

## **London & North Western Railway Society**

### **Society Constitution**

Constitution adopted on the 21<sup>st</sup> day of May 2005 and amended at the Annual General Meeting on 24<sup>th</sup> June 2019 and on 24<sup>th</sup> July 2021.

#### **A. Name**

The name of the Association is LNWR Society, (“the Charity”) expanded on letterheads as London & North Western Railway Society.

#### **B. Administration**

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause H of this constitution (“the Executive Committee”). The Executive Committee shall be the Trustees of the Charity.

#### **C. Objects**

The Charity’s objects (“the Objects”) are:

- C.1** To advance the education of the public in all aspects of the London and North Western Railway, including the study and preservation of information, drawings, photographs, models, and other material pertaining to the railway company and related organisations and subjects.

#### **D. Powers**

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

- (a) power to buy, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use;
- (b) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- (c) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them;
- (d) power to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (e) power to appoint and constitute such advisory subcommittees as the Executive Committee may think fit;

- (f) Power to do all such other lawful things as are necessary for the achievement of the Objects.

## **E. Membership**

- E.1** Membership of the Charity shall be open to any person over the age of 18 years interested in furthering the Objects and who has paid the annual subscription, or life membership of 20 times the annual subscription, laid down from time to time by the Executive Committee.
- E.2** Every member shall have one vote.
- E.3** Members are expected to abide by the Constitution and to act politely to each other, both verbally and in writing. The Executive Committee may act against a member for unacceptable behaviour in accordance with the complaints policy approved by the Committee.
- E.4** Whenever the subscription rate is to be changed, the new rate must be confirmed by a resolution passed by a majority of members present at the next following Annual General Meeting.
- E.5** Subscriptions are due by 1<sup>st</sup> January for the period 1<sup>st</sup> January to 31<sup>st</sup> December, and any member who has not paid by 1<sup>st</sup> March will be deemed to have lapsed from membership.
- E.6** Each member will be provided with a copy of this constitution and shall be informed of any alteration thereto. Acceptance of membership shall be taken as evidence that the applicant agrees to abide by the constitution of the Society.
- E.7** Use of the Charity's name shall be confined to purposes specifically authorised by the Executive Committee.
- E.8** Membership of the Society does not give right of access to railway or other property.
- E.9** The Society shall not be responsible for any loss or injury, however sustained, by any member or visitor in any activity of the Society. All persons taking part in the activities of the Society will be held by this sub -clause to have accepted this condition and the onus for acquainting visitors with it rests upon the members inviting them.
- E.10** The Executive Committee shall have authority to create or suspend additional non-voting membership classes of the Society and to set their respective subscription rates from time to time at its sole discretion.
- E.11** The Executive Committee shall have the authority to impose reasonable postal surcharges to the subscriptions of overseas members from time to time at its sole discretion.

**E.12** The Executive Committee shall have the power not to admit some applicants to the Society. Prospective members may be denied admission to the membership if the Trustees believe that their motivation for joining is contrary to the aims of the Society. Existing members can be expelled for this reason.

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## **G. Honorary Officers**

At the Annual General Meeting of the Charity the members shall elect from amongst themselves a chairman, secretary, treasurer, and one other honorary officer who shall hold office from the conclusion of that meeting.

## **H. Executive Committee**

- H.1** The Executive Committee shall consist of not less than 8 members nor more than 12 members, being:
- (a) the honorary officers specified in the preceding clause;
  - (b) not less than 4 and not more than 8 ordinary members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.
- H.2** An Executive Committee member must be a member of the Society.
- H.3** The Executive Committee may delegate specific duties and titles to its ordinary members.
- H.4** The Executive Committee may in addition appoint not more than 2 co-opted members. Each appointment of a co-opted member shall be made at an ordinary meeting, or at a special meeting of the Executive Committee under clause K, and shall take place from the end of that meeting unless the appointment is to fill a place which has not then been vacated, in which case the appointment shall run from the date when the post becomes vacant.
- H.5** All the members of the Executive Committee and any co-opted members 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.
- H.6** The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- H.7** Nobody shall be appointed as a member of the Executive Committee who would if appointed be disqualified under the provision of Clause I.
- H.8** 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 minutes of the Executive Committee a declaration of acceptance and of the willingness to act in the interests of the Charity.

## **I. Determination of Membership of the Executive Committee**

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

- (a) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (c) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or office be vacated; or
- (d) 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).

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

- J.1** Subject to the provisions of sub-clause (J2) of this clause, no member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive a remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
- J.2** Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her, or his or her firm when instructed by other members of the Executive Committee to act in a professional capacity on behalf of the Charity. At no time shall a majority of the members of the Executive Committee benefit under this provision. A member of the Executive Committee shall withdraw from any meeting at which his or her instruction or remuneration or that of his or her firm, is under discussion.

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

- K.1** The Executive Committee shall hold at least two ordinary meetings each year. 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 14 days' notice being given to the other members of the Executive Committee of the matters to be discussed, but if the matters include the appointment of a co-opted member then not less than 21 days' notice must be given. See also Clause T.
- K.2** The chairman shall act as 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.

