



The
Lancashire & Yorkshire Railway
Society

Constitution

Registered Charity No. 1098492

The L&YR Society

CONSTITUTION

1 NAME

The name of the charity shall be The L&YR Society (hereinafter referred to as 'the Society') or such other name as the Society may from time to time decide with the approval of the Charity Commissioners.

2 OBJECTS

The objects of the Society shall be:

2.1 The study, recording and preservation, for the advancement of public education, of information and illustrative and other material relating to the Lancashire & Yorkshire Railway Company and its predecessors and successors, and

2.2 To arrange that such material is available for reference and research and to encourage its publication for the use and education both of members of the Society and of the public in general.

3 POWERS

In addition to any other powers which they have, the Trustees may exercise the following in furtherance of the objects of the Society:

3.1 Power to raise funds and to invite and receive contributions, provided that in raising funds the Trustees shall not undertake any substantial permanent trading activities.

3.2 Power to invest the funds of the Society in any of the investments for the time being authorised for the investment of charity funds.

3.3 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 which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not.

3.4 Power to do all such lawful things as are necessary for the achievement of the objects.

4 CHARITY TRUSTEES

4.1 The Trustees shall comprise the six Principal Officers and up to six other Trustees. The Principal Officers shall be the Chairman, Secretary, Treasurer, Membership Officer, Publications Officer and Information Officer.

4.2 The Trustees shall be elected annually at the Annual General Meeting to hold office until the next following Annual General Meeting at which they will retire.

4.3 Retiring Trustees may offer themselves for re-election.

4.4 New nominations for individual Trustee posts, duly proposed and seconded, shall be received by the Secretary not less than twenty-one days before the date of the Annual General Meeting, together with the consent of the nominated member to serve if elected. In the event of no nominations being received for a Principal Officer vacancy, nominations may remain open up to the commencement of the election.

4.5 Any Trustee may be removed before the expiration of their term of office by a resolution at a Special General Meeting.

5 MEETINGS AND PROCEEDINGS OF THE CHARITY TRUSTEES

5.1 The Trustees form the Management Committee and shall be charged with the organisation and promotion of the Society.

5.2 The Trustees shall carry out the wishes of the membership as determined at Annual General Meetings.

5.3 The Trustees shall meet as the Management Committee at least four times a year in addition to holding an Annual General Meeting.

5.4 The quorum for any meeting of Trustees shall be five, including at least two Principal Officers.

5.5 The Trustee holding the Principal Officer post of Chairman shall chair all meetings, in their absence this duty can be undertaken by one of the other Principal Officer posts.

5.6 Questions arising at any meeting of the Trustees shall be decided by a majority of votes of all Trustees present. The Chairman or chairman for the time being shall have a second or casting vote when the numbers of Trustees voting for and against a resolution are equal.

5.7 Minutes of meetings shall be taken.

5.8 The Trustees may co-opt such additional members to the Management Committee as they deem necessary from time to time, these co-opted committee members will not be Trustees.

5.9 The Trustees shall have power to appoint sub-committees or working parties, which may consist of members who are not Trustees, to advise and assist them on particular aspects of the Society's affairs.

5.10 The Trustees may appoint such members as Officers to perform such duties and functions as may be necessary for the efficient conduct of the business of the Society.

6 MEMBERSHIP

6.1 Membership shall be open to all persons over the age of eighteen interested in the objects of the Society.

6.2 The Society membership shall consist of Members and Honorary Members.

6.3 Honorary Members shall possess all the privileges of and be subject to the same rules and restrictions as Members, but may be exempt from payment of the annual subscription.

6.4 Institutions are not eligible for membership, but may subscribe to the Society's publications.

6.5 Subscriptions and any enrolment fees shall be of such sums and be paid in such a manner as the Trustees may decide and as may subsequently be approved at the Annual General Meeting.

6.6 Members who fail to pay their subscription within six months of the prescribed date will be deemed to have ceased membership of the Society.

6.7 The Trustees shall have power to rescind the membership of any person for good and sufficient reason. Any person whose membership is rescinded, pursuant to this clause, shall have the right to be heard by the Management Committee before a final decision is made.

6.8 The Society shall not be responsible for any loss or injury, howsoever sustained, to 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 rule to have accepted this condition and the onus for acquainting visitors with it rests upon the members inviting them.

