

# **Wisbech and March Bramley Line Heritage Railway Trust Constitution** (adopted at the Annual General Meeting on the 25<sup>th</sup> May 2013)

## **PART 1**

### **1. Adoption of the Constitution**

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

**2. The Name** of the association is Wisbech and March Bramley Line Heritage Railway Trust hereinafter called the Charity.

### **3. The Objects**

The Trust's objects ('the Objects') are:

1. To restore, renovate, preserve, maintain and operate the railway between March Elm Road crossing and Wisbech Weasenham Lane, in the District of Fenland (Cambridgeshire), as a working heritage railway for the benefit of the people of the district and the nation generally.
2. To restore, renovate, preserve, maintain and display whatever artifacts and other heritage features remain that are connected or consistent with the Bramley Line and the railways around Wisbech and the Fens. (Artifacts to include inter alia rolling stock, buildings and engineering equipment).
3. To promote an understanding of the railway heritage of Fenland, and the Wisbech area in particular, with specific reference to the role of the railways in the social, economic and agricultural development of the area.

### **4. Powers**

In addition to any other powers it has, the Charity may exercise the following powers in the furtherance of its objectives:

- i. To raise funds. In furtherance of this power, the trustees will not establish any substantial permanent trading activity and will comply with any relevant statutory regulations,
- ii. To buy, take on lease or in exchange, hire or otherwise acquire property and to maintain and equip it for use,
- iii. To sell, lease or otherwise dispose of all or any part of the property belonging to the charity.
- iv. To borrow money and to charge the whole or any part of the property as security for repayment of the money borrowed.

### **5. The application of income and property**

- i) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- ii) A Trustee may be reimbursed from the property of the Charity reasonable expenses properly incurred by him or her when acting on behalf of the Charity in accordance with the Trust's Financial Policy and Procedures.
- iii) No member may receive any pay or bonus or otherwise benefit from the profits of the Trust other than to receive proper remuneration for any goods supplied to the Trust.
- iv) A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

## **6. Appointment of trustees**

- i. The members shall elect the Officers and the other members of the management committee (The Trustees) at each Annual General Meeting.
- ii. Trustees shall retire and be eligible for re-election at each subsequent Annual General Meeting
- iii. The Trustees may appoint any person who is willing to act as a trustee to fill a vacancy on the committee between annual general meetings and where it would not be expedient to call an extraordinary general meeting.
- iv. No-one may be elected a Trustee at any annual general meeting unless:
  - (a) The person gives notice they intend to stand prior to the meeting, and
  - (b) Is nominated and seconded by a member of the Charity.
- v. No Trustee may:
  - o Be paid or receive any benefit in money or in kind from the charity (with the exception of any benefit which generally accrues from membership of the charity), or
  - o Have any financial interest in the supply of goods or services to the Charity, or
  - o Acquire or hold any interest in the property of the Charity (except in order to hold it as a trustee of the Charity).

## **7. Dissolution**

- i. If the members resolve to dissolve the Charity the Management Committee members will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.
- ii. The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Group.
- iii. The Trustees must apply any remaining property or money directly for the objects;
  - a. by transfer to any Charity or charities for purposes the same as or similar to the Group,
  - b. In such other manner as the Charity Commission for England and Wales (“the Commission”) may approve in writing in advance.
- iv. The members may pass a resolution before or at the same time as the resolution to dissolve the Group specifying the manner in which the Trustees are to apply the remaining property or assets of the Group and the Trustees must comply with the resolution if it is consistent with paragraphs (a) and (b) inclusive in sub-clause (iii) above.
- v. In no circumstances shall the net assets of the Group be paid to or distributed among the members of the Charity (except to a member that is itself a Charity).
- vi. The Trustees will notify the Commission promptly that the Group has been dissolved. If the Trustees are obliged to send the Charity’s accounts to the Commission for the accounting period which ended before its dissolution, they will send the Commission the Charity’s final accounts.

