



# **Provincial Society**

# **Constitution**

## Amendments

Date	Version	Amendment
04 March 2017	V4.0	Original
27 March 2020	V4.1	Amended to reflect changes in Charities Act from 1993 to 2011
		Amend charity year from 1 Apr to 31 Mar to 1 Jan to 31 Jan
03 March 2023	V5.0	Minor amendment to wording of Clause E(2) – Membership – changed to fully paid-up members Clause E(4) – Membership – add details for Honorary Vice-President Clause N – Annual Report – amended to Trustee Chair Clause O – Annual Return – amended to Trustee Chair Clause V(1) – Trustees – added led by Trustee Chair

Review date: March 2024

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Registered Charity No.1104834

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# Provincial Society Constitution

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## A. Name

The name of the Association is The PROVINCIAL SOCIETY.

## B. Administration

Subject to the matters set out below, the Charity and its property shall be administered and managed in accordance with the constitution by the members of the Executive Committee, constituted by clause G of this constitution.

## C. Objects

The Charity's objects are the advancement of education among the general public in the United Kingdom, in the history of public transport in particular but not by way of limitation by the provision of presentations and the establishment of one or more operational or static museums of transport history covering all aspects of the operations and vehicles of the former Provincial Tramways Company, the Gosport & Fareham Omnibus Company, the Provincial Bus Company and all successor and associated companies from 1878 to the present day.

## D. Powers

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

- (i) 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;
- (ii) 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;
- (iii) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- (iv) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
- (v) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- (vi) power to co-operate with other charities, voluntary bodies and statutory authorities operating in the furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (vii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (viii) power to appoint and constitute such advisory committees as the Executive Committee may think fit;

- (ix) power to do all such other lawful things as are necessary for the achievement of the objects

**E. Membership**

- (1) Membership of the Charity shall be open to any person over the age of 18 years interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Executive Committee.
- (2) Every fully paid-up member shall have one vote.
- (3) The Executive Committee may by unanimous vote and for good reason refuse or terminate the membership of any individual: Provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.
- (4) The Executive Committee may at its discretion nominate a member of the Charity to be Honorary President, such nomination to be ratified at the next A.G.M. The term of the Honorary Presidency shall be at the discretion of the Executive Committee. The Honorary President shall not hold any other position in the Charity. The President shall not be a member of the Executive Committee but may attend and speak at Executive Committee meetings, but shall not be entitled to vote. The Executive Committee may also, at its discretion nominate a member of the Charity to be Honorary Vice-President, such appointment to carry similar stipulations to those above with regard to Honorary President.

**F. Honorary Officers**

At the annual general meeting of the Charity, the members shall elect from amongst themselves a chairman, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.

**G. Executive Committee**

- (1) The Executive Committee shall consist of not less than five members and not more than ten members being:
  - (a) the honorary officers specified in the preceding clause;
  - (b) not less than two and not more than seven members elected at the annual general meeting who shall hold office from the conclusion of that meeting
- (2) The Executive Committee may in addition 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 of a co-opted member shall be made at a special meeting of the Executive Committee called under clause J and shall take effect from the end of that meeting unless the appointment is to fill a place which has not been vacated in which case the appointment shall run from the date when the post becomes vacant.
- (3) All members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office, but they may be re-elected or re-appointed. Any member of the Charity whose subscription is fully paid up shall be eligible for election to the Executive

Committee. A member wishing to stand must notify the secretary, in writing, not less than 21 days before the annual general meeting, nominations must be proposed and seconded by fully paid up members of the Charity. Existing members of the Executive Committee who do not notify the secretary, in writing, of their resignation, not less than 21 days before the annual general meeting shall be deemed to be standing for re-election and a nomination for election shall not be required. If the number of nominations exceeds the number of appointments to be made, a ballot shall be held at the annual general meeting. All members of the Charity shall be eligible to vote, either in person at the annual general meeting or, if unable to attend, by post to the secretary who shall distribute ballot papers with the agenda for the annual general meeting.

