

London & North Western Railway Society

(Founded in 1973 for the study of the London & North Western Railway)

A Charitable Incorporated Organisation registered in England and Wales



RULES

As approved at the 2023
Society AGM

London & North Western Railway Society

Rules

These rules are made under the authority given by Clause 26 of the Society's Constitution in conjunction with that Constitution. They were authorised by the trustees on 28th February 2023

A record of Amendments appears page
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1 NAME

- 1.1 The name of the Society is L&NWR Society, expanded on letterheads to London & North Western Railway Society ("the Society").

2 MEMBERSHIP

- 2.1 Eligibility for membership and admission procedures are set out in Clause 9 of the Constitution.
- 2.2 Applications for membership shall be in writing or by completion of an on-line form and sent to the Membership Secretary.
- 2.3 Subscriptions will not normally be refunded on termination of membership.
- 2.4 Any permanent change of physical or email address should be notified promptly to the Membership Secretary.

3 CONDUCT OF MEMBERS

- 3.1 Members may not use the name of the Society nor claim to represent it without the authority of the Committee, neither may they use names of other members without the consent of those members.
- 3.2 Membership of the Society confers no right of access to property which is not open to the public.
- 3.3 Members are expected to abide by the Constitution and Rules of the Society, and to act with reasonable behaviour to each other, both verbally and in writing. Discrimination of any sort against any member of the Society is unacceptable.

- 3.4 Any member who has cause to complain about another member's conduct may contact the Secretary who will record the complaint and the matter will be dealt with in accord with the Society's complaints handling policy.
- 3.5 The Society will produce and publish and review from time to time such policies dealing with the handling of grievances and complaints, protection of children and vulnerable adults, disability discrimination and accessibility, privacy and G.D.P.R. and any other such policy as may be required by the Charity Commission or other Government body, or by Statute.

4 SUBSCRIPTION

- 4.1 The classes of membership and the associated level of fees shall be determined by the trustees in accordance with clause 9 of the Constitution.
- 4.2 The annual subscription for any calendar year shall be payable on or before the first day of January of that year or on such date as the Committee may determine.
- 4.3 The Committee may allow that subscriptions paid by new members joining late in the calendar year are extended up to and including the end of the calendar year following the date on which the application is made. In such circumstances the new member shall have no entitlement to receive issues of the Journal or other material published or distributed prior to their joining.
- 4.4 Honorary life membership may be granted by a General Meeting of the Society to persons who have given outstanding service to the Society over an extended period, or who have promoted the aims of the Society in an outstanding way such as through their research, publication, or public speaking. The proposal for such an award should be made by a specific motion to the General Meeting in accordance with the Rules in force at the time of the proposal. Such Honorary membership would be subject to all Society rules and regulations.
- 4.5 The Membership Secretary will contact listed life members every five years to ensure that there has been no change in their circumstances.

5 COMMITTEE

- 5.1. The trustees shall be members of the Society.
- 5.2. The affairs of the Society shall be managed by the Committee of trustees which shall consist of the Chair, Vice Chair, Secretary and the Treasurer (“the Officers”), and not more than eight ordinary members. The Chair, Vice Chair, Secretary and Treasurer shall be elected annually. At least half of the non-officer members of the Committee shall be elected at each Annual General Meeting and shall hold office for no more than two years after which they shall retire and be eligible for re- election.
- 5.3. The Committee shall have the authority to appoint members including trustees to other positions as it considers necessary for the efficient conduct of the Society’s business. These may include appointments to such positions as Editor; Premises Officer; Membership Secretary; Archivist; Webmaster etc. The Committee will determine the conditions and terms of reference for such appointees.
- 5.4. All appointments are honorary.
- 5.5. Society Officers, trustees and members appointed to specific tasks shall be entitled to be indemnified by the Society in respect of any liability incurred by them in good faith on behalf of the Society.

5.6. Rules regarding conflicts of interest by Trustees

In accordance with the provisions of Section 7 of the Constitution, at any meeting of the Executive Committee, the secretary will: -

1. Identify and declare conflicts at the start of meetings,
2. Keep and update a register of interests,
3. Will require that the conflicted trustee:
 - a) Leaves relevant discussions,
 - b) Does not take part in the decision or vote,
 - c) Is not quoted in the quorum for the decision being taken.

6 PRESIDENT and VICE PRESIDENTS

- 6.1. The Executive Committee may recommend to an Annual General Meeting a member who it considers should be elected by the membership present as President of the Society. The President shall be elected for a period of three years. The position shall be honorary and entitle the holder to attend Executive Committee Meetings and to advise the Executive Committee, but not to vote. Once elected the terms of reference of any duties shall be determined by the Executive Committee. A person shall cease to be a President if he or she ceases to hold membership of the Society or shall cease to hold office on the recommendation of the Committee, but this will only be effective when confirmed by the membership at a General Meeting.

- 6.2 The Executive Committee may recommend from time to time to an Annual General Meeting, members who they consider should be elected by the membership present as Vice Presidents of the Society. The positions shall be honorary and entitle the holders to attend Executive Committee Meetings and to advise the Executive Committee, but not to vote. Vice Presidents shall be elected for a period of five years Vice Presidents may stand for re-election for a further term. Once elected the terms of reference of any duties shall be determined by the Executive Committee. A person shall cease to be a Vice President if he or she ceases to hold membership of the Society or shall cease to hold office on the recommendation of the Committee, but this will only be effective when confirmed by the membership at a General Meeting.

