



## Friends of Vintage Trains

### Constitution

#### 1. Name

The name of the Organisation is Friends of Vintage Trains, hereafter known as the Organisation.

#### 2. Office

The Organisation's official address is at 670 Warwick Road, Tyseley, Birmingham B11 2HL, subject to any resolution of the committee.

#### 3. Objects

The Organisation's objects ('the Objects') are to support the aims and activities of the charity, Vintage Trains Charitable Trust (VTCT) "VTCT" includes Vintage Trains Community Benefit Society (VTCBS) and the operating divisions of Tyseley Locomotive Works (TLW), and the Train Operating Company Vintage Trains Ltd (VTL), and any other activity in which VTCT may engage.

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

- (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Organisation.
- (b) to seek financial support from individuals, corporations, institutions and others by promoting its Objects to anyone who may be prepared to support the Organisation financially, and to receive membership fees, donations, legacies, grants and any other form of financial support in cash or in kind.
- (c) to support any charitable trusts, associations or institutions formed for all or any of the Objects.
- (d) to publish books, journals and other written or audio-visual material to promote the Objects.
- (e) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice to them.
- (f) to do all such other lawful things as are necessary for the achievement of the Objects.

#### 4. Assets

The income and property of the Organisation shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Organisation, and no member of the committee shall be appointed to any office of the Organisation be paid by salary or fees or receive remuneration or other benefit in money or money's worth from the Society. Providing that nothing in this document shall prevent any payment in good faith by the Organisation:

- (a) of reasonable and proper remuneration for any services rendered to the Organisation by any member of the Organisation as part of the member's usual trade or profession.
- (b) to any member of reasonable out-of-pocket expenses.

Neither shall anything in this document prevent the members of the Organisation (including members of the committee) from taking advantage of such travel and other concessions as may be made available from time to time by VTCT.

## **5. Closing down**

If the Organisation is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid or distributed among the members of the Organisation, but shall be given or transferred to VTCT or, if the same shall no longer subsist, some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Organisation by Clause 4 above, chosen by the members of the Organisation at or before the time of dissolution, and if this cannot be done then to some other charitable object.

## **6. Members**

- 6.1 Any person who is in sympathy with the Objects of the Organisation and who wishes to support the work of the Society shall be eligible to become a member of the Society.
- 6.2 The members of the Organisation shall be all persons who are members of the Organisation at the date of the adoption of this constitution together with all persons subsequently admitted as members. All such persons shall continue as members for life or until their membership is determined during their lifetime in accordance with Article 6.4, 6.5 or 6.6.
- 6.3 A membership application shall be submitted by or on behalf of every person who wishes to become a member of the Organisation, together with the appropriate membership fee, to the designated officer of the Organisation. The applicant shall become a member of the Organisation upon written acceptance of the application by an officer of the Organisation authorised for this purpose. The Organisation may decline to accept an application for membership at its absolute discretion and without being required to state a reason.
- 6.4 A person may cease to be a member of the Organisation by sending his resignation in writing to the Organisation. Such resignation shall be effective on the date that it is received (or on a later date, if specified in the resignation) and no refund of membership fees shall be due to the former member under any circumstances.
- 6.5 A person shall cease to be a member of the Organisation if the membership fees for any period are not paid and, after one reminder, remain unpaid for three months after they become due for payment. Such a person may re-apply to become a member at any time on payment of the required membership fee.
- 6.6 The committee may by resolution suspend the membership of any member who, in the opinion of the committee, has acted against the best interests of the Organisation. Before the committee consider such a resolution, the Secretary shall write to the member concerned, setting out the actions complained of, and inviting the member to make written or verbal representations to the meeting of the committee at which the resolution to suspend is considered. The suspended member may, by written notice to the committee, require the committee to put a resolution to the next general meeting of the Organisation asking for the endorsement of the committee's decision by the members in general meeting and, if the members in general meeting endorse the committee's decision, then the suspended member shall cease to be a member of forthwith.
- 6.7 The members in general meeting shall from time to time consider the committee's recommendations as to different classes of membership that seem to the committee to be desirable together with the membership fees and privileges (if any) appropriate to each class. The members may, by ordinary resolution, adopt such recommendations and determine the date from which any changes shall be operative, and such classes of membership, membership fees and privileges (if any) shall then remain in operation until varied by the members at a subsequent general meeting.

## **7. Meeting of the Members**

- 7.1 The Organisation shall hold an annual general meeting each year, to be held not more than fifteen months after the previous annual general meeting, and shall specify that it is the annual general meeting in the notice convening the meeting. The annual general meeting will normally be held in March or April.

