

CONSTITUTION OF THE SOMERSETSHIRE COAL CANAL SOCIETY

Adopted on the twentieth day of May 1995

Amended on the tenth day of June 2008

Amended June 2012

A) Name

The name of the Association is - The Somersetshire Coal Canal Society ('the Charity')

B) Administration

Subject to 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 G of this constitution ('the Executive Committee')

C) Objects

The Charity objects ('the objects') are

- 1) To advance the education of the general public in the history of the Somersetshire Coal Canal
- 2) The preservation and restoration of the Somersetshire Coal Canal and its structures for the benefit of the public

D) Powers

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

- 1) Power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.
- 2) 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.
- 3) Power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity
- 4) Power to co-operate with other charities, voluntary bodies and statutory authorities in furtherance of the objects or of similar charitable purpose and to exchange information and advice with them.
- 5) Powers to establish or support any charitable trusts, associations or institutions formed for all or any of these objects.
- 6) Power to appoint and constitute such advisory committees as the Executive Committee may think fit.
- 7) Powers to do all lawful things as are necessary for the achievement of the objects.

E) Membership

Membership of the Charity shall be open to:

- a) Individuals (over 18 years of age) who are interested in furthering the work of the Charity and who have paid any annual subscription laid down from time to time by the Executive committee and
- b) any body incorporated or unincorporated association which is interested in furthering the Charity's work and has paid any annual subscription (any such body being called in this constitution a 'member organisation')
- c) Every member shall have one vote.
- d) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity and may appoint an alternate to replace its appointed representatives at any meeting of the Charity if the appointed representative is unable to attend.
- e) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be representative of the member organisation.
- f) The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual or member organisation. Provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive committee, accompanied by a friend, before a final decision is made.

F) Honorary Officers

At a meeting of the Executive Committee following the annual general meeting the committee shall elect from among their number a chairman, secretary and treasurer who will serve for a three-year term and then can stand for re-election. They shall hold office from the conclusion of this Executive

Committee meeting.

G) Executive Committee

1) The Executive Committee shall consist of not more than 15 members. The minimum required for a quorum to be established shall be 5 – one of whom must be an Officer of the Society. They will be elected at the annual general meeting and shall hold office -for three years from the conclusion of the annual general meeting. They can stand for re-election after three years.

2) The Executive Committee may appoint not more than three co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment can take place at an ordinary meeting of the Executive Committee and the appointment takes effect from the end of that meeting unless the appointment is for a place which has not yet been vacated in which case the appointment takes effect when that place becomes vacant. All persons so co-opted will have to stand at the next annual general meeting for election to the Executive Committee if they wish to continue on the Executive Committee.

3) 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.

4) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provision of the following clause.

5) No person shall be entitled to act as a member of the Executive Committee whether on first or any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in trusts for the Charity.

H) Determination of Membership of the Executive Committee

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

1) is disqualified from acting as a member of the Executive Committee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision).

2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs

3) is absent without the permission of the Executive Committee from all their meetings held within a period of 1 year and the Executive Committee resolves that his or her office be vacated or

4) 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).

5) fails to pay their annual subscription to the Charity.

I) Executive Committee Members not to be personally interested

1) Subject to the provision of sub-clause (2) of this clause no member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a member of the Executive Committee) or receive remuneration or be interested (otherwise that as a member of the Executive Committee) in any contract entered into by the Executive Committee.

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 for all 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: Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instructions or remuneration or that of his or her firm, is under discussion.

J) Meetings and proceedings of the Executive Committee

1) The Executive Committee shall hold at least two meetings each year. A special meeting may be called at any time by the chairman or by two members of the Executive Committee upon not less than 4 days notice being given to other members of the Executive Committee of the matters to be discussed.

2) The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meetings, 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.

3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being, or three members of the Executive Committee, which ever is greater, are present at the meeting.

4) Every matter shall be determined by a majority vote 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.

5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings of the Executive Committee and any sub-committee.

6) The Executive Committee may from time to time make or alter rules for the conduct of their business, the summoning and conduct of their meetings and custody of their documents. No rule may be made which is inconsistent with this constitution.

7) The Executive Committee may appoint one or more sub-committees consisting of two or more 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 sub-committee: provided that all acts and proceedings of any such subcommittees shall be fully and promptly reported to the Executive Committee.

K) Receipts and expenditure

1) The funds of the Charity including all donations contributions and bequest, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank(s) as the Executive Committee shall from time to time decide. All cheques drawn on the account and transfers between accounts must be signed by person(s) who are members of the Executive Committee. A minimum of three members shall be authorised to sign on behalf of the Charity. If a person, who is a signatory, leaves the Executive Committee then the Executive Committee must take immediate steps to replace that person as a signatory. Pending change of signatory except in an emergency agreed by two members of the Executive Committee that person must not sign any cheques or transfers.

2) The funds belonging to the Charity shall be applied only in furthering the objects.

L) Property

1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:

a) all lands 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;

either in a corporation entitled to act as custodian trustees or in not less than three individuals appointed 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 acted 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.
to be vested

2) If a corporation entitled to act as custodian trustee has not been appointed to hold 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.

M) Accounts

1) The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

a) the keeping of accounts records of the Charity

b) the preparation of annual statements of accounts for the Charity

c) the auditing or independent examination of the statements of account of the Charity and

d) the transmission of the statement of accounts of the Charity to the Commissioners

2) The financial year of the Charity shall run from 1st April to 31st March. This may be changed by the Executive Committee. The first set of annual accounts shall run from 1st April 1995 to 31st March 1996

N) Annual Report

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of the annual report and its transmission to the Commissioners.

O) Annual Return

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of the annual return and its transmission to the Commissioners.

P) Annual General Meeting

- 1) There shall be an annual general meeting of the Charity which shall be held in the month of May or June each year or as soon as practicable thereafter.
- 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 members of the Charity shall be entitled to attend and vote at the meeting.
- 3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman of the Executive Committee shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- 4) The Executive Committee shall present to each annual general meeting the report and accounts for the Charity for the preceding year.
- 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 two weeks before the annual general meeting. Voting can be either by show of hands or by ballot the method to be decided upon by the Executive Committee prior to the annual general meeting.

Q) Special General Meetings

The Executive Committee may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days notice must be given. The notice must state the business to be discussed.

R) Procedure at General Meetings

- 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
- 2) There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or ten members of the Charity, whichever is the greater, are present at any general meeting.

S) 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 members either personally or-by sending it through the post in a prepaid letter addressed to such members at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received with in 10 days of posting.

T) Alterations to the Constitution

- 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.
- 2) No amendment may be made to clause A (the name of the Charity clause), clause C (the objects clause), clause G (Executive Committee members not to be personally interested), clause U (the dissolution clause) or this clause without prior consent in writing of the Commissioners.
- 3) No amendments may be made which would have the effect of making the Charity cease to be a Charity at law.

U) Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity. of which not less than 21 days¹ notice (stating 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 power to realise any assets held by or on behalf of the Charity. Any assets remaining after satisfaction of any proper debts and liabilities shall be given or transferred to such other local canal charitable institution or institutions having objects similar to 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 Commissioners.

V) Arrangements until first Annual General Meeting

Until the first annual general meeting takes place this constitution shall take effect as if references to the Executive Committee were references to the persons whose signatures appear at the bottom of

this document.

This constitution was adopted on the date mentioned above at the Annual General meeting of the Society.

Signed

Chairman (Roger Halse)