

CONSTITUTION OF THE SHREWSBURY STEAM TRUST

1. Name

The name of the Trust is The Shrewsbury Steam Trust ("the Trust")

2. Objects and Powers

2.1 The Trust is established:

2.1.1 To promote the preservation and maintenance of the steam pumping engines at Coleham Pumping Station Shrewsbury

2.1.2 To promote the restoration of the engines and boilers to steam power

2.1.3 To promote the education of the public in the history engineering and physical science of steam engines and steam driven machinery and the application of steam engines to Victorian Shrewsbury

2.2 In furtherance of such objects but not otherwise the Trust may in its absolute discretion:

2.2.1 employ and pay any person or persons to supervise, organise and carry on the work of the Trust

2.2.2 bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals

2.2.3 secure publicity in all ways for the promotion of the objects of the Trust

2.2.4 arrange and provide for or join in arranging and providing for the holding of exhibitions meetings lectures classes and seminars and for all other education purposes

2.2.5 collect and disseminate information on all matters affecting such objects and exchange such information with other bodies having similar objects whether in the country or overseas

2.2.6 undertake execute manage or assist any charitable trusts which may lawfully be undertaken executed managed or assisted by the Trust

2.2.7 procure to be written and print publish issue and circulate gratuitously or otherwise such papers books periodicals pamphlets or other documents or films or recording tapes or other items as shall further such objects

2.2.8 purchase take on lease or licence or in exchange hire or otherwise acquire any property and any rights and privileges necessary for the promotion of such objects and construct maintain and alter any buildings or erections necessary for the work of the Trust subject in each case to obtaining such consents as may be required by law

2.2.9 make regulations for any property which may be so acquired

2.2.10 sell let mortgage dispose of or turn to account all or any of the property or assets of the Trust

2.2.11 receive contributions from any person or persons whatsoever by way of subscription or otherwise provided that the Trust shall not undertake any permanent trading activities in raising funds for its primary charitable objects

2.2.12 accept gifts and borrow or raise money for such objects on such terms and on such security as shall be thought fit

2.2.13 procure contributions to the Trust by personal or written appeal, public meetings or otherwise

2.2.14 invest the money of the Trust not immediately required for such objects in or on such investments securities or property as in the discretion of the Trust may be determined subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law

2.2.15 open Coleham Pumping Station to members of the public and charge an admission fee

2.2.16 do all such other lawful things as are necessary for the attainment of such objects or will further the attainment of the objects or any of them.

3. Membership

3.1 Full membership of the Trust shall be open to:

3.1.1 Until the day of 199 those individuals who are members of the County of Salop Steam Engine Society ("the Society"), and

3.1.2 individuals of 18 years and over who are interested in furthering the work of the Trust and who have paid the annual subscription as laid down from time to time by the Committee mentioned below, and

3.1.3 local organisations whether corporate or unincorporated which are interested in furthering such work and have paid their annual subscription. Such organisations shall be entitled to the same voting rights as an individual member

3.2 Honorary members may be appointed at the discretion of the Committee. Honorary members shall not be liable for any subscription and shall not be entitled to vote

3.3 Any person wishing to become a member of the Trust shall sign and deliver to the Secretary an application in such form as the Committee shall from time to time prescribe. The Committee shall have the right:

3.3.1 to approve or reject applications for membership, and

3.3.2 for good and sufficient reason to terminate the membership of any individual provided that other than in the case of a failure to pay an annual subscription the individual member concerned shall have the right to be heard by the Committee before a final decision is made.

4. Officers

4.1 At the Annual General Meeting mentioned below the Trust shall elect a Chairman, a Vice-Chairman, a Treasurer, a Secretary and such other officers as the Trust shall from time to time decide. Such officers shall be members of the Committee mentioned below.

4.2 One third of the officers of the Trust shall retire annually but shall be eligible for re-election

4.3 The Trust shall appoint one or more qualified auditors and may determine their remuneration.

5. Committee

5.1 Subject as mentioned below the policy and general management of the affairs of the Trust shall be directed by a Committee ("the Committee") which shall meet not less than 6 times a year and when complete shall consist of not less than 7 members

5.2 The members of the Committee shall be elected at the Annual General Meeting of the Trust in accordance with clause 8

5.3 At each Annual General Meeting one third of the members of the Committee shall retire but shall be eligible for re-election

5.4 In addition to the members so elected and to those serving by virtue of clause 4.1 the Committee may co-opt up to 2 further members who shall be full members of the Trust whether individual or representative or a combination of both and who shall serve until the conclusion of the next Annual General Meeting after individual co-option provided that the number of co-opted members shall not exceed one third of the total number of members of the Committee in accordance with clause 5.1. Co-opted members shall be entitled to vote at meetings of the committee

5.5 Any casual vacancy in the Committee may be filled by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Trust and shall be eligible for election at that meeting

5.6 The proceedings of the Committee shall not be invalidated by any failure to elect or any defect in the election appointment co-option or qualification of any member

5.7 The Committee shall appoint and fix the remuneration of all such staff or independent experts as may in its opinion be necessary or desirable in the attainment of the objects.