7 HONORARY MEMBERS

7.1 Honorary Members shall be persons who have rendered distinguished service in furthering the objects of the Society.

7.2 Election of Honorary Members is entrusted to the Trustees meeting as the Management Committee.

8 GENERAL MEETINGS

8.1 General Meetings other than the Annual General Meeting shall be Special General Meetings.

8.2 The Trustee holding the Principal Officer post of Chairman shall chair General Meetings, in their absence this duty can be undertaken by one of the other Principal Officer posts.

8.3 Questions for decision at General Meetings shall be voted for by a show of hands or as the meeting may determine. Only members whose subscriptions are fully paid at the commencement of the General 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 numbers of members voting for and against a resolution are equal.

8.4 Minutes of meetings shall be taken.

8.5 The quorum for a General Meeting shall be twenty members who are eligible to vote, when there is no quorum the chairman shall have the power to adjourn the meeting to another time and place.

8.6 An Annual General Meeting will be held each year at such place and time as the Trustees shall determine. Notice of the date and location of the Annual General Meeting shall be sent to all members of the Society not less than 84 days before the date of such meeting. The agenda for such meeting, together with the report and statements of accounts for the preceding financial year, shall be sent to all members in sufficient time to be adequately considered by the meeting.

8.7 The business of the Annual General Meeting shall include the following items:

8.7.1 To approve the minutes of the previous Annual General Meeting and those of any intervening Special General Meeting.

8.7.2 To receive and approve the report and statements of accounts and the Independent Examiners' report for the preceding financial year.

8.7.3 To elect Independent Examiners.

8.7.4 To elect Principal Officers and other Trustees.

8.7.5 To approve subscription rates and enrolment fees as decided by the Trustees.

8.7.6 To consider any resolution of which at least 56 days notice has been given in writing to the Secretary.

8.7.7 To consider any other business considered relevant by either the chairman of the meeting or a majority of the members present.

8.8 A Special General Meeting may be summoned by the Trustees at their discretion and must be summoned if a request is made in writing by not fewer than twenty-five members of the Society. Such meetings shall be held within 56 days of the date of the request and fourteen days notice shall be given to all members of the time and place. Such meetings may deal only with specific items detailed in the notice.

9 ACCOUNTS

9.1 The Trustees shall comply with the accounting requirements of the Charities Act 1993 with regard to:

9.1.1 The keeping of accounting records of the Society;

9.1.2 Preparation of annual statements of account for the Society;

9.1.3 The independent examination of the statements of account of the Society by the elected Independent Examiners; and

9.1.4 The preparation of an annual report and the sending of it together with the statements of account to the Charity Commission.

9.2 Two members of the Society shall be elected as Independent Examiners at the Annual General Meeting. Trustees are not eligible for election as Independent Examiners.

10 BANK ACCOUNTS

10.1 Any bank or building society account in which the assets of the Society are deposited shall be operated by the Trustees and shall be held in the name of the Society.

10.2 All cheques and orders for the payment of money from such account shall be signed by at least two Trustees.

11 TRUSTEES' PERSONAL INTERESTS

Subject to the provisions of clause 3.3, individual Trustees may:

11.1 Not acquire or hold any interest in property of the Society (except in order to hold it as a Trustee of the Society);

11.2 Not receive any benefit in money or in kind from the Society for their services, but may be reimbursed legitimate expenses.

12 POWERS OF AMENDMENT

12.1 Subject to the following provisions of this clause the constitution may be amended by a resolution passed by not less than two-thirds of the members present and voting at a General Meeting. The agenda of the General Meeting must include notice of the resolution setting out the terms of the amendment proposed.

12.2 No amendments may be made to clause 2 (the objects clause), clause 3.3 (Trustee indemnity clause), clause 11 (Trustees not to have a personal interest clause), clause 13

(the dissolution clause), this clause or the Trustees' power of investment without the prior written approval of the Commissioners.

12.3 No amendment may be made which would have the effect of making the charity cease to be a charity at law.

12.4 The Trustees must:

12.4.1 Promptly send to the Commissioners a copy of any amendment made; and

12.4.2 Keep a copy of any such amendment with this constitution.

13 POWER OF DISSOLUTION

If the Society Trustees decide that it is necessary or advisable to dissolve the Society, they shall call a meeting 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 Trustees 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 such other charitable institution or institutions having objects similar to the object of this charity as members of the Society may determine, or, if that cannot be done, shall be applied for some other charitable purpose.

*Adopted at the Special General Meeting held on 20 October 2001
Amended at the Annual General Meeting held on 12 October 2002*