

THE ALTRINCHAM ELECTRIC RAILWAY PRESERVATION SOCIETY



Constitution As amended 24 June 2011

1 Name and Objects

- 1.1 The Society shall be called the 'Altrincham Electric Railway Preservation Society' abbreviated to AERPS.
- 1.2 The Society exists to advance the education of the public in particular by the preservation and exhibition of rolling stock, artefacts, relics and other such documents relating to the Manchester South Junction & Altrincham (MSJ&A) line and elsewhere, which are of historic or scientific importance.
- 1.3 In furtherance of the above objects but no further or otherwise the Society shall have the following powers:-
 - a) to obtain and preserve further relics of the MSJ&A line as and when they become available.
 - b) to support or initiate other railway preservation schemes, provided that this in no way interferes with the attainment of 1.2 above.
 - c) To organise meetings, lectures and other events.
 - d) To print and publish periodicals, books, articles and leaflets.
 - e) To borrow or raise such money for the objects of the Society on such terms and on such security as may be thought fit provided that any money lent by a Member of the Society, Officer or Ordinary Committee member is at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base rate of a clearing bank to be selected by the Committee.
 - f) To take and accept any gift of money, property or other assets whether subject to any special trust or not for the objects of the Society.
 - g) To raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise.
 - h) To operate bank accounts.
 - i) To invest monies of the Society not immediately required for its purposes as may be thought fit.
 - j) To do all such other things as will further the attainment of the objects of the Society.

2 Membership & Subscriptions

- 2.1 There shall be four classes of Members viz :- full, junior, life and honorary life.
- 2.2 The membership subscription rates shall be determined by the Committee. Minors under eighteen years of age are eligible for junior membership at half the full subscription. Honorary life membership can only be conferred as a result of a motion passed at a General Meeting.
- 2.3 Subscriptions paid in any year shall be in respect of the period ending on 31 March next unless at the Committee's discretion a subscription is deemed to apply to any subsequent period.
- 2.4 Subscriptions shall fall due on 1 April in each year.
- 2.5 Any Member who does not renew and pay his subscription by 30 June shall be deemed to have resigned.
- 2.6 Any Member may resign from the Society by giving notice in writing to the Secretary. Any subscription paid by such a Member will not be refunded.
- 2.7 It is the responsibility of Members to notify the Secretary (or his nominee) of changes of address. Notices shall be deemed duly served if posted to the last address provided by the Member to whom they were addressed.
- 2.8 The Committee may suspend any Member from the Society if that Member acts, in the judgement of the Society, against the best interests of the Society. The Committee shall be the arbiters of what shall be the best interests of the Society. Prior to the exercise of such discussion the Secretary of the Society shall give notice in writing to such Member who is alleged to have acted contrary to the interests of the Society. Such notice must be posted at least seven days prior to the meeting and shall contain details particularised as far as possible of the conduct which is alleged to be against the best interest of the Society. Such Member shall have the right to make written or verbal representation to the Committee which shall consider this prior to reaching any decision. Such a decision shall be notified to the Member within seven days of the decision. A Member suspended by the Committee may appeal for reconsideration of the matter through the next General Meeting. Notice of such appeal must be given in writing within fourteen days of the posting of the Committee's decision to suspend the Member. The decision of the General Meeting shall be reached by a simple majority of those present and voting. Until the decision of the General Meeting is reached the suspended Member shall not be entitled to participate in the affairs of or exercise any rights of membership of the Society.

3 Committee & Officers

- 3.1 The Officers of the Society are:- Chairman, Secretary and Treasurer.
- 3.2 The day to day running of the Society shall be performed by a Committee consisting of the Officers together with up to six Members of the Society. Members of the Committee are charity trustees.
- 3.3 Nobody shall be admitted to the Committee who is under the age of eighteen.
- 3.4 The Officers and Ordinary members of the Committee shall normally be elected by simple ballot at the Annual General Meeting (AGM) and shall hold office from then until the next AGM. Any Member may nominate any other Member for election as either Officer or Ordinary Committee member at the AGM.
- 3.5 If less than six Ordinary Committee members are elected at the AGM the Committee may appoint additional members up to a maximum of six Ordinary Committee members. If the number of Ordinary Committee members is reduced by resignations the Committee may appoint new members to fill the vacancies. In the event of the resignation of an Officer the Committee may appoint an Ordinary Committee member to take responsibility until the next AGM.
- 3.6 The various jobs (Sales Manager, Press Officer, etc.) shall be allotted by the Committee.
- 3.7 The Committee shall meet at least once every two monthly period and details of major decisions taken and the general state of the Society must be given in the Society's newsletter which shall be circulated quarterly.
- 3.8 The Committee may form as many Sub-Committees as required and may invite any Member of the Society to serve on them. Sub-Committee decisions must be confirmed by the Committee unless the Committee specifically gives the Sub-Committee the authority to take decisions.
- 3.9 The quorum for Committee meetings is three, of which two must be Officers.
- 3.10 Committee meetings will be chaired by the Chairman or in his absence the Treasurer or Secretary.
- 3.11 Each Committee member both Ordinary and Ex Officio shall have one vote except that in the case of a tied vote the Chairman of the Committee shall have a casting vote.
- 3.12 The Committee may invite Members of the Society to attend Committee meetings in a non-voting capacity; delegates from organisations which the Society is negotiating may also be invited to attend Committee meetings in a non-voting capacity.