- (4) 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 qualifications of a member.
- (5) 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 provisions of the following clause.
- (6) No person shall be entitled to act as a member of the Executive Committee whether on a 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 the trusts of the Charity.

#### **H. Determination of Membership of 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 178 of the Charities Act 2011 (or any statutory re-enactment or modifications 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 six months and the Executive Committee resolve that his or her office be vacated; or
- (4) notifies the secretary 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), in writing not less than 21 days before the date of resignation.

#### **I. Executive Committee Members not to be personally interested.**

No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

#### **J. Meetings and proceedings of the Executive Committee.**

- (1) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members

of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.

- (2) The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, 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, whichever is the greater, are present at a meeting.
- (4) Every matter shall be determined by a majority of votes 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 at meetings of the Executive Committee and any sub-committee.
- (6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of 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 three or more members of the Executive Committee for the purpose of making an 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 sub-committees 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 bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- (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 land 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; to be vested either in corporation entitled to act as custodian trustee or in not less than three individuals appointed by them 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 act 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.

- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the 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**

The Executive Committee shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the Charity;
- (3) the auditing or independent examination of the statements of account of the Charity;
- (4) the transmission of the statements of account of the Charity to the Commission; and
- (5) The Charity year shall run from 1 January to 31 December
- (6) Each member shall pay an annual subscription, the amount to be determined by the Executive Committee, payable from 1 April annually (payment must be received by 30 June or membership shall be deemed to have lapsed)
- (7) The Executive Committee may at its discretion exempt any member from this subscription payment
- (8) The approval of the Executive Committee shall be required for all financial expenditure. Financial commitments incurred by individual members can only be entertained if previously agreed by the Executive Committee

#### **N. Annual Report**

The Trustee Chair shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission should this be required.

#### **O. Annual Return**

The Trustee Chair shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

#### **P. Annual General Meeting**

- (1) There shall be an annual general meeting of the Charity which shall be held in the month of March in 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 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 of 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 at least 21 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

**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 member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within ten 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, clause C, clause I, clause U or this clause without the prior consent in writing of the Commissioners.
- (3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

- (4) The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

## **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 days' notice (stating the 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 the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the 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 Commission.

## **V. Trustees**

- (1) The Provincial Society will have as part of its governing structure, a group of trustees led by a Trustee Chair. Roles of the trustees will include:
  - (a) Ensuring that any long term aims and commitments of the Society are met.
  - (b) Safeguarding the long-term future of the Society and its assets.
  - (c) Making sure that the Society and its activities comply with the law.
  - (d) Checking that the Society keeps its finances in good order.
  - (e) Shadowing the work of the Society's committee.
  - (f) Being responsible for any assets that the Provincial Society acquire and their proper care.
  - (g) Being responsible for the safe disposal of any Society assets in the event the Society is no longer able to retain or properly care for them.
- (2) Future roles may be added as a constitutional amendment to be voted on by the membership, as the need becomes apparent. This will be discussed and agreed upon by the trustees in advance of any proposed amendment.
- (3) Any decisions made will be voted on by a quorum of trustees.
- (4) A quorum is a minimum number of voting persons. If there is less than a quorum, voting must be withheld until a suitable number of trustees are present to vote, apart from exceptional circumstances, when the Chair will decide the appropriate action to continue.
- (5) A quorum of trustees will comprise of 51% or greater of the trustees.
- (6) Trustees will be recruited by interview.
- (7) The Provincial Society will have an open number of trustees, no fewer than four, to allow for future growth and so new skills and experience may be introduced.
- (8) In the event of a voting tie amongst the quorum the chair will have the casting vote.
- (9) A trustee can remain in their role for three years up to a maximum of nine years. This is reviewed every three years. In exceptional circumstances, a trustee can be re-

appointed after their nine years for a further period agreed by the trustee recruitment panel.

**Adopted on the 4<sup>th</sup> day of March 2017 (amended 3<sup>rd</sup> March 2023)**