- 7.2 The business of an annual general meeting shall be to receive the report of the Chairman, to receive and adopt the statements of accounts for the previous financial year, to elect members to the committee and officers of the committee, to appoint auditors and to consider and, if thought appropriate, to adopt the recommendations of the committee concerning classes of membership, membership fees and privileges (in accordance with Article 6.7). All such business shall be determined by ordinary resolution. The annual general meeting may also consider any other resolution, proposed by the committee, or of which notice has been given to the Secretary by not less than ten members. Such notice must set out the text of the resolution(s) to be proposed so that these can be included in the notice convening the meeting. Notice of such proposed resolution(s) must be given to the Secretary not later than 1<sup>st</sup> February (or 60 days whichever is later) prior to the annual general meeting failing which those proposing the resolution(s) shall bear the cost of separate circulation to the members with the proposed resolution(s). Any such resolutions shall be special resolutions, unless provided otherwise in this constitution. No business shall be considered of which due notice has not been given and which is not set out in the notice of the meeting.
- 7.3 All general meetings other than annual general meetings shall be called extraordinary general meetings and all resolutions at such meetings shall be special resolutions. Such meetings may be called by the committee or may be requested in writing by not less than fifty members of the Organisation. The request shall be addressed to the Secretary and shall state the business to be transacted and the resolutions (if any) to be proposed at the meeting.
- 7.4 The committee shall determine the date, time and place of all general meetings. Any meeting convened at the request of not less than, as provided in Article 7.3, shall be called for a date not more than four months after the date or receipt of the request by the Secretary or as otherwise agreed with the members requesting such a meeting.
- 7.5 Notice of general meetings shall be sent to every member of the Organisation to the address notified by the member to the Organisation. The notice shall specify the business to be transacted. Not less than twenty-one days' notice shall be given, excluding the day on which the notice is despatched. It shall be permissible for such notice to be incorporated into the Organisation magazine that is sent to members periodically. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at that meeting.
- 7.6 At general meetings, the chairman of the Organisation shall take the chair, or in his absence a member of the committee of the Organisation as decided by the members of the committee present or in the absence of any member of the committee by one of the members present as agreed by those present at the meeting. No business shall be transacted at general meetings unless a quorum is present. Twenty members present in person shall constitute a quorum. If a quorum is not present within half an hour of the time appointed for the meeting, then the meeting shall be adjourned to a time and place to be decided by the committee.

## **8. Voting at Meetings**

- 8.1 Ordinary resolutions shall be carried if the majority of those voting are in favour of the resolution. Special resolutions shall be carried if three quarters of those voting are in favour of the resolution.
- 8.2 At general meetings of the Organisation, each member of the Organisation over the age of eighteen shall have one vote except that it shall be permissible for the committee to recommend, in accordance with article 6.7, a class of membership that does not carry voting rights. In the event of an equality of votes, then the chairman of the meeting shall have a casting vote.
- 8.3 All resolutions put to a vote at a meeting shall be decided on a show of hands of those members present unless before, or on declaration of the result of, the show of hands vote, a poll is demanded by the chairman of the meeting or by a minimum of ten members present. Votes, whether by show of hands or on a poll, shall be taken as the chairman directs and the declaration by the chairman of the result of a vote shall be final.

## **9. Committee**

- 9.1 The business of the Organisation shall be managed by the committee who shall be responsible for the policies of the Society and who may exercise all the powers of the Society.
- 9.2 The committee may establish sub-committees for any purpose provided that all proceedings of such sub-committees are fully and promptly reported to the committee. Such sub-committees shall include at least one member of the committee and all members of sub-committees shall be members of the Organisation unless a sub-committee requires advice that can be provided only by a non-member. The membership of such sub-committees shall be agreed by the committee and may be changed by the committee at any time.

- 9.3 A member of the committee shall be elected by the members at an annual general meeting and shall then serve until the next annual general meeting following that of his appointment. The committee shall have the power to co-opt members to fill vacant committee positions until the next annual general meeting. A retiring member of the committee shall be eligible to be proposed for re-election, in accordance with Article 9.4, for a further term of office.
- 9.4 A nomination of a member for election as a member of the committee shall be proposed and seconded by members of the Organisation and delivered to the Secretary prior to the annual general meeting to be held in that year, together with the written agreement of the member to act if elected. No member shall be eligible for nomination under the age of eighteen at the date of the annual general meeting.
- 9.5 A member of the committee may be removed from office by the unanimous decision of the other members of the committee if in their opinion he/she is acting against the best interests of the Organisation, or if he/she fails to attend two consecutive meetings without giving his/her apologies or without due reason for his/her absence, subject to the right of the members to reinstate such a member of the committee by ordinary resolution at the next general meeting of the Organisation.
- 9.6 The elected officers of the committee shall be the chairman, secretary and treasurer. Such appointments shall be for a period of approximately twelve months ending with the next annual general meeting. Holders of such offices shall be eligible for re-appointment. The committee shall have the power to fill a casual vacancy for the remainder of the twelve-month period.
- 9.7 The committee shall elect a Deputy Chairman from among its members at the first committee meeting after the annual general meeting.
- 9.8 The number of members of the committee (included elected officers) shall be neither more than ten nor less than three unless otherwise agreed by the members in general meeting.
- 9.9 The committee shall meet at such times and in such places and shall otherwise regulate their proceedings as they shall think fit.

#### **10. Minutes**

Minutes shall be kept of all general meetings of the Organisation and of meetings of the committee and its sub-committees.

#### **11. Accounts and Annual Report**

The Organisation shall maintain accounting records, prepare annual accounts, cause them to be audited, and prepare an annual report.

#### **12. Alterations to the Constitution**

The constitution shall only be amended by special resolution at a general meeting of the Organisation.

The constitution of the Organisation was adopted by members at the Annual General Meeting held on the 24th day of March 2019.