

# CONSTITUTION

V1 August 2013

## 1. NAME OF THE ORGANISATION

*Name* The name of the organisation is the Swindon Panel Society (hereafter referred to as 'the Society').

## 2. OBJECTS OF THE SOCIETY

- Aspirations* (a) The objects of the Society are to secure, for the benefit of the public, the preservation, restoration, use and maintenance of the Western Region signalling panel known as "Swindon Panel" (hereafter referred to as 'the panel'), and the associated equipment and artefacts. To use the same panel and equipment as a working exhibit, demonstrating railway signalling history and practice of the period, and other general railway signalling interest.
- Restrictions* (b) The Society shall operate within any restrictions imposed by the host site and the law of England.
- Agreement with Museum* (c) The Society shall maintain an agreement with the governing body of the host site, for access to, and operation of, the panel.
- Powers* (d) In the furtherance of these objects the Society shall have the following powers:-
- Documents & Artefacts* i) To further the collection of historical records, data, artefacts and documentation relating to railway operating practises and in particular those relating to railway signalling and so far as reasonably practicable to render the information contained therein available to the public.
  - Availability to other Organisations* ii) To make available (on such terms as the committee may decide) to charitable organisations having similar objects to the Society's objects any lands, buildings, items, records, data or documentation temporarily not required for the Society's objects.
  - Accept Donations* iii) To accept donations for any purpose not inconsistent with the Society's objects and may make special appeals for funds to be used in connection with any such purpose.
  - Grants & Loans* iv) To apply for and accept any loans or grants provided that any condition imposed on such loan or grant is not inconsistent with the Society's objects.

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### 3. MEMBERSHIP TO THE SOCIETY

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| <i>Availability</i>                  | (a) | Membership of the Society shall be open to:-  |
| <i>Individuals</i>                   | i)  | Any person who is interested in the objects of the Society, without discrimination as to colour, creed, sex or politics, and;   |
| <i>Organisations</i>                 | ii) | Any organisation, corporate body, or unincorporated association interested in the objects of the Society (Organisations, corporate bodies and unincorporated associations hereafter referred to as 'member organisations')  |
| <i>Subscriptions</i>                 | (b) | <p>i) The annual subscription shall be payable at such an amount as the committee determine payable, on a twelve monthly basis or by any person applying to join the Society.</p> <p>ii) A 'life' subscription may be obtained, as the committee shall determine on a case-by-case basis, at an amount as the committee determine payable.</p> <p>iii) The membership renewal fee shall be determined by the committee and reviewed each year. Any changes to the membership renewal amount shall be notified to the membership at least three months before the change takes effect.</p> |
| <i>Resignation</i>                   | (c) | Any member may resign his or her membership at any time by notice in writing to the Secretary.  |
| <i>Receipt of Publications</i>       | (d) | All members shall be entitled to receive a copy of Society publications, as deemed by the committee.  |
| <i>Discontinuation of Membership</i> | (e) | The committee may, on a resolution passed by three quarters thereof, discontinue the membership of any member, or member organisation, of the Society whose subscription shall be six months in arrears or for any other reason at the absolute discretion of the committee. Any member dispelled shall be given sufficient reason for any decision made.   |
| <i>Membership Records</i>            | (f) | The Secretary shall maintain a record of the name and addresses of the members, the date on which their membership commenced and the date on which any membership is terminated, lapsed or resigned. The record may be held on an electronic database system.   |
| <i>Admittance Conditions</i>         | (g) | The committee may, at its entire discretion, admit persons or organisations to the society under conditions different to those at which membership is usually offered as it may see fit.  |
| <i>Membership of organisations</i>   | (h) | Member organisations shall appoint an individual to represent them, and to vote on their behalf at the Society's meetings; and may appoint an alternative to replace their appointed representative at any meeting of the Society, if the original representative is unable to attend. Member organisations shall notify the  |

name of the representative appointed by them to represent that organisation at the Society's meetings, and any replacement, to the Secretary. If the representative or replacement appointed by a member organisation resigns from, or otherwise leaves the member organisation, he/she shall cease to be the representative of the member organisation.

