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MILESTONE SOCIETY

Registered Charity No. 1105688

CONSTITUTION

1. NAME

The name of the association is 'The Milestone Society' (hereinafter called 'the Society' or 'the Charity').

2. ADMINISTRATION

Subject to the matters set out below the Charity and its property shall be the ultimate responsibility of the Trustees and shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 7 of this constitution ('the Executive Committee').

3. OBJECTS

To identify, record, protect, preserve, research and publicise milestones and other wayside heritage for the benefit of the public.

The term milestone shall be interpreted as including indications of distances and places, whether provided in stone, metal or wood, waymarks, fingerposts, boundary posts, crosses or inscriptions, and wherever situated. The term wayside heritage shall include toll houses, turnpike roads and other related heritage assets.

4. POWERS

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

- (i) power to raise funds and 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 payment of salaries and pensions and to make all statutory deductions for such employees
- (vi) power to co-operate with other charities, voluntary bodies and statutory bodies operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (vii) power to establish and support any charitable trusts, associations or institutions formed for all or any of the objects;
- (viii) power to appoint and constitute any such advisory committees as the Executive Committee may think fit;
- (ix) power to establish where necessary local branches (whether autonomous or not);

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- (x) power to bring together in conference representatives of voluntary organisations, government departments, statutory authorities and individuals;
- (xi) power to promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof;
- (xii) power to arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
- (xiii) power to collect and disseminate information on all matters affecting the said objectives and exchange such information with other bodies and individuals having similar objectives whether in this country or abroad;
- (xiv) power to undertake, execute, manage or assist any charitable trusts which may be lawfully undertaken, executed, managed or assisted by the Society;
- (xv) power to cause to be written and printed or otherwise reproduced and circulated, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both)
- (xvi) power to purchase furniture, equipment, manuscripts, printed books, photographs, films, videos and other material for the furtherance of its objects;
- (xvii) power to invest the moneys of the Society not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law;
- (xviii) power to do all such other lawful things as are necessary for the advancement of the objects.

5. MEMBERSHIP

- (i) There shall be three categories of ordinary members:

Members

Persons over the age of 18. Each member shall be entitled to vote.

Joint Members

Individuals living at the same address, but only the first named shall be entitled to receive a copy of any notice, letter or publication circulated gratuitously to members, but only two individuals shall be entitled to vote.

Group Members

An organisation, institution, school or other group, which shall have the right to nominate two representatives to receive a copy of any notice, letter or publication circulated to members and to vote.

- (ii) The Executive Committee may establish additional categories of ordinary members including but not limited to:

Junior Members

Persons under the age of 18. Junior members shall not be entitled to vote.

Overseas members

Persons resident outside the British Isles.

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- (iii) The subscription for each category shall be determined at the annual general meeting.
- (iv) The Executive Committee shall have the right to approve or reject applications for membership.
- (v) For good and sufficient reason the Executive Committee may terminate the membership of any individual or organisation, provided that the individual member concerned or the individual representing the organisation shall have the right to be heard by the Executive Committee before a final decision is made.
- (vi) The Executive Committee may recommend to the next annual general meeting suitable persons for election to Honorary Life Membership. Honorary Life Members shall not be entitled to vote but shall receive copies of notices, letters and publications circulated to members as part of the membership subscription.

6. HONORARY OFFICERS

- (i) At the annual general meeting or at the first meeting of the Executive Committee thereafter (as the Executive Committee may from time to time decide) those present shall elect from among themselves a chairman, vice chairman, an honorary secretary and a treasurer, and such other honorary officers as the Society shall from time to time decide, who shall hold office from the conclusion of that meeting.
- (ii) Any casual vacancy amongst the honorary officers shall be filled through co-option by the Executive Committee and any person so appointed shall hold office until the conclusion of the next Annual General Meeting and shall be eligible for election at that time.