5.8 The Committee may appoint such special or standing committees as may be deemed necessary by the Committee and shall determine their terms of reference powers duration and composition All acts and proceedings of such special or standing committees shall be reported back to the Committee as soon as possible.

5.9 The Committee may invite to its meetings observers who need not be members of the Trust. Observers may at the invitation of the Committee take part in its deliberations but shall have no vote

6. Presidents or Patrons

The Committee may invite any member of the Trust and any other person to become a President, Vice President, Patron or Vice Patron of the Trust for a term not exceeding 5 years in the first instance upon such terms and conditions as the Committee shall from time to time decide, provided that no President or Vice President, Patron or Vice Patron of the Trust being a member of the Trust shall have any greater powers in relation to the administration of the Trust than he or she already possesses by virtue of his or her membership of the Trust, and that a President, Vice President, Patron or Vice Patron who is not a member of the Trust shall have no vote at any general meeting

7. Meetings of the Trust

The first general meeting of the Trust shall be held not later than the day of 1992 and once in each year. Subsequently an Annual General Meeting of the Trust shall be held at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as the Committee shall determine. At least 21 clear days notice shall be given in writing by the Secretary to each member. At such Annual General Meeting the business shall include the election of honorary officers, the election of members to serve on the Committee the appointment of an auditor or auditors the consideration of an annual report of the work done by or under the auspices of the Committee and of the audited accounts and the transaction of such other matters as may from time to time be necessary

The Chairman of the Committee may at any time at his discretion and the Secretary shall within 21 days of receiving a written request so to do signed by not less than one third of the full members and giving adequate reasons for the request call a special general meeting of the Trust.

8. Nomination of officers and committee members

8.1 Only members of the Trust shall be eligible to serve as officers or members of the Committee

8.2 Nominations for officers or membership of the Committee must be made by members of the Trust in writing and must be in the hands of the Secretary at least 14 days before the Annual General Meeting. Should nominations exceed vacancies election shall be by ballot the arrangements for which shall be made by the Committee provided that the first officers and members of the Committee shall be elected by

personal vote at the first general meeting of the Trust.

9. Rules of procedure at all meetings

9.1 Quorum

The quorum at a meeting of the Trust or the Committee or of any committee appointed under clause 5.8 shall be 5 members or one quarter of the total membership of the Trust the Committee or committee (as the case may be) or such other number as the Trust may in general meeting from time to time determine

9.2 Voting

Save as otherwise provided all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote, but in the case of an equality of votes the chairman of the meeting shall have the second or casting vote

9.3 Minutes

Minute books shall be kept by the Committee and all other committees and the appropriate secretary shall enter in the minute book a record of all proceeding and resolutions

9.4 Standing orders and rules

The Committee shall have power to adopt and issue standing orders and/or rules of the Trust. Such standing orders and/or rules shall come into operation immediately provided that they shall be subject to review by the Trust in general meeting and shall not be inconsistent with the provisions of this Constitution

10. Finance

10.1 All money raised by or on behalf of the Trust shall be applied to further the objects of the Trust and for no other purpose provided that nothing contained in this Constitution shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Trust or the repayment of reasonable out of pocket expenses

10.2 The Treasurer shall keep proper accounts of the finances of the Trust

10.3 The accounts shall be audited at least once a year by the auditor appointed at the Annual General Meeting

10.4 An audited statement of the accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting

10.5 A Trust bank account shall be opened in the name of the Trust with National Westminster Bank plc of 8 Mardol Head Shrewsbury or with such other bank as the Committee shall from time to time decide. The Committee shall authorise in writing the Treasurer and the Chairman of the Trust to sign cheques on behalf of the Trust. All cheques must be signed by the 2 authorised signatories.

11. Trust property

The title to all real and personal property which may be acquired by or on behalf of the Trust shall be vested in a corporation lawfully entitled to act as custodian trustee or in not less than 4 or more than 8 individual persons (not being members of the Committee).

12. Alterations to the Constitution

Any alteration of this Constitution shall receive the assent of not less than two thirds of the members of the Trust present and voting at a meeting specially called for the purpose provided that notice of any such alteration shall have been received by the Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be brought forward. At least 14 clear

days notice in writing of such a meeting setting forth the terms of the alteration to be proposed shall be sent by the Secretary to each member of the Trust provided that no alteration shall be made which would have the effect of causing the Trust to cease to be a charity at law.

13. Dissolution

If the Committee by a simple majority of those present and entitled to vote decides at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Trust it shall call a meeting of all members of the Trust who have the power to vote of which meeting not less than 21 clear days notice (stating the terms of the resolution to be proposed) shall be given. If such decision shall be confirmed by a simple two thirds majority of those present and voting at such meeting the Committee shall have power to dispose of any assets held by or on behalf of the Trust. 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 Trust as the Committee may in its absolute discretion determine.

14. Notices

Any notice may be served by the Secretary on any member 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 10 days of posting.

15. Interpretation

For the interpretation of this Constitution the Interpretation Act 1978 shall apply as it applies to the interpretation of an Act of Parliament.

IN WITNESS whereof the parties hereto have hereunto set their hands the day and year first before written