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#### 4. MANAGEMENT

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| <i>Vested in Committee</i>             | (a) | The management of the Society shall be vested in a committee consisting of a Chairman, a Secretary and not more than six other members, of which a maximum of one may be the Treasurer.  |
| <i>Elected at AGM</i>                  | (b) | The Society shall at its first meeting, and at every Annual General Meeting thereafter, elect a committee for the ensuing year. The members of the Committee shall take office at the end of the meeting at which they are elected and shall hold office until the end of the next Annual General Meeting. All members of the committee may be re-elected for a further term or terms of office.   |
| <i>Sub Committees</i>                  | (c) | The committee may from time to time appoint such sub-committees as may be deemed necessary and may determine their terms of reference, powers, duration and composition, provided always that the actions and proceedings of any such sub-committee (or persons referred to in that way) shall be fully and promptly reported to the Committee.  |
| <i>Vacation of Office</i>              | (d) | Any person elected to hold office as a member of any committee shall be required to vacate his/her position if he/she is unanimously deemed by three-quarters of the committee to be unsuitable for further service in such position.  |
| <i>Appointment Powers of Committee</i> | (e) | The committee shall have power at any time to fill casual vacancies in their body until the Annual General Meeting at which time the appointed committee member shall retire, being eligible for re-election.  |
| <i>Honorary Capacity</i>               | (f) | Work carried out by members for the benefit of the Society, whether by members of the committee or not, is entirely honorary. No member shall be entitled to receive payment for any time during which they are engaged in any matter on behalf of the Society, save that nothing herein shall preclude the reimbursement of expenses genuinely and necessarily incurred with the prior approval of the committee in the conduct of the Society's affairs. |
| <i>Agreement with host site</i>        | (g) | As far as possible, the committee shall maintain the closest co-operation with the host site and its staff and directors. There shall be nothing in these rules to prevent the committee from seeking the opinion of the staff or directors of the host site on points of interest.  |

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## 5. TREASURY

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- Presentation of Accounts* (a) The Treasurer shall keep accounts of all monies received and expended on account of the Society and shall present such accounts at the Annual General Meeting of the Society.
- Bank Account & Cheques* (b) A banking account shall be opened in the name of the Society and all cheques drawn thereon shall require the signature of at least two committee members.
- Banking cards* (c) A banking card may be obtained in the name of the Society. Expenditure on the banking card, which would only require one signatory (or PIN holder) will be regularly reviewed by the committee to confirm legitimacy of purchases.
- Investment* (d) Any funds not immediately required for the Society's objects shall be invested in such manner as the committee shall decide.
- Petty Cash* (c) The Treasurer may also hold a petty cash account with a starting balance of £50. This balance shall not be permitted to fall below £0 or rise above £100.

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## 6. GENERAL MEETINGS

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- Notice of AGM* (a) The financial year of the Society shall end on 5th April in each year and a general meeting of members shall be convened by the Secretary as soon thereafter as possible, and in any case within three months, for the purpose of receiving the annual report and balance sheet, for electing the committee for the ensuing year and to consider any other business as may be necessary. Fourteen days' notice of such meeting shall be sent to all members.
- Six Members Constitute a Quorum* (b) Six members present in person shall constitute a quorum at the Annual General Meeting. In the event of a quorum not being present the meeting shall be adjourned to such place, date and time within the ensuing twenty-eight days as the Chairman shall decide and the members present at such adjourned meeting shall constitute a quorum.
- Extraordinary General Meetings* (c) An Extraordinary General Meeting may be convened at any time by a resolution of the committee or on the requisition of at least fifteen members of the Society. A meeting held on such requisition shall be held within forty-two days of the receipt of such requisition by the Secretary and the Secretary shall give to members fourteen days' notice of such meeting.