- 3.13 The Committee must ensure that proper records of all the Society's business be kept:- full minutes of all meetings, receipts, income/expenditure, identification of all assets and liabilities, storing past correspondence, circulars, policy statements. etc., keeping up to date lists of Members etc..
- 3.14 The Committee must ensure that proper books of accounts are kept and are annually examined by an independent examiner appointed at an AGM.
- 3.15 Any Member has the right to inspect the Society's records by contacting the appropriate Officer and making an appointment.

4 General Meetings

- 4.1 The AGM of the Society for the election of Officers and Ordinary Committee Members, and the approval of the financial accounts shall be held once a year.
- 4.2 The Committee may call at its discretion an Extraordinary General Meeting (EGM) of the Society and shall call an EGM on receipt of a written request signed by at least one fifth of the Society's registered Members. Such EGMs shall be arranged within one month and held within two months of the receipt of the request.)
- 4.3 All General Meetings shall be held at a venue within two miles of an MSJ&A line station if possible, the exact place to be chosen by the Committee.
- 4.4 The AGM will be held on a date to be chosen by the Committee, provided that the date lies within the months of April, May or June if possible.
- 4.5 All Members must be given 21 days notice in writing of the date, time and place of a General Meeting. On receiving such notice they should contact the Secretary (or his nominee) and inform him of business they wish to raise at the meeting.
- 4.6 The Committee must produce an agenda for a General Meeting, including such background information on matters to be discussed as it sees fit and circulate this together with full details of any proposed constitutional amendments to reach Members resident in the UK at least 21 days before a General Meeting.
- 4.7 In the case of an Annual General Meeting the agenda shall be accompanied by the reports of Officers and Ordinary Committee members, and a copy of the independently examined accounts.
- 4.8 The quorum for a General Meeting is 3 Members.

5 Procedure at the AGM

- 5.1 The Chairman of the Meeting shall be the retiring Chairman of the Committee (or nominee).
- 5.2 Before starting the Meeting, checks must be made that all present are Members of the Society and non-Members and lapsed Members must be given a chance to join or rejoin. The Meeting can then start.
- 5.3 Before proceeding with other business, the Meeting must hear the case of any Member suspended by the Committee who wishes to rejoin and decide whether the suspension was justified or not, and whether the Member should be reinstated.
- 5.4 Any proposed constitutional amendments must be considered next together with any proposed revisions to the amendments proposed. However, no 'new' constitutional amendment can be proposed from the floor.
- 5.5 The retiring Officers and Ordinary Committee members now present their reports on the past year and the Treasurer presents the independently examined accounts for consideration by the Meeting.
- 5.6 The Officers and Ordinary Committee members now retire and elections for the new Officers and Ordinary Committee members take place.
- 5.7 Nominations must be received by the Secretary 7 days in advance. All nominations require a proposer and a seconder and the assent of the nominee. Both proposer and seconder must be Members and all nominees must be Members. Any Member can propose any other Member, subject to section 3.4 as a candidate for election to any post in the Society.
- 5.8 With the elections over the elected Chairman takes the chair.
- 5.9 The appointment of the Society's independent examiner shall be considered next.
- 5.10 Finally the Meeting moves on to transact any other business.
- 5.11 Procedure at an EGM is similar, except that reports, presenting of accounts, elections, etc., are omitted if they are not one of the reasons for calling the EGM.

6 Voting Method

- 6.1 Members may appoint another Member to vote for them by proxy provided that they give him a written statement to this effect and also notify the Secretary.
- 6.2 Voting on resolutions, motions, etc., to be initially by the show of hands, by counting of paper votes if requested by a Member. A simple majority suffices.
- 6.3 Voting for the election of Officers, Ordinary Committee members, etc. shall be by Single vote.
- 6.4 The returning Officer is the Secretary or nominee.
- 6.5 Nobody under the age of eighteen shall be entitled to vote.

7 Accounts

- 7.1 The Society's financial year shall run from 1 April to 31 March. The AGM shall consider independently examined accounts of income and expenditure over the past financial year together with a balance sheet at 31 March.

8 Honorary Positions

- 8.1 The Committee may from time to time appoint any Member to be President or a Vice President of the Society.

9 Dissolution

- 9.1 The Society may voluntarily dissolve itself by a motion to this effect by a 75% majority at an EGM.
- 9.2 If on dissolution of the Society and in connection with any loans referred to in Clause 1.3 e) the assets shall be used in the following order of priority:-
- a) for the reimbursement of Members of the Society who having guaranteed a loan to the Society have paid amounts due under such guarantees and of the reimbursement of loans to the Society guaranteed by Members hereof which are still outstanding at that time.
- b) for the repayment of any other loans which are still outstanding at that time.
- 9.3 If on dissolution of the Society there remain after the satisfaction of all its debts and liabilities any assets the same shall not be paid or distributed among the Members of the Society but shall be given or transferred to some other organisation(s) having objects similar to those of the Society. Such organisation(s) shall be determined by Members of the Society at or before the time of dissolution.

10 Constitution

- 10.1 No amendment to this Constitution is possible without it receiving at least 51% support at a General Meeting.
- 10.2 Every Member of the Society shall be entitled to receive a copy of the Constitution.