7 LOCAL AREAS and LOCAL OFFICERS

- 7.1. The Committee may allocate funds and appoint members to organise and co-ordinate aspects of the Society's activities in localised geographical areas.
- 7.2. The activities of Local Area Officers shall be recorded by the Secretary and monitored by the Committee.
- 7.3. Each Local Area Officer shall pass statements for that local area's funds to the Treasurer in time for their inclusion in the Society's general accounts.
- 7.4. The Committee shall disband or re-organise local areas and personnel as it considers appropriate.
- 7.5. Local Area Officers shall be entitled to be indemnified by the Society in respect of any liability incurred by them in good faith on behalf of the Society.

8 EXPENDITURE AND ACCOUNTS

- 8.1. The Committee will not be responsible for any expenditure or commitment made by any member of the Society unless the said expenditure has been authorised in advance by the Committee.
- 8.2. At the Committee's discretion reasonable travelling expenses may be paid to members who incur such costs on Society business. Any claim must be supported by evidence and approved by the Committee. Such expenses shall be set by the Committee and minutes and be shown as an item in the accounts at the Annual General Meeting.
- 8.3. The Committee will be responsible for the finances of the Society.
- 8.4. In accordance with all applicable statutory requirements, the Committee shall appoint an independent examiner or auditor, who has the requisite ability and practical experience to carry out a competent examination or audit, as the case may be, of the annual report and accounts. The Committee's decision shall be notified to the Annual General Meeting each year.
- 8.5. In the event that the appointed independent examiner or auditor becomes unable or unwilling to undertake the examination or audit, the Committee shall appoint a new independent examiner or auditor as defined in rule 8.4
- 8.6. The financial year shall be from the first day of January to the last day of December of the same calendar year.

9 CALLING OF MEETINGS and CONDUCT OF ELECTIONS

- 9.1. The Secretary shall be responsible for calling General and Committee meetings and shall keep proper and accurate minutes of all such meetings.
- 9.2. The Secretary shall be responsible for ensuring that elections are conducted in a proper manner and in accordance with these procedures.
- 9.3. A separate vote will be held for all nominations for Officers, and for any nominations for Committee members, including those existing members standing for re-election:
 - The Secretary will write to all nominees after the close of nominations (see Rule 9.2) advising them that there will be a ballot and of the procedure for the election.
 - The ballot will be a secret ballot either on papers previously prepared by the Secretary or my means of an electronic voting system.
 - At the General Meeting during which the election will be held, the Secretary will appoint two scrutineers who are not seeking election to the Committee and who have not nominated any of the candidates; these scrutineers will distribute, collect, and each count the ballot papers when required from the Chair or administer the use of electronic voting equipment in room and online.
 - All new nominees will introduce themselves to the meeting by one of the following: -
Give a two-minute speech; or
Nominate somebody to give a two-minute speech on their behalf. or make available a written handout (200 words max).
 - Only members attending the General Meeting, whether in person or by electronic media, shall be eligible to vote.
 - Each member in 9.3.5 above will be able to vote for or against each candidate or abstain.

- To be elected, the number of votes against the candidate will be subtracted from the number for, and the subsequent total put forward to calculate the winner in each position. Candidates having more against votes than for will automatically be discounted.
- The member(s) elected shall be those having the highest nett number of votes, counting equally the votes on each and every paper or electronic voting device.
- The ballot papers, or any electronic voting record, shall be kept by the Secretary for six months before disposal.

10 GENERAL MEETINGS

- 10.1. General Meetings of the members shall be called in accordance with Clause 11 of the Constitution.
- 10.2. Nominations for trustee appointments and members' proposed resolutions must be received by the Secretary in accordance with, and by the date specified in, the notice of the meeting which date shall be not less than six weeks prior to the date of the meeting. Written notice of the date, place and business including of nominations and proposed resolutions shall be sent to every member not less than 14 days before the date of the meeting.
- 10.3. A Special General Meeting shall only consider the specific business for which it was convened.
- 10.4. Nominations for trustees, including the "Officers" defined in Rule 5.2, shall be in a format laid down from time to time by the trustees. Nomination forms shall be submitted in writing and signed by the nominee, proposer and seconder. Where the signatories are unable to meet in person or it is impracticable for them to do so, individual electronic messages clearly identifiable as coming from each relevant signatory shall be accepted as an alternative to written forms.
- 10.5. Members' proposed resolutions shall be signed by the proposer and seconder.

11 SOCIETY ACTIVITIES

- 11.1. Each member attending any Society visit to any premises shall be entirely at that member's own risk and responsibility. Each member shall absolve the Society and the owners or other authority or company whose

premises are visited from any responsibility for their safety or for the safety of any article that members may have with them.

- 11.2. During visits arranged by the Society, members and visitors must obey the instructions given by the leader and officials in charge of the party.

12 COPYRIGHT

- 12.1. Copyright may exist in any drawings, publications and photographs owned or sold by the Society and they may not be further reproduced without the specific written permission of the Society (and, where appropriate, any other copyright holder) for which a fee may be demanded.
- 12.2. Drawings, publications, and photographs may be sold to members at reduced prices on the understanding that they may not be resold.
- 12.3. The sale of drawings, publications and photographs to members and others does not include the right of further reproduction.

13 AMENDMENTS TO THE RULES

- 13.1. These rules may be amended at an Annual General Meeting or at a Special General Meeting by means of a proposed resolution from the Committee or from the membership.
- 13.2. Proposed resolutions to amend the rules must be adopted by not less than two-thirds of those present and voting or they are lost.
- 13.3. Changes of the existing rules shall have effect from the end of the General Meeting at which they were adopted.

14 INTERPRETATIONS OF THE RULES

- 14.1. The Committee is the sole authority for the interpretation of these rules and the bye laws made by it from time to time.
- 14.2. The decision of the Committee upon any question of interpretation or upon any matters affecting the Society is final and binding on the members.

ISSUES AND RECORD OF AMENDMENTS