



ASSOCIATION OF LIGHTHOUSE KEEPERS

CONSTITUTION

Issue 3.1 - June 2014

A	Name
B	Administration
C	Objects
D	Powers
E	Membership
F	Honorary Officers
G	Executive Committee
H	Determination of Membership of Executive Committee
I	Duties and Responsibilities of Trustees
J	Executive Committee Members not to be personally interested
K	Meetings and Proceedings of the Executive Committee
L	Receipts and Expenditure
M	Property
N	Accounts
O	Annual Report
P	Annual Return
Q	Annual General Meeting
R	Extra-Ordinary General Meetings
S	Procedure at General Meetings
T	Notices
U	Alteration to the Constitution
V	Dissolution

A Name

This Charitable Trust is to be known as the **Association of Lighthouse Keepers**, hereafter referred to as "**The Charity**".

B Administration

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the **Executive Committee** as defined by section G of this constitution.

C Objects

The Charity's objects are:

The advancement of education of the general public in Pharology, defined for these purposes as study in the history and current practice of coastal and inland aids to navigation, through the provision of information, education activities and the maintenance of an archive.

D Powers

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

1. 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. 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. To sell, lease or dispose of all or part of the property of the Charity, subject to any consents required by law.
 4. To borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed, subject to any consents required by law.
 5. To employ 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 such staff and their dependants.
 6. To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them.
 7. To establish or support any charitable trusts, associations or institutions formed for all or any of the objects.
 8. To appoint and constitute such advisory committees as the Executive Committee may think fit.
 9. To do all such other lawful things as are necessary for the achievement of the Objects.
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E Membership

1. Membership of the Charity shall be open to any person interested in furthering its objects and who has paid the annual subscription laid down from time to time by the Executive Committee.
2. Any body corporate or unincorporated association which is interested in furthering the Charity's work and has paid any annual subscription (any such body being called in this constitution a "member organisation").
3. Every member shall have one vote.
4. Each member organisation shall appoint an individual to represent it and vote on its behalf at meetings of the Charity; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend.
5. Each member organisation shall notify the name of its appointed representative and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be its representative.
6. The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation. That individual or appointed representative of the member organisation concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

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 5 members and not more than 12 members being:
 - The honorary officers specified in the preceding section F.
 - Not less than 5 and not more than 12 members elected at the annual general meeting who shall hold office from the conclusion of that meeting for a period of one year.
2. The Executive Committee may in addition co-opt members but these shall not exceed one third of the Executive Committee at any one time. The appointment of a co-opted member shall be made at any Executive Committee meeting as the need arises and shall take effect from the end of that

meeting. If the co-opted committee member is appointed to fill a place which is still to be vacated, the appointment shall run from the date when the post becomes vacant.

The members of the Executive Committee shall retire from office together at the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed at that meeting.

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.

No person who is under the age of 18 shall be appointed as a member of the Executive Committee.

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 72 of the Charities Act 1993 (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 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 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.

I Duties and Responsibilities of Trustees

Charity trustees are the people who serve on the governing body of a charity. They may be known as trustees, directors, Board Members, Governors or Committee Members. The principles and main duties are the same in all cases.

1. Trustees have and must accept ultimate responsibility for directing the affairs of a charity, and ensuring that it is solvent, well run, and delivering the charitable outcomes for the benefit of the public for which it has been set up.
2. Ensure that the charity complies with charity law, and with the requirements of the Charity Commission as regulator; in particular ensure that the charity prepares reports on what it has achieved and Annual Returns and accounts as required by law.

3. Ensure that the charity does not breach any of the requirements or rules set out in its governing document and that it remains true to the charitable purpose and objects set out there.
4. Comply with the requirements of other legislation and other regulators (if any) which govern the activities of the charity.
5. Act with integrity, and avoid any personal conflicts of interest or misuse of charity funds or assets.
6. Ensure that the charity is and will remain solvent.
7. Use charitable funds and assets reasonably, and only in furtherance of the charity's objects.
8. Avoid undertaking activities that might place the charity's funds, assets or reputation at undue risk.
9. Take special care when investing the funds of the charity, or borrowing funds for the charity to use.
10. Use reasonable care and skill in their work as trustees, using their personal skills and experience as needed to ensure that the charity is well run and efficient.
11. Consider getting external professional advice on all matters where there may be material risk to the charity, or where the trustees may be in breach of their duties.

