

CONSTITUTION OF THE HERTFORDSHIRE ENGINEERS' LUNCHEON CLUB (founded 1997)

As amended and approved by the Special GM on Thursday 18 October 2012

1. Title

This unincorporated association shall be called the **HERTFORDSHIRE ENGINEERS' LUNCHEON CLUB** [in short **HELCL**], hereinafter the Club.

2. Objectives

To foster social and educational activities including talks, joint meetings with related professional bodies, visits/outings, lunches and such other functions as may be agreed by the Committee.

3. Membership

a. Membership shall be open to residents of Hertfordshire and adjacent counties who accept in writing the liabilities and responsibilities set out in the Club Rules (Appendix A) and have the qualifications set out in Section A.1.

b. In the event of any Member (including a Committee Member) acting in a manner substantially detrimental to the name or operation of the Club, the Committee may, following a secret ballot of Committee Members, suspend or terminate membership. The Member in question shall have the right of appeal to the Annual General Meeting (AGM) or an Special General Meeting (GM) should he or she be supported by any ten Members of the Club. A suspended Member may not vote at either the AGM or a GM.

c. All Members must pay an annual subscription that is decided and regularly reviewed by the Committee.

4. Committee

a. The Committee shall be elected at the AGM and **its membership** shall consist of the three Executive Officers, namely Chairman, Secretary and Treasurer, and up to nine Ordinary Members. Nominations for each Executive Officer and each Ordinary Member must be made in writing, signed by the nominee and at least two Members, and received by the Secretary on or before the first day of March in any given year. However, in the absence of sufficient nominees an Executive Officer may be nominated for election at the AGM. Should nominations exceed vacancies, election shall be by a show of hands.

b. Additional members may be co-opted by the Committee as necessary, subject to a total Committee membership of twelve at any one time.

c. Each of the Executive Officers and/or Committee Members shall hold office from the conclusion of the AGM at which they are elected and shall cease to hold office when, either:

1. the AGM or GM at which a successor is appointed concludes;
2. they resign;
3. they are absent without permission from all Committee meetings for a period of six months and the Committee resolve that their office be vacated, or
4. their appointment is terminated or suspended by the Committee following a secret ballot on a motion proposed by any two Committee members. The Secretary must receive fifteen days' notice of such motions and the motion must be taken as the first item on the agenda of the first meeting thereafter of the Committee. The President or a Vice President shall chair discussion of the motion.

d. If for any reason the appointment of any Executive Officer or Ordinary Committee Member is terminated, the Committee is empowered to appoint a temporary replacement until the next AGM or a GM appoints a permanent replacement.

e. The term of Committee Members is not set, but a proportion will be expected to leave each year so that the Committee may be refreshed by new blood. To this end the Committee must endeavour to ensure the appointment of at least two new Members each year.

f. The Chairman shall not serve in that office in excess of two consecutive years.

g. The Committee shall meet not less than six times a year.

h. A quorum shall consist of **six Committee Members (either Executive Officers or Ordinary Members)**, and must include either:

1. two of the Executive Officers, or
2. one of the Executive Officers and either the President or one of the Vice Presidents.

The President or a Vice President making up a quorum is empowered to vote.

i. The Committee is responsible for the management and organisation of the funds and functions of the Club; ensuring that Club funds be applied only to the promotion, furtherance and execution of the Club's objectives and in accordance with the Financial Rules (Appendix B).

j. Normally matters will be decided by consensus but, if necessary, matters shall be determined by a simple majority of the votes of Committee members present with the Chairman allowed a second casting vote.

5. Honorary Appointments

In recognition of their past services to the Club or their experience and stature in engineering, the Committee may recommend the appointment of a President and Vice-Presidents who shall be entitled to attend Committee meetings ex-officio but without voting rights except when making up a quorum. A Patron may also be appointed. Such appointments are subject to annual approval by the AGM. The President and Vice Presidents are expected to meet together and support:

1. the induction of new Members;
2. the recruitment to the Committee and
3. the organisation of meetings.

