

# Corris Railway Society

Registered Charity Number 506908

## CONSTITUTION

*(As agreed by members at the Annual General Meeting on 11th May 1968, with amendments up to 21st October 2017)*

### 1. NAME

The Society shall be known as the Corris Railway Society.

### 2. OBJECTS

The objects of the Society are to advance the education of the general public by encouraging and promoting the public interest in the study of the former Corris Railway and to collect and exhibit to the public (at a charge to be fixed from time to time by the Management Committee) all historical and educational relics connected with the Railway which the Society may be able to acquire, together with all other items of local interest; e.g. historical, industrial and natural items. The Society shall collect such sums of money as may be needed for its work, and, in particular, for the purchase or lease of property and land to establish a museum for housing and demonstrating the exhibits. It shall also have power to do all such lawful things as will further its objects, in particular, to provide for the holding on its behalf of a controlling interest in the Corris Railway Company Limited and controlling interest in the Corris Tattoo Locomotive Company Limited.

### 3. MEMBERSHIP

Membership shall be open to all individuals and organisations which subscribe to the Society's objects. There shall be five classes of membership, viz. Life, Ordinary, Junior, Senior and Corporate (the last for Organisations). Honorary Life Membership may be conferred by the Council on those deemed to have rendered signal service to the Society. The Management Committee shall have absolute discretion to refuse or terminate membership at any time.

### 4. PRIVILEGES

All classes of members shall be entitled to free admission to the Society's property. Members are encouraged to assist in locating objects of interest and to help in the working of the Society.

### 5. CONTROL

#### (a) COUNCIL:

The Society's policy shall be decided by a Council of not more than twenty elected members (or one-tenth of the membership at the end of the previous year, whichever is the smaller), together with the President and Vice-Presidents. Written nominations, to be received by the Secretary two months before the date of the Annual General Meeting, must be made by three paid-up members and must be accompanied by the written consent of the nominee, who must himself be a current member. One third (to the nearest whole number) of the Council members shall retire each year, but shall be eligible for re-election. They shall be those members with the longest service since they were last elected. In the case of equal service, the Council shall decide by drawing lots, which member(s) shall retire. Should there be more nominees than vacancies, a ballot shall be held at the Annual General Meeting (or by post immediately before it). The Council shall meet at least once a year - as soon as practicable after the Annual General Meeting, notification being given with that for the A.G.M. At least four weeks' notice shall be given of any meeting, unless special urgency is agreed by the Chairman and Honorary Secretary, when this may be reduced to two weeks. The Council shall have power to co-opt up to three additional members to serve till the end of the current year. Any member failing to take part in two successive meetings, without the express permission of the Council shall be deemed to have resigned.

**(b) MANAGEMENT COMMITTEE:**

The day-to-day working of the Society shall be in the hands of a Management Committee of at least five members, composed of the officers, as set out in para.6, with additional members as nominated by the Council from amongst the Council. They shall have power to invite specialists from outside the committee to take part in specific meetings.

**(c) SUB-COMMITTEES or WORKING GROUPS:**

Council may appoint sub-committees or Working Groups to which may be delegated specific duties. The co-ordinator of the sub-committee or group shall be appointed by Council, of which he or she shall be a member; he or she will be responsible for submitting reports to Council, together with any proposals concerning their work, with estimates of costs where applicable. The co-ordinator will, in conjunction with the Treasurer, be responsible for the spending of any money allocated to the sub-committee or working group by Council. The co-ordinator shall be responsible for the constitution of his group.

## **6. OFFICERS**

The officers shall consist of a Chairman, Vice-Chairman, Honorary Treasurer, Honorary Secretary and at least one other officer from Council, to be elected by and from the Council, together with a President and Vice-Presidents to be elected by the Council. The officers, other than the President and Vice-Presidents, shall be ex-officio members of the Management Committee. Assistants to the Honorary Treasurer and Honorary Secretary may, if deemed necessary, be appointed by the Management Committee from outside the Committee, and they shall be ex-officio members of the Committee and the Council. The President and Vice-Presidents will be appointed for a period of 3 years.

## **7. GENERAL MEETINGS**

(a) An Annual General Meeting shall be held each year, in the Corris neighbourhood unless requested otherwise by a simple majority of members present at the previous meeting. At the meeting, the Annual Report and Accounts for the previous year shall be received, and questions thereon answered by members of the Council. The Independent Examiner shall be appointed for the current year. (see clause 8 below).

(b) A Special General Meeting may be convened by the Honorary Secretary upon the request of Council, Management Committee or at least fifteen ordinary members. No matters other than those on the Agenda may be considered at such a meeting.

At least three weeks notice of date and Agenda for General Meetings shall be given to all members at their last known address. Every member shall have one vote; a postal vote may be recorded on motions appearing on the Agenda, provided it is received by the Honorary Secretary at least forty-eight hours before the commencement of the meeting. In the case of an equality of votes, the Chairman shall have a second, or casting, vote.

## **8. FINANCE**

The Society's income shall be obtained from Life Membership fees, annual subscriptions, donations, charges for viewing exhibits, sale of literature etc, and other means deemed suitable by the Council. The rates of subscription, charges etc. shall be fixed from time to time by the Council and approved by the next General Meeting. After deduction of operating expenses, all monies shall be devoted to the aims of the Society, and loans may be made to The Corris Railway Company Limited or the Corris Tattoo Locomotive Company Limited for purposes in line with the Society's aims. All sums collected, unless required for immediate expenses, shall be paid into a bank account in the name of the Society. Monies not required in the near future shall be invested in securities in which Trust monies may, by law, be invested. The Honorary Treasurer and three other named members of Council shall be authorised to sign cheques on the Society's account, any two of the four signatures being required for each payment. The accounts shall be independently examined, annually, by a Chartered or Certified Accountant, who is not a member of the Council of the Society.

## **9. PROPERTY**

Any property purchased or leased by the Society shall be vested in not more than four members, nor less than two, as the Council shall, by a two-thirds majority agree, and the vesting in such members shall be as Trustees for the Society and as joint tenants.

## **10. TRUSTEES**

The Trustees so appointed may deal with the property so vested in them as directed by the Society. Such direction shall be given by a resolution of the members of the Society passed by a majority at a duly convened meeting, and when so passed shall be binding upon all members of the Society. A Certificate signed by the Honorary Secretary for the time being shall be conclusive evidence that a direction complying in all respects with the above provisions of this rule was duly given to such trustees.

## **11. CONSTITUTION**

Changes may be made to this Constitution only at a General Meeting of members, and notification of the proposed changes must be circulated to all members at their last known address in the United Kingdom at least three weeks before the date of the meeting. A majority of two-thirds of those present and those voting by post shall be necessary to approve the changes. No amendments may be made to Clauses 2, 11 or 12 without previous approval by the Charity Commission.

## **12. WINDING-UP**

In the event of the winding-up of the Society, its assets, after payment of all just debts, shall be paid or transferred to a charitable institution having objects similar to those of the Society, as the membership of the Society shall decide.