7. EXECUTIVE COMMITTEE

- (i) The Executive Committee shall consist of not less than five members nor more than twelve members being:
 - (a) the honorary officers specified in the preceding clause;
 - (b) not less than three and not more than eight members elected at the annual general meeting who shall hold office from the conclusion of that meeting.
 - (c) The Executive Committee may appoint not more than two co-opted members, being members of the Society. Co-opted members shall have the right to vote at meetings of the committee.
- (ii) Election to the Executive Committee shall be for three years. One third of the membership shall retire annually but shall be eligible for re-election, the members so to retire being those who have been longest in office since the last election. As between members who have been in office the same length of time, those due to retire shall be chosen by ballot.
- (iii) Any casual vacancy in the Executive Committee may be filled up by the Committee and any person appointed shall hold office until the conclusion of the next Annual General Meeting and shall be eligible for election at that time.
- (iv) The proceedings of the Executive Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.
- (v) The Executive Committee may appoint all such staff (not being members of the Executive Committee) as may in their opinion be necessary.
- (vi) The quorum of the Executive Committee shall be four (including members attending by video link). The Executive Committee may appoint such special or standing committees as may be deemed necessary by the Executive Committee and shall determine their powers of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported to the Executive Committee as soon as possible.

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- (vii) Nobody shall be appointed as a member of the Executive Committee who is under 18 years of age or who would if appointed be disqualified under provisions of the following Clause.
- (viii) The Executive Committee may pay the whole or any part of the reasonable out-of-pocket expenses of any officer or member in or about the execution of his or her functions and duties on behalf of the Society.
- (ix) The Executive Committee shall meet not less than twice a year.

8. DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE

A member of the Executive Committee shall cease to hold office if he or she

- (i) 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 modification of that provision);
- (ii) becomes incapable by reason of mental disorder, illness or injury of managing his or her own affairs;
- (iii) is absent without the permission of the Executive Committee from all their meetings within a period of one year; or
- (iv) notifies to the Executive Committee a wish to resign (but only if at least four members of the Executive Committee will remain in office when the notice of resignation is to take effect).

9. EXECUTIVE MEMBERS NOT TO BE PERSONALLY INTERESTED

- (i) Subject to the provisions of sub-clause (ii) of this clause no member of the Executive Committee shall acquire an interest in property belonging to the Charity (otherwise than as a trustee of 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.
- (ii) Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges 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 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 consideration.

10 LOCAL BRANCHES

The Executive Committee shall have power to establish local branches for the furtherance of the said objects.

Each branch so established shall comply with and be subject to the following regulations:

- (i) The branch shall in pursuance of the said objects and of the policy of the Society and shall be subject to such conditions as may from time to time be laid down by the Executive Committee.
- (ii) The branch may publish literature solely in the name of the branch for local purposes but such literature shall use the Society's logo and shall not contain any statement contrary to the said objects or to the policy of the Society.
- (iii) All legacies bequeathed to the Society shall be received by the Treasurer or other appropriate officer of the Society, but subject to any special trusts or agreements by which such legacies may be affected, the Executive Committee shall have power to direct that any legacy or the income therefrom shall be paid to a particular branch.

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- (iv) The branch may be empowered by the Executive Committee to receive donations and any money received or raised by it may be expended by the branch in its area solely for the furtherance of the said objects.
- (v) The branch shall make returns to the Society in such form as may from time to time be determined by the Executive Committee.
- (vi) Subject to these regulations, the branch may generally manage its own affairs and shall be solely responsible for its own debts and liabilities and shall not pledge the credit of the Society or that of the Executive Committee or of any individual member of the Executive Committee.

11. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- (i) 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 the appointment of a co-opted member then not less than 21 days' notice must be given.
- (ii) The Chairman shall act as chairman at meetings of the Executive Committee. If the Chairman is absent from the meeting the Vice-chairman shall act as chairman. If neither Chairman nor Vice-chairman is present, the members of the Executive Committee shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (iii) Every matter shall be determined by a majority of votes of the members of the Executive 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.
- (iv) The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub-committee.
- (v) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of the meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (vi) 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 such a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

12. RECEIPTS AND EXPENDITURE

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

13. TRUSTEES

- (i) A minimum of four trustees shall be appointed at the Annual General Meeting and shall be eligible for re-appointment at subsequent Annual General Meetings.
- (ii) No person shall be entitled to act as a trustee whether on first or subsequent entry into office until after signing a declaration of acceptance and of willingness to act in the trusts of the charity.

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- (iii) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
 - (a) The Honorary Secretary must call a meeting of the trustees if requested to do so by a trustee.
 - (b) Questions arising at a meeting must be decided by a majority of votes.
 - (c) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
 - (d) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
 - (e) The quorum including members attending by video link shall be