6. Annual and Special General Meetings

a. The Annual General Meeting shall be held at the first Luncheon Meeting after the first day of March in any given year.

b. The business of the AGM shall be:

1. to receive a report from the Chairman or the Secretary;
2. to receive a report from the Treasurer and approve the annual accounts for the preceding financial year;
3. to elect the Executive Officers and Ordinary Members of the Committee;
4. to appoint an Independent Examiner of the accounts;
5. to approve the appointments of the President and Vice Presidents, and
6. to consider any other business of which due written notice has been given in writing to the Secretary no later than ten days before the date of the meeting.

c. A Special General Meeting may be called on instruction by the Committee or at the request of ten Ordinary Members who shall give a written statement of the subject to be discussed.

d. The Secretary shall give Members at least 15 days' notice when calling a GM by announcement in the Club Newsletter or, if necessary, by email or by post, for those members opting to receive the Newsletter by post. The notice shall specify the time and place where the meeting is to be held and the business to be conducted

e. A quorum for the AGM or a GM is twenty five Members plus a quorum of the Committee.

f. The chair at the AGM or a GM shall be taken by the President or a Vice-President; in the absence of these, a chairman shall be appointed at the meeting and confirmed by a show of hands.

g. Except for amendments to the Constitution, matters will be decided by consensus but, if necessary, matters shall be determined by a simple majority of the votes of Members present with the Chairman allowed a casting vote.

7. Accounts

a. The Club's Financial Year shall run from the first day of January to the last day of December in the same year.

b. Annual accounts shall be prepared by the Treasurer and examined by the Independent Examiner in accordance with the Financial Rules (Appendix B).

8. Club Rules and Financial Rules

Any alteration of the Club Rules (Appendix A) and Financial Rules (Appendix B) must be approved by the AGM or a GM.

9. Amendment of the Constitution

a. Any Member of the Club, if supported by ten other Members, may propose a motion to amend the Club's Constitution for consideration at the AGM, provided that notice in writing of the proposal, together with the names of the proposer and the ten supporting Members is received by the Secretary on or before the first day of March in any given year. Receipt of such proposals at other times will necessitate the calling of a GM.

b. Any motion to amend the Club's Constitution must be carried by a majority of not less than two thirds of the Members present. If the Committee consider the amendment to be against the interests of the Club they may call a postal vote of all Members to decide the matter by a simple majority.

10. Wind-up

In the event of the Club being wound up, any residual assets, after payment of all debts and liabilities, shall be donated to benevolent funds of Engineering Institutions.

Appendix A CLUB RULES

A.1 Membership

Eligibility

Full Club Membership shall be open to professional engineers who have followed a career in any branch of engineering and other professionals who have had a career closely associated with engineering. **It is the responsibility of the Membership Secretary to judge the suitability of prospective members. If in doubt the Membership Secretary should obtain an endorsement of the application by the President or a Vice President.** A Member may register a spouse or permanent partner who will then share equally with the Member the opportunity to take part in Club activities, taking priority over casual guests.

Register

The Club Membership Secretary will maintain a Members' Register containing information consistent with the Data Protection Act such as:

- Title, Name, Address, Telephone Number,
- E-mail address
- Professional Membership/Academic Awards
- Willingness to receive Newsletter and correspondence by e-mail
- Privacy Permission (Data Protection)
- Subscription Status
- Joining date and Committee appointments
- Spouse or partner's name if to take part in Club activities.

Number of Members

The number of Members may be limited by the Committee. Applicants shall, if necessary, be placed on a waiting list and will be offered membership as places become available. They will become Members on payment of the Club subscription.

Associate Members

At the discretion of the Committee, Associate Membership may be offered to partners of deceased Members **or of former Members who have since died** or to Members becoming resident overseas or in counties not adjacent to Hertfordshire.