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## 7. RIGHTS & LIABILITIES

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| <i>Voting Entitlement</i>               | (a) | Every member being fully paid up shall be entitled to one vote at any General Meeting. Any member may appoint another person, whether a member or not, to vote on his/her behalf at any meeting provided that person is authorised in writing to do so.  |
| <i>Majority Vote</i>                    | (b) | Every matter shall (except as herein otherwise provided) be determined by a majority of the members present and voting on the question. In case of equality of votes the Chairman of the meeting shall have a second or casting vote.  |
| <i>Actions on Behalf of the Society</i> | (c) | No person shall act for the Society or in the name of the Society without the prior consent of the committee.  |
| <i>Liability of Society</i>             | (d) | The Society shall at no time and in no circumstances whatsoever accept responsibility or liability in respect of loss of life, injury or other incapacity sustained by any person, whether a member of the Society or not, while such person is in, on, under or in the proximity of any property leased or owned by or otherwise in the possession of the Society at any time. In a like manner, the Society shall accept no responsibility or liability for goods, chattels and effects of any person that may be lost, damaged or destroyed while in, on, under, or in the proximity of any property or vehicle (including railway vehicle) leased or owned by or otherwise in the possession of the Society at any time. |
| <i>Liability of Members</i>             | (e) | No member of the Society, whether a member of the committee or any sub-committee or not, shall be personally liable for or contribute towards the payment of the liabilities of the Society beyond the amount of the annual subscription for such member or any contribution agreed to be given and remaining unpaid.  |
| <i>Serving of Notice</i>                | (f) | Any notice required to be served under the terms of this constitution may be delivered either personally, or by posting the same by prepaid letter or card to the last known place of residence of the person on whom the notice is to be served, as recorded in the Society's records. A notice served by post shall be deemed to be served on the day following that on which the same was put into the post and in proving such service it shall be sufficient to prove that the notice was properly addressed and put into the Post Office as a prepaid letter or card.  |
| <i>Non-Receipt of Notice</i>            | (g) | The accidental omission to give notice or the failure to receive such notice due to delay or detention by postal or other authorities or the non acceptance of such notice by any person entitled to receive the same shall not invalidate the proceedings at any meeting to which such notice may relate.   |

**8. CONSTITUTIONAL AMMENDMENTS and DISSOLUTION OF SOCIETY**

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| <i>Amendments made at AGM</i>  | (a) | No alteration shall be made to the constitution except at an Annual General Meeting or at an Extraordinary General Meeting. Notice of any proposed alteration must be lodged with the Secretary at least 14 days before the meeting. No amendment shall be made which would cause the Society to cease to be charitable by law.  |
| <i>Dissolution of Society</i>  | (b) | If at any meeting of the committee a resolution for the dissolution of the Society shall be passed unanimously by the members of the committee then present, and such resolution, at an Extraordinary General Meeting held not less than one calendar month thereafter, be passed by not less than three-quarters of those present and voting, then the committee shall:-  |
| <i>Disposal of Assets in Interests of Society</i><br><i>Disposal of Other Assets</i><br><i>Remaining Assets to Other Similar Organisations</i> |     | (i) Dispose of as many as possible of the assets, having a historical importance in such a way as best to ensure their continued security, preservation, maintenance and availability to the general public, in accordance with the Society's objects;<br>(ii) Dispose of all other assets of the Society not provided for in (i) above for the best price obtainable within a reasonable period of time, and; If any property remains after the satisfaction of the debts and liabilities such property shall not be paid to or distributed amongst the members but shall be given or transferred to such other charitable institutions having similar objects as the Society as the members present and voting at the Extraordinary General Meeting shall determine. |
| <i>Committee Remain in Office</i>  | (c) | The members of the committee shall, unless the resolution relating to dissolution otherwise provides, continue to hold office until such time as the business herein provided for is completed.  |

By Order of the Committee of the Swindon Panel Society.

Officers:–				
Signed:				
Name:				
Date:				