## **8. Amendments**

- i. The Charity may amend any provision contained in Part 1 of this Constitution provided that:
  - (a) no amendment may be made that would have the effect of making the Group cease to be a charity at law;
  - (b) no amendment may be made to alter the Objects if the change would not be consistent with the purpose for which the Group was established.
  - (c) no amendment may be made to clause 4 without the prior written consent of the Commission;
  - (d) any resolution to amend a provision of Part 1 of this constitution is

- passed by not less than two thirds of the members present and voting at an annual or extraordinary general meeting.
- ii. Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at an annual or extraordinary general meeting.
  - iii. A copy of any resolution amending this constitution shall be sent to the Charity Commission within twenty-one days of it being passed.

## **Part 2**

### **9. Membership**

- i) Membership is open to individuals over sixteen years of age or organisations who are approved by the management committee.
- ii) Membership shall be by annual or life membership subscription as laid down by the management committee from time to time.
- iii) The management committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Group to refuse the application.
- iv) The management committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- v) The management committee must consider any written representations the applicant may make about the decision. Their decision following any written representations must be notified to the applicant in writing but shall be final.
- vi) Membership is not transferable to anyone else.
- vii) The Management Committee will keep a register of names and addresses of the members which must be made available to any member upon request.

### **10. Termination of Membership**

Membership is terminated if:

- i. the member dies or, if it is an organisation, ceases to exist;
- ii. the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- iii. any sum due from the member to the Charity is not paid in full within six months of it falling due;
- iv. the member is removed from membership by a resolution of the management committee that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (a) the member has been given at least twenty one days' notice in writing of the meeting of the management committee at which the resolution will be proposed and the reasons why it is to be proposed;
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

### **11. General meetings**

- i. An annual general meeting (AGM) will be held within twelve months of the date of the adoption of this constitution and must be held in each subsequent year.
- ii. Not more than fifteen months may elapse between successive annual general meetings.
- iii. The Management Committee may call an extraordinary general meeting at any time.
- iv. The Management Committee must call an extraordinary general meeting if requested to do so in writing by at least ten members or one tenth of the

membership, which ever is the greater. The request must state the nature of the business that is to be discussed. If the Management Committee fails to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.

## **12. Notice of meetings**

- i. The date, time and location of each annual general meeting will be decided at the conclusion of each annual general meeting and notified to the membership not less than 14 days prior to the subsequent AGM
- ii. The minimum period of notice required to hold any extraordinary general meeting of the Charity is fourteen clear days from the date on which the notice is deemed to have been given. (A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote). 'Clear days' excludes the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
- iii. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- iv. The notice must be given to all the members and to the Management Committee.

## **13. Quorum for meetings**

- i. No business shall be transacted at any annual or extraordinary general meeting unless a quorum is present.
- ii. No vote shall be taken at a general membership meeting unless a quorum is present.
- iii. A quorum is;
  - 10 members entitled to vote upon the business to be conducted at the meeting; or
  - one tenth of the total membership at the time, whichever is the greater.
- iv. The authorised representative of a member organisation shall be counted in the quorum.
- v. If:
  - (a) a quorum is not present within half an hour from the time appointed for the annual or an extraordinary general meeting; or
  - (b) during the meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Management Committee shall determine.
- vi. The Management Committee must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- vii. If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

## **14. Adjournments**

- i. The members present at a meeting may resolve that the meeting shall be adjourned.
- ii. The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- iii. No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

- iv. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

#### **15. Votes**

- i. Voting rights may only be exercised six months after joining.
- ii. Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- iii. A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective.

#### **16. Representatives of Other Bodies**

- i. Any organisation that is a member of the Group may nominate any person to act as its representative at any meeting of the Group.
- ii. The organisation must give written notice to the Group of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Group. The nominee may continue to represent the organisation until written notice to the contrary is received by the Group.
- iii. Any notice given to the Group will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Group shall not be required to consider whether the nominee has been properly appointed by the organisation.