Associate Members are not full Members and are not required to pay a subscription. They have the right to receive the Club Newsletter electronically. They may book and attend Club events provided they do not displace Members and their partner

Subscriptions

Annual subscriptions become due on the first day of January each year. Members whose subscriptions are unpaid **by the last day of January** shall be automatically suspended from membership by the Committee, who may reinstate membership if the Member subsequently pays all arrears of subscription.

A.2 Committee

Responsibilities (such as Newsletter Editor, Events Secretary, Talks Secretary, Lunch Secretary and Membership Secretary) of ordinary members of the Committee will be determined by the Committee.

A.3 Administration

Lunches

a. Lunch meetings will generally be held on the third Thursday of each month,. The charge for lunch and method of payment will be determined by the Committee.

b. Any Member booking lunch will be committed to pay unless seven days' notice of cancellation is given.

Events

c. Visits and other events may be arranged from time to time. For these, and for lunches, if a limitation of numbers is necessary, priority will be given to Members and their spouses or partners, followed by Associate Members. For external events, Members and their guests will, as a condition of booking, be required to sign a waiver in line with Section B.8 of the Financial Rules.

Guests

d. Members may bring guests, subject to availability of space and payment of the appropriate charge.

A.4 Newsletter

a. The Newsletter Editor is responsible for both content and editorial policy.

b. The Newsletter will be published electronically at intervals decided by the Committee, generally in alignment with meetings of the Committee. Members renewing their annual subscription and Associate Members may opt to receive the newsletter by post at a cost to be decided by the Committee.

Appendix B FINANCIAL RULES

B.1 General

The Club is responsible for money entrusted to it by Members and must produce accounts each year in accordance with generally accepted accountancy principles.

B.2 Duties of the Committee

The Committee shall:

1. ensure proper financial planning and budgetary control;
2. establish and monitor bank accounts; reimburse the whole or part, of any reasonable and necessary expenses of Members (including Committee Members) in performing functions or duties authorised by the Club;
3. create and decide on the size of a reserve fund;
4. arrange for the care of the assets and property of the Club (but without financial liability jointly or severally, except as each Committee Member bears as a Member of the Club);
5. approve and submit the annual accounts together with the report of the Independent Examiner to the AGM;
6. use Club funds, as it may decide, to raise awareness of our Club in the Engineering fraternity;
7. pay such gratuities and charitable donations that will facilitate the operation of the Club, and
8. ensure that individual Members of the Committee who are entrusted with specific responsibility for events shall submit necessary documentary records and receipts as required by the Treasurer.

B.3 Treasurer

The Treasurer shall be a person with the requisite ability to manage the Club's financial affairs and to produce accounts each year in accordance with simple, generally accepted accountancy principles.

B.4 Duties of the Treasurer

The Treasurer shall:

1. advise the Committee on financial matters and the state of the Club finances;
2. prepare a budget;
3. receive all monies and pay out such monies as are authorised by the Committee;
4. keep all necessary records and prepare the annual accounts for presentation at the AGM.

B.5 Independent Examiner

The Independent Examiner shall have the requisite ability and practical experience to carry out a competent examination of the accounts. The choice of such a person may include professional accountants in practice, retired accountants from industry or others who satisfy the requirements of the Association of Charity Independent Examiners.

B.6 Duties of the Independent Examiner

The Independent Examiner shall:

1. examine the accounts and other documents and perform such checks on these as he believes necessary, and
2. prepare an independent report on the annual accounts.

B.7 Accounts

The annual accounts shall include such information as is generally required to understand the operation of the Club, in a form acceptable to the Independent Examiner. The annual accounts, together with the report of the Independent Examiner and details of the Committee for the preceding year, shall be circulated to Members of the Club with the papers for the AGM.

B.8 Insurance

The property of the Club shall be insured. The Club shall also insure against liability to third parties, but will remind Members taking part in external events organised by the Club that they do so at their own risk.