If things go wrong

The Charity Commission offers information and advice to charities on both legal requirements and best practice to help them operate as effectively as possible and to prevent problems arising. In a few cases where serious problems have occurred the Charity Commission have wide powers to look into them and put things right. Trustees may also be personally liable for any debts or losses that the charity laces as a result. This will depend on the circumstances and the type of governing document to the charity. However, personal liability of this kind is rare, and trustees who have followed the requirements on this page will generally be protected.

ALK Requirements of a Trustee

An ALK Trustee is required to attend at least two meetings per annum outside the AGM. In the event of an emergency then an additional meeting will be called, this can be either an Executive Committee Meeting or an Extraordinary General Meeting

Currently, a Trustee's appointment continues until that Trustee resigns, dies or is removed from office. In the event of resignation, the Trustee would be expected not to stand down until the next AGM to allow a replacement to be found. An exception would be made in the case of health and / or personal reasons.

A Trustee is expected to find the time to attend the required number of meetings within one year and to contribute to the smooth running of the Association. A Trustee who fails to attend the required number of meetings will not be eligible for re-election at the following AGM.

The majority of the above text is taken from the Charity Commission's document entitled 'The Essential Trustee' and we hereby acknowledge that part as Crown copyright.

J Executive Committee Members not to be personally interested

1. No member of the Executive Committee shall acquire any interest in property belonging to the Charity (other than as a trustee for the Charity) or receive remuneration or be interested (other than as a member of the Executive Committee) in any contract entered into by the Executive Committee [Subject to the provisions of sub-clause (2) of this section].
 2. Any member of the Executive Committee who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Charity: Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision. 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.
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K Meetings and Proceedings of the Executive Committee

1. The Executive Committee shall hold at least two ordinary meetings per 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 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 21 days' notice must be given.
2. The chairman shall take the chair at meetings of the Executive Committee. If the chairman is absent from any meeting the Vice-Chairman will take his place, but should he be absent, the members of the Executive Committee present shall elect one of their number to be chairman of the meeting before any business is transacted.
3. There shall be a quorum when 5 members of the Executive Committee 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 of the proceedings of meetings of the Executive Committee and any sub-committee in books kept for that purpose.
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, or change carried out, which is inconsistent with this constitution.

L 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 of the Charity.

M Property

1. Subject to the provisions of clause (2) of this section, 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 a corporation entitled to act as a 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 or 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.

N Accounts

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of the 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; and
 4. The transmission of the statements of account of the Charity to the Commission.
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O Annual Report

The executive Committee shall comply with their obligations under the Charities Act 1993 (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.

P Annual Return

The Executive Committee shall comply with their obligations under the Charities Act 1993 (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.

Q Annual General Meeting

1. There shall be an annual general meeting of the Charity which shall be held in the month of September in each year or as soon as practical 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 the 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 new 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 shall be made by members of the Charity in writing to be in the hands of the secretary of the

Executive Committee at least fourteen days before the annual general meeting. Should nominations exceed vacancies, election shall be made by ballot. In the case that no nominations are received for a vacant post prior to the annual general meeting, nominations will be accepted on the day of the meeting.

R Extraordinary General Meeting

The Executive Committee may call an extraordinary 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 twenty-one days' notice must be given. The document of notification must state the business to be discussed.

S Procedure at General Meetings

1. The secretary or other person specially appointed by the Executive Committee shall keep a full record of the proceedings at every general meeting of the Charity.
 2. There shall be a quorum when at least ten members of the Charity are present at any general meeting.
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T Notices

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary of the Executive Committee on any member either by hand or through the post in a prepaid letter addressed to such a member at his or her last known address in the United Kingdom. Any letter so sent shall be deemed to have been received within ten days of posting.

U Alteration to the Constitution

1. The Constitution may be altered by a resolution passed by no 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 alterations proposed.
2. No amendment may be made to section A, section C, section I, section T or section U 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 shall promptly send the Commission a copy of any amendment made under this section.
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V 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 no less than twenty-one 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 property 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 to 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.