless a quorum be present.
- h. The decision of the Executive Committee in all matters connected with the Society is final.

Disqualification of Trustees

A Trustee shall cease to hold office if he/she:

- a. Is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- b. Ceases to be a member of the Society.
- c. Becomes incapable by reason of mental disorder, illness or injury of managing or administering their personal affairs.
- d. Resigns as a Trustee by notice to the Society (but only if at least two trustees remain in office when the resignation is to take effect).
- e. Is absent from four consecutive meetings of the Trustees without their agreement, and the Trustees resolve that his/her office be vacated.

Powers of Trustees

The Trustees must manage the Society and have the following powers in order to further the objects of the Society:

- a. To publish and distribute amongst members, and interested public bodies such as local libraries and museums, a periodic Journal and other papers containing information relating to the Midland Railway.
- b. To promote co-operation and affiliation with other societies and organisations having like interests.
- c. To act as custodians for archive material in accordance with a published Collections Policy.
- d. To make the Society's archive material available for members and the general public to access for the purposes of private study, under conditions laid down by the Executive Committee, including in conjunction with other organisations as appropriate.
- e. The power to raise funds and invite and receive contributions, both financial and of archival interest, provided that in such activities the Trustees shall not undertake any substantial permanent trading activities.

- f. The power to invest the funds of the Society in any of the investments for the time being authorised for the investment of charity funds. Any bank account or other investment in which the assets of the Society are vested shall be operated by the Trustees and shall be held in the name of the Society.
- g. The power to provide indemnity insurance for themselves out of the income of the Society provided that such insurance shall not extend to any claim arising from any act or omission that the Trustees knew to be a breach of trust or breach of duty or that was committed by the Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not.
- h. The power to do all lawful things as are necessary for the achievement of the objects.

Trustees' Personal Interests

- a. A Trustee may not acquire or hold any interest in property of the Society (except to hold it as a trustee of the Society).
- b. A Trustee or "connected person" may not receive any benefit in money or in kind from the Society for their services, but may be reimbursed legitimate and reasonable expenses.
- c. In this Constitution a "connected person" is defined in the "Interpretation" section. (see below)

General Meetings

- a. A General Meeting shall be held annually before 30th April each year. This meeting shall be called the Annual General Meeting. The Agenda shall be distributed at least 21 days prior to the meeting.
- b. Other General Meetings may be held at times and places deemed convenient by the Executive Committee. Every member shall receive 21 day's notice of these meetings.
- c. The Secretary shall be required to convene an Extraordinary General Meeting within one month of representation in writing from ten or more paid up members.
- d. General Meetings shall be chaired by the Chairman elected by the Society. If he/she is unable to be present the Vice Chairman shall preside or if he/she is absent, one of the other Trustees shall take the chair. If no Trustee is present, then those members attending and entitled to vote must choose one of their number to take the chair.
- e. Questions for decision at General Meetings shall be voted on by a show of hands or as the meeting may determine. Only those members whose subscriptions are fully paid at the commencement of the meeting are eligible to vote on the business of the meeting. The Chairman or chairman for the time being shall have a second or casting vote when the votes for and against a resolution are equal.

- f. A quorum of any general meeting shall consist of 15 members and no business may be conducted unless a quorum is present.
- g. The members present at a General Meeting may resolve that the meeting be adjourned. The Chairman must decide on the date and time when the meeting is to be re-convened, or if this date be more than seven days hence, then at least seven day's clear notice must be given of the re-convened meetings time and place. Once a meeting has been adjourned then no further business may be conducted.
- h. Any member wishing to express his/her views on any matter which may properly be discussed at a General Meeting, but is unable to attend in person, may express his/her views in writing or by email to the Secretary no less than four days before the date of the meeting and the Secretary will present these views to the meeting. Electronic communications to the Secretary must be to the Secretary's official email address – secretary@midlandrailwaysociety.org.uk. Any member unable to attend a meeting in person may advise the Secretary not less than four days before the date of the meeting as to his views on any matter which may be brought to the vote, and the Secretary will be required to cast votes for the member as though the member was personally present at the meeting.
- i. The Society at its Annual General Meeting may elect a President, who shall remain in office for a term not exceeding the period from one Annual General Meeting to the following Annual General Meeting.

Finance and Accounts

- a. Each member shall pay an Annual Subscription in advance at a rate to be fixed by the Executive Committee. The Annual Subscription shall be the lowest rate commensurate to cover the Society's annual running costs each year.
- b. The approval of the Executive Committee is required for all financial expenditure. Financial commitments incurred by individuals or sub-committees can only be entertained if sanctioned by the Executive Committee.
- c. The Trustees shall comply with the accounting requirements of the Charities Act 2011.
- e. The Treasurer shall prepare annual accounts showing the financial position of the Society; these accounts to show the financial year from January 1st to December 31st each year, and be prepared in accordance with the provisions of the Statement of Recommended Practice issued by the Charity Commission.
- f. The annual Accounts shall be examined by the Independent Examiner as required by the Charities Act 2011, and his/her statement will be attached to the accounts.
- g. The annual Accounts together with the Independent Examiner's Report

shall be transmitted to the Charity Commission each year, along with the Annual Return.