#### **17. Officers and Trustees**

- i. The Charity and its property shall be managed and administered by a management committee comprising the Officers and other members elected in accordance with this Constitution. The Officers and other members of the committee shall be the Trustees of the Charity and in this constitution are together called "The Trustees".
- ii. The Charity shall have the following Officers:
  - A Chairman,
  - One or more Vice Chairmen,
  - An Honorary Secretary,
  - An Honorary Treasurer.
- iii. The AGM shall elect a President and may elect one or more Vice Presidents, none of whom shall have voting rights at Management Committee meetings. The President (or in their absence one of the Vice-Presidents) shall take the chair for the election of the Chairman at an Annual General Meeting.
- iv. The Officers of the Trust shall have day-to-day responsibility for the management and administration of the Trust and shall report to and implement decisions of the Management Committee. All the actions of the Officers must be consistent with decisions of the Management Committee and with the objects of the Trust.
- v. An Officer or other committee member must be a member of the Group or the nominated representative of an organisation that is a member of the Group.
- vi. The number of committee members shall be not less than four unless determined otherwise by a quorate annual or extraordinary meeting.
- vii. A Management Committee member may not appoint anyone to act on his or her behalf at meetings of the Trustees.

## **18. Proceedings of Management Committee**

- i. The Management Committee may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- ii. Any member of the Management Committee may call a meeting of the Committee.
- iii. The secretary must call a meeting of the Management Committee if requested to do so by a member of the Committee.
- iv. Questions arising at a meeting must be decided by a majority of votes.
- v. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- vi. No decision may be made by a meeting of the Management Committee unless a quorum is present at the time the decision is purported to be made.
- vii. The quorum shall be two or the number nearest to one third of the total number of Management Committee members, whichever is the greater or such larger number as may be decided from time to time by the Management Committee.
- viii. A Management Committee Member shall not be counted in the quorum present when any decision is made about a matter upon which that Committee member is not entitled to vote.
- ix. If the number of Trustees is less than the number fixed as the quorum, the continuing Committee members or member may act only for the purpose of filling vacancies or of calling an extraordinary general meeting.
- x. The person elected as the Chair shall chair meetings of the Management Committee and shall have no functions or powers except those delegated to him or her in writing by the Management Committee.
- xi. The Management Committee may from time to time make rules for the conduct of their business.
- xii. The Management Committee may delegate any of their powers or functions to a sub committee of two or more Trustees but the terms of any such delegation must be recorded in the minute book.
- xiii. The Trustees may delegate any of their powers or functions to a sub committee of two or more Trustees but the terms of any such delegation must be recorded in the minute book.

## **19. Disqualification and Removal of Trustees**

A Trustee shall cease to hold office if he or she:

- i) is disqualified for acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- ii) ceases to be a member of the Charity;
- iii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- iv) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- v) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

## **20. Annual Report and Return and Accounts**

- i) The Trustees will comply with their obligations under the Charities Act 2006 relevant to the income/expenditure level of the Charity with regard to:
  - (a) the keeping of accounting records for the Charity;
  - (b) the preparation of annual statements of account for the Charity;
  - (c) the auditing of the statements of the account of the Charity;
  - (d) the preparation of an Annual Report and its transmission to the Commission;

- (e) the preparation of an Annual Return and its transmission to the Commission.
- ii) The assets of the charity are to be held in a bank account in the name of Bramley Line Appeal Fund.

## **21. Repair and insurance**

The Management Committee will keep in repair and insure to their full value against fire and other usual risks all the buildings of the Charity (except those buildings that are required to be kept in repair and insured by a tenant). The charity must also insure suitably in respect of public liability.

## **22. Notices**

- i. Any notice required by this constitution to be given to or by any person must be:
  - (a) in writing; or
  - (b) given using electronic communications.
- ii. The Charity may give any notice to a member either:
  - (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it using electronic communications to the member's address.
- iii. A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- iv. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- v.
  - (a) Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given.
  - (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
  - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.