- K.3** There shall be a quorum when at least four members of the Executive Committee for the time being, including at least one honorary officer, are present at a meeting.
- K.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.
- K.5** The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any subcommittee.
- K.6** The Executive Committee may from time to time make and alter the 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.
- K.7** The Executive Committee may appoint one or more subcommittees, consisting of no more than eight Society members, at least three of whom shall be 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 subcommittee. All acts and proceedings of any such subcommittee shall be fully and promptly reported to the Executive Committee.
- K.8** The Executive Committee may recommend to an Annual General Meeting a member who it considers should be elected by the membership present as president of the Society. The term of office of the president will cease after the Annual General Meeting next after his or her appointment. A president will be eligible for re-election but will not serve continuously for more than three years. The position shall be honorary and entitle the holder to attend Executive Committee Meetings and to advise the Executive Committee, but not to vote.
- K.9** The Executive Committee may recommend from time to time to an Annual General Meeting, members who they consider should be elected by the membership present as Vice Presidents of the Society. The positions shall be honorary and entitle the holders to attend Executive Committee Meetings and to advise the Executive Committee, but not to vote. Once elected the terms of reference of any duties shall be determined by the Executive Committee. A person shall cease to be a Vice President if he or she ceases to hold membership of the Society, or shall cease to hold office on the recommendation of the Committee, but this will only be effective when confirmed by the membership at a General Meeting.
- K.10** The Executive Committee may meet in person or by teleconferencing or by a mixture of both. A permanent record of the voting may be kept and when teleconferencing is involved suitable software must be used to display and record results.

#### **L. Receipts and Expenditure**

- L.1** The Executive Committee is authorised to open, maintain and operate the following bank accounts (at a bank and branch of its choice) held in the name of the Society;

Income account – for the receipt of subscriptions, sales and other income.

Main account – for the payment of bills and other expenditure.

Deposit account – interest bearing account to hold the main funds.

Record & Archives account – expense account relating to R&A purchases.

All the funds of the Charity including all donations, contributions and bequests should be deposited in one of these four accounts, except for electronic payments which may be directed to the Charity's Paypal account as detailed below.

The signatories on the accounts will be; the chairman, the treasurer, the secretary and one other trustee. The latter signatory is appointed at the discretion of the Executive Committee. All cheques drawn on the accounts of the Society must be signed by the treasurer and one other of the signatories except in the case of the Records & Archives account which for transactions under £500 requires only one of the four signatories to sign.

In addition, the treasurer is authorised to make any electronic transfers between the bank accounts of the Society as he sees fit.

The Executive Committee is authorised to open, maintain and operate a charity Paypal account in the name of the Society. The signature for this is the treasurer solely.

**L.2** The funds belonging to the Charity shall be applied only in furthering the Objects.

**L.3** The Executive Committee, at its discretion, is authorised to take out trustee indemnity insurance, the cost of the premiums for this insurance to be paid from the funds of the Society.

## **M. Property**

**M.1** Subject to the provisions of sub-clause (M2) of this clause, the Executive Committee shall cause the title to:

(a) all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities, and;

(b) all investments held by or on behalf of the Charity

to be vested in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members

**M2** If a corporation entitled to act as a custodian trustee has not been appointed to hold the property of the Charity, the Executive Committee may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

## **O. Annual Report**

- O.1** The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re -enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.
- O.2** The financial year ends on 31<sup>st</sup> December and the treasurer shall present an examined income and expenditure account and a balance sheet for the year ending on that date to the next Annual General Meeting together with any explanation as may be necessary and any examination report.

## **P. Annual Return**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re -enactment or modification of that Act), with regard to the preparation of an annual return and its transmission to the Commission.

## **Q. Annual General Meeting**

- O.1** There shall be an Annual General Meeting of the Charity which shall be held in the month of May in each year or as soon as practicable thereafter. The attendees may meet in person at the location provided by the Executive Committee or attend by teleconferencing or by a mixture of both. Attendee in person must sign in and be validated. Those wishing to be an on-line attendee must pre-register to obtain the link in and be validated. A permanent record of voting must be kept and when teleconferencing is involved suitable software must be used to display and record results during the meeting.
- O.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 members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.
- O.3** The Chairman elected at the previous Annual General Meeting shall chair the Annual General Meeting and any Special General Meetings. If the Chairman is unable to attend a meeting, the members present shall elect a Chairman for the duration of the meeting, before any other business is transacted.
- O.4** The Executive Committee shall present to each Annual General Meeting the report and accounts of the charity for the preceding year.
- O.5** Nominations for election to the Executive Committee must be made by members of the Charity 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 a vote of the members present.

## **R. Special General Meetings**

- R.1** Members can request that a Special General Meeting of the Society is called, if at least twenty members write to the Secretary clearly stating the business to be considered.
- R.2** The Trustees may call a Special General Meeting to consider non-recurring business of the Society where the approval of the membership is required. The call for a Special General Meeting by the Trustees must be approved by a majority of the Trustees at a meeting of the Executive Committee.
- R.3** Where a request for a Special General Meeting is properly made, the Secretary shall write to the membership to inform them that a Special General Meeting has been called, stating the motion(s) to be considered, and providing at least 21 days' notice.

## **S. Procedure at General Meetings**

- S.1** The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of the Charity.
- S.2** There shall be a quorum when at least 20 members of the Charity for the time being are present at any General Meeting.

## **T. Notices**

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

## **U. Alterations to the Constitution**

- U.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.
- U.2** No amendment may be made to clause A (the name of the Charity clause), clause C (the Objects clause), clause J (Executive Committee members not to be personally interested clause), clause V (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- U.3** No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- U.4** The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

## **V. Dissolution**

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of the members of the Charity, 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 the power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the Objects of the Charity as the members of the Charity may determine or, failing that, shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commission.

This Constitution was amended on the date mentioned above by the person(s) whose signatures appear at the bottom of this document.

**John Gowers**  
**Chairman**  
**31<sup>th</sup> July 2021**