- h. The Trustees are responsible for the preparation of an Annual Report and its transmission to the Charity Commission.
- i. The Independent Examiner shall be appointed at each Annual General Meeting for the ensuing year. Trustees are not eligible for appointment as the Independent Examiner.

Registered Particulars

The Trustees must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.

Membership

- a. Membership may be open to all persons over the age of fifteen interested in the Objects of the Society. The Executive Committee reserves the right to reject any application for membership without assigning any reason for doing so.
- b. The Annual Subscription shall entitle the member to receive each issue of the Journal published during the duration of his/her membership.
- c. Each member shall inform the Membership Secretary of his/her current address or that of an agent to which communications can be sent. All notices sent to such addresses shall be considered as duly received. Any permanent change of address shall be notified to the Membership Secretary as soon as is practicable.
- d. Communication may be sent by electronic means where agreement has been made with the individual member.
- e. The Executive Committee may exempt a member from making payments to the Society.
- f. Every member when accepted will receive a copy of this Constitution and will be bound by it.
- g. The Executive Committee may expel any member should his/her conduct be deemed to be detrimental to the interests of the Society. An expelled member may appeal against his/her expulsion at the next following General Meeting of the Society and shall be given due notice of the time and place of that meeting.
- h. Any member who has not paid his/her subscription by 31st March will be deemed to have resigned from the Society. An administration supplement equal to 25% of the annual subscription may be levied on any member renewing his/her subscription after 31st March.

Minutes

The Trustees must keep Minutes of:

- a. Appointments of officers and trustees made by the Trustees
- b. Proceedings at meetings of the Society

- c. Meetings of the Trustees and committees of trustees, including:
 - the names of the trustees present at the meeting
 - the decisions made at the meeting
 - where appropriate the reasons for the decisions.
- d. The Treasurer will keep an account of all monies received and expended by the Society.

Conduct and Responsibility

- a. The expression "a member" shall, for the purpose of this section, include that member's guest, where he/she has introduced a guest at any Society function.
- b. A member may not introduce a guest at any function of the Society who has been expelled from the Society or has been refused membership.
- c. Neither the Society nor any third party concerned shall be responsible for any injury of damage howsoever caused resulting to any member of his/her property whilst participating in any function arranged by the Society. Members will be deemed to have been advised by this notice by publication of this Constitution.
- d. The Society cannot hold itself responsible for any loss or damage occasioned by a member at any time. Such damage however occasioned shall be the sole responsibility of the individual(s) concerned.

Misuse of the Society Name

- a. No member or other person may purport to represent the Society or its Trustees in any way without the prior written consent of the Executive Committee. The use of the Society's publications in any similar way is prohibited. Any breach of this rule will render the member concerned to immediate expulsion.
- b. Any financial or other commitments entered into in misrepresentation of the Society will be the personal responsibility of the person or persons concerned.

Alterations and Amendments to the Constitution

- a. Any proposed amendment to this Constitution should be supported by at least five members of the Society and submitted to the Secretary in writing by 1st January next before the Annual General Meeting. The proposed amendment shall be advised to members with the Notice of the Annual General Meeting.
- b. This Constitution shall not be rescinded or amended except by a vote in favour by not less than two-thirds of members present and entitled to vote at a General Meeting convened by notice of at least 21 days specifying the proposed amendment. The Secretary is instructed to speak on behalf of any member who is unable to attend, and to vote as

instructed by that member, as laid out in the provisions under "General Meetings" section (h).

- c. No amendments may be made to the Objects clause, Trustees' Personal Interest clauses, Dissolution clause or the Trustees Power of Investment without the prior written approval of the Commissioners.
- d. No amendment may be made which would have the effect of making the Society cease to be a charity at law.
- e. The Trustees must promptly send to the Commissioners a copy of any amendment made.
- f. The Trustees must keep a copy of any such amendment with this Constitution.

Interpretation

In this Constitution "connected person" means:

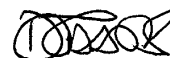
- a. A child, parent, grandchild, grandparent, brother or sister of the Trustee.
- b. The spouse or civil partner of the trustee, or of any person within (a) above.
- c. A person carrying on business or in partnership with the Trustee, or anyone within (a) and (b) above.
- d. An institution which is controlled by the Trustee or anyone falling within (a), (b) or (c) above, or a combination thereof.
- e. A body corporate in which the Trustee or anyone either singly or together who is within (a), (b) or (c) above, has a substantial interest.

Dissolution

If the Trustees decide that it is necessary or advisable to dissolve the Society, they shall call a meeting of the Society with at least 21 day's notice, stating the terms of the Resolution to be proposed. If the proposal is confirmed by a two-thirds majority of those present and entitled to vote, the Trustees shall have power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of all proper debts and liabilities shall be given or transferred to such charitable institution or institutions having objects of a similar nature to the Objects of this Society as members of the Society may determine, or, if that cannot be done, shall be applied for some other charitable purpose.



Signed
David Hunt
Chairman



Signed
David Harris
Secretary