COVENTRY CANAL SOCIETY CONSTITUTION

NAME

The name of the Association is The Coventry Canal Society.

ADMINISTRATION

Subject to the matters set out below the Society and its property shall be administered and managed in accordance with this Constitution by the members of the Executive Committee, constituted as in “Executive Committee" below.

OBJECTS

The Society's objects are:

(1) to promote and encourage in all possible ways the proper use and maintenance of the Coventry Canal and the connecting waterways;

(2) to protect the interests of the canal and to develop the potentialities of the canal and adjoining areas;

(3) to hold such meetings as are necessary and to support and cooperate with other organisations and individuals concerned with conservation and improvement of inland waterways;

(4) to preserve and restore any buildings on the Coventry Canal of historical or geographical importance, which may be used to publicise the Society and accommodate museums and visitors centres for the Society's benefit.

POWERS

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

(1) 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;

(2) 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;

(3) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Society;

(4) power to co-operate with other societies, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar societies purposes and to exchange information and advice with them;

(5) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

(6) power to appoint or constitute such advisory committees as the Executive Committee may think fit;

(7) power to do all such lawful things as are necessary for the achievement of the objects.

MEMBERSHIP

Membership of the Society shall be open to:

(1) individuals who are interested in furthering the work of the Society and who have paid any annual or life subscription laid down from time to time by the Executive Committee;

(2) any body corporate or unincorporated association which is interested in furthering the Society's work and has paid any annual subscription, any such body being called in this constitution a "member organisation".

Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Society and may appoint an alternative to replace its appointed representative at any meeting of the Society if the appointed representative is unable to attend.

Each member organisation shall notify the name of the representative appointed by it and of any alternative to the membership secretary. If the representative or alternative resigns from or otherwise leaves the members' organisation, he or she shall forthwith cease to be the representative of the members' organisation.

The Executive Committee may have good reason to terminate the membership of any individual or member organisation provided that the individual concerned or the appointed representative of the member organisation concerned, as the case may be, shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

CLASSES OF MEMBERSHIP

(1) **Ordinary** - an individual of 18 years of age or over.

(2) **Family -** includes Ordinary memberships for either or both parents and junior membership for any children under the age of 18 years, who are of, or are regarded as, a single family.

(3) **Junior** - an individual below the age of 18 years.

CLASSES OF MEMBERSHIP (cont'd)

(4) **Student** - an individual in full time education age 18 to 23 years inclusive.

(5) **Senior Citizen** - an Ordinary membership for individuals of pensionable age.

(6) **Life** - an Ordinary membership on payment of a single subscript ion for life.

(7) **Honorary -**as conferred below, which shall have the rights and privileges of Ordinary membership.

APPLICATION FOR MEMBERSHIP

Any person subscribing to the objects of the Society may apply for membership. The application must be signed by the candidate(s) and given to the Membership Secretary, who will place it before the Executive Committee for approval. If elected the candidate shal1 be a probationary member for a trial period of three months, during which period he or she shall not enjoy voting rights. Any application must be accompanied by the appropriate subscription.

POSTING OF CANDIDATES NAMES

Names of candidates shall be listed in the next available Society magazine.

DUTIES OF MEMBERS TO REPORT UNDESIRABLE CANDIDATES

Any member who is of the opinion that a candidate would not be a desirable member shall report the fact in writing to the Secretary, who shall lay it before the Executive Committee.

CANDIDATES TO ATTEND BEFORE EXECUTIVE COMMITTEE

The Executive Committee may require the attendance of any candidate to answer such questions as may be put to them. If a candidate does not appear before the Executive Committee when required to do so, or send a satisfactory excuse within four weeks, their membership will be cancelled.

APPROVAL OF APPLICATIONS FOR MEMBERS

Approval of application for membership is at the absolute discretion of the Executive Committee. If the Executive Committee concludes that the membership of an applicant is not in the interests of the Society then it has the right to deny such application. The Executive Committee is not obliged to furnish any reason for the rejection. The rejected applicant shall have their subscription returned.

SUBSCRIPTIONS

The Executive Committee shall determine the sum due by means of an annual or single subscription for each Ordinary, Family, Junior, Student, Senior Citizen, Life or other class of membership which the Society may decide to instigate. Annual subscriptions shal1 be due for payment on the first day of January of each year. New members who join on or after the first day of October shall not be required to renew their annual subscription until one year after the following first day of January.

The Executive Committee shall have the right to amend the rate of subscriptions at any time but such changes shall not become effective until ratified at the Annual/Special General Meeting.

PENALTY OF NON-PAYMENT OF SUBSCRIPTIONS

If any member fails to pay the annual subscription within three months after payment due their membership is terminated. If however, the delay in payment can be accounted for to the satisfaction of the Executive Committee, membership may be reinstated, by the Executive Committee.

PROOF OF MEMBERSHIP

Every member shall produce the receipt for their subscription or card of membership whenever called upon to do so by the Executive Committee or person authorised by the Committee to make such demand on the Society's premises or at its meetings.

FORFEITURE OF RIGHTS

Any member ceasing to be a member of the Society in accordance with the rules shall forfeit all rights to and claims upon the Society, its property and funds.

Any member wishing to resign must send a written notice to the Membership Secretary, together with the subscription due to the date of its taking effect.

CHANGE OF ADDRESS

Any member changing their address shall within fourteen days, give notice to the Membership Secretary in writing of such address. All communications and notices sent to his last address shall be deemed to have been served upon such a member.

The Membership Secretary shall maintain a current list of members and shall provide the Executive Committee at their first meeting after the first day of April each year with name of any lapsed members.

VOTING RIGHTS

All Ordinary members shall have the right to vote at the Annual General Meeting or Special General Meetings of the Society. Junior and Student members do not have voting rights but may be present at such meetings. There are no proxy votes.

HONORARY MEMBERS

A General Meeting may, at the suggestion of the Executive Committee, invite suitable persons to become Patrons, President and Vice President or Honorary Members of the Society. Such appointments may only be revoked by General Meeting.

HONORARY OFFICERS

At the Annual General Meeting of the Society the members shall elect from amongst themselves a Chairman, Vice Chairman, a Secretary, an Assistant Secretary, a Membership Secretary and a Treasurer, who shall hold office from the conclusion of that meeting.

EXECUTIVE COMMITTEE

The Executive Committee shall consist of not less than twelve members nor more than fifteen members being:

(1) the Honorary Officers specified in the preceding clause;

(2) not less than six members nor more than nine members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.

The Executive Committee may in addition appoint not more than four 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 the clause headed "Meetings and Proceedings of the Executive Committee" and shall take effect from the end of the meeting unless the appointment is to fill a place which has not then been vacated, in which case the appointment shall run from the date when the post becomes vacant. The appointment of co-opted members shall cease at the first Annual General Meeting following their appointment.

All the members of the Executive Committee shall retire from the office by rotation at the Annual General Meeting, as set out below, on a three-year cycle but they may be re-elected or re-appointed. The officers and the committee members shall hold office for three years, except as varied below. One third of the Committee shall be due for re-election each year of the three-year cycle in rotation as follows:

Group 1 - Chairman, Assistant Secretary and Committee Members 1 and 2;

Group 2 - Vice Chairman, Honorary Secretary and Committee Members 3 and 4;

Group 3 – Honorary Treasurer, Membership Secretary and Committee Members 5 and 6.

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 qualification of a member.

Nobody shall be appointed as a member of the Executive Committee who is age under 18 or who would if appointed be disqualified under the provisions of the following clauses.

No person shall be entitled to act as a member of the Executive Committee, whether on a first or on 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 interests of the Society.

NOMINATIONS FOR OFFICERS AND COMMITTEE MEMBERS

Each candidate for office or Committee shall be proposed and seconded by two members entitled to vote. The candidate must have been a member of the Society for the previous twenty-four months. Not more than a total of three names may be submitted by a single proposer and no more than one for any particular office. The proposer must have been a member for the previous six months. Properly completed nomination forms must be received by the Secretary not less than fourteen days prior to the date of the Annual General Meeting.

Each Ordinary Member of the Society shall have one vote for each vacant post.

Election of the officers and Committee members shall be a paper ballot.

The Chairman shall appoint three scrutineers to carry out the election under his direction. No officer of the club, member of the Committee or candidate may be appointed.

DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE

A member of the Executive Committee shall cease to hold office if they:

(1) are disqualified from acting as a member of the Executive Committee by virtue of Section (45) of the Society Act 1992 (or any statutory re-enactment or modification of that provision);

(2) becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;

DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE (cont'd)

(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 their office be vacated;

(4) or notifies to the Executive Committee 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)

EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

(1) Subject to the provisions of the sub-clause (2) of this clause, no member of the Executive Committee shall acquire any interest in property belonging to the Society or receive remuneration or be interested, otherwise than as a member of the Executive Committee, in any contract entered into by Executive Committee, unless a decision is taken by the other members of the Executive Committee.

(2) Any member of the Executive Committee for the time being who is a solicitor, accountant or other persons engaged in a professional capacity on behalf of the Society by instruction of the other members of the Executive Committee may charge and be paid all the usual professional charges for services provided as instructed, provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

The Executive Committee shall hold at least one ordinary meeting each month. 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 four 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 2l days notice must be given.

The Chairman shall act as chairman at the meeting of the Executive Committee. If the Chairman and Vice Chairman are 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.

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.

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.

The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at a meeting of the Executive Committee and any sub-committee.

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.

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 any 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 sub-committee shall be fully and promptly reported to the Executive Committee.

RECEIPTS AND EXPENDITURE

The funds of the Society, including all donations contributions and bequests, shall be paid into the account operated by the Executive Committee in the name of the Society, at such a bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two of the three authorised signatories, who are the Chairman, Treasurer and Secretary.

The funds belonging to the Society shall be applied only in furthering the objects.

PROPERTY

(1) Subject to the provisions of the sub-clause (2) of this clause, the Executive Committee shall cause the title to all land held by or in trust for the Society which is not vested in the Official Custodian for Societies and all investment held by or on behalf of the Society to be vested either in a 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 Trustee 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 Society, the Executive Committee may permit any investments held by or in trust for the Society 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 a nominee for the Executive Committee, and may pay such a nominee, reasonable and proper remuneration for acting as such.

TREASURER

The Executive Committee shall comply with their obligations to any statutory re-enactment or modification of that with regard to:

(1) the keeping of accounting records for the Society;

(2) the preparation of annual statements of the account for the Society;

(3) the auditing or independent examination of the account of the Society.

ANNUAL GENERAL MEETING

There shall be an Annual General Meeting of the Society, which shall be held in the month of March in each year or as soon as practicable there after.

Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days notice of an Annual General Meeting to all the members of the Society. All full members of the Society shall be entitled to attend and vote at the meeting. Family members have two votes.

The Executive Committee shall present to each Annual General Meeting the report and accounts of the Society for the preceding year

Nominations for election to the Executive Committee must be made by members of' the Society in writing and must be in the hands of the Secretary of the Executive Committee, at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be made by ballot.

SPECIAL GENERAL MEETINGS

The Executive Committee may call a Special General Meeting of the Society 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.

PROCEDURE AT GENERAL MEETINGS

The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of the Society.

There shall be a quorum when at least one tenth of the number of members of the Society for the time being or ten members of the Society, which ever is the greater, are present at any General Meeting.

NOTICES

Any notice required to be served on any member of the Society shall be in writing and shall be served by the Secretary or Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at their last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

ALTERATIONS TO THE CONSTITUTION

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.

MOORING FOR MEMBERS BOATS

The Executive Committee shall have the authority to grant the provision of a permanent mooring within the confines of the Society's property at Wyken Basin to a boat owner, who must of necessity be a Member of the Society, for all such time as his boat shall remain within the aforesaid property and who is a Member at the time of his application for such a mooring. Because of limitations in the space available for moorings, no Member shall have an automatic right to a mooring within the Society’s property by virtue of their membership but having received a proper application for the same, the Executive Committee must give due consideration to their application and their decision for each and every case shall be final. Members granted a right of mooring shall in addition be subject to the by-laws of the Society appertaining to fees and other matters specifically related to the mooring of boats within the Society's property. The Executive Committee shall have the authority to demand the removal of any boat from the property where the owner has not, in the opinion of the Executive Committee, complied with the rules and bye-laws of the Society subject to the pro-rata reimbursement of any fees for which advance payment has been received 1ess any other costs or charges which have been incurred. Any boat not removed from the property within three months following issue of a demand to do so by the Executive Committee shall be deemed to have been abandoned.

MOORING FOR MEMBERS BOATS (cont'd)

If a boat moored in the Society moorings becomes abandoned in the opinion of the Executive Committee or is deemed to be abandoned following issue of a removal demand or the relevant member is more than 3 months in arrears with due mooring fees, the Executive Committee may:

(1) move the vessel to any part of the Society premises to free up mooring space, without being liable for loss or damage to the vessel, howsoever caused;

(2) give 1 month's notice, by recorded delivery letter, to the last known address of the member of the intention to sell the vessel or its parts to realise the outstanding debt, unless repayment is made within this period;

(3) carry out the sale, recover costs and debts, retaining any excess monies realised for a period of 6 years, against possible later claims by the member.

All reasonable steps will be taken, and evidence maintained, to contact the member prior to this course of action, including discussion with other members, attempted telephone contact, personal visit to last known address and recorded delivery letter, all in addition to the normal follow up procedure for outstanding mooring fees.

TEMPORARY MOORING

The regulations specified in the previous rule shall not prejudice the granting of a temporary or overnight mooring to any boat, whose owner may or may not be a member, by reason of courtesy or goodwill expected of the Society provided that such boat shall have a current British Waterways License and boat insurance. The rules for Wyken Basin are separate rules applying only to Wyken Basin.

ORDERS FOR GOODS

The Executive Committee, or any other officer, authorised by them in writing, shall have the power to give orders to tradesmen and others for goods and other things necessary for carrying out the purpose of the Society but nothing in this rule shall empower the Executive Committee or any other officer authorised by them to incur expenditure except such as is consistent with the purposes for which this Society is established. No officer of the Society shall by mere virtue of this appointment to office have authority to give orders for goods or dispose of the funds of the Society.

No goods shall be supplied, nor any contract for work to be done for the Society, shall be undertaken by any member of the Executive Committee, and no member of the Executive Committee shall have any direct or indirect interests in any contract or payment of the Society unless they clearly indicated their interest to a meeting of the Executive Committee, at which such order is placed or contract given.

BYE-LAWS

(1) Such refreshments, and at such a tariff as the Committee may determine shall be supplied to the members.

(2) All members are required to pay every expense they incur in the Bert Dunkley Building, before they leave the building.

(3) No betting, gambling, bad language or disorderly conduct shal1 be permitted in any premises under the control of the Society, but this rule shall not preclude the running of competitions for the benefit of the Society's funds.

(4) All complaints to be made in writing to the Secretary. The Conduct of a servant or employee of the Society shall in no instance be a matter of personal reprimand by member or members.

(5) Any literature in any way derogatory or harmful to the aims and objects of the Society shall not be displayed, sold or distributed, on the Society's premises.

(6) Any person wilfully or negligently damaging property of the Society shall make good the same to the satisfaction of the Executive Committee.

(7) No member on any pretence, shall take away, injure or destroy any article or property of the Society without consent.

(8) No Junior member shall be allowed in the workshop premises unless an authorised senior member is in attendance.

(9) Members causing excessive noise and disturbance on any of the Society's premises or behaving in an irresponsible manner may be expelled from the Society in accordance with the rules.

DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve the Society, it shall call a meeting of all Members, giving at least 21 days notice, stating the terms of the proposed Resolution. If the dissolution proposal is confirmed by a two-thirds majority of those present and voting, the Executive Committee shall have the power to realise any assets held by or on behalf of the Society, with the proviso that any monies specifically allocated through bequests/donations/gifts etc shall be retained and put to the stated purpose. The fate of any assets then remaining, after the satisfaction of the proper debts and liabilities, shall be determined by the Members at a Special Meeting convened by the Executive Committee, with at least 21 days notice.

Document history			
Version	Date	Reason	Issued
1.0	12/01/01	Original	To all members
1.1	06/03/03	AGM 2002: Resolution 1 - Amended clause Mooring for Members Boats	No
1.2	20/03/03	AGM 2003: Resolution - New clause Dissolution	No
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1.5	31/03/09	AGM 2009: Resolution 1 - Amended clause Executive Committee; Resolution 2 - Amended clause Nominations for Officers and Committee Members; Amended clause Resolution 3 - Executive Committee Members not to be Personally Interested	To subsequent new members
1.6	26/03/24	AGM 2024: Resolution - Amended section Mooring for Members Boats	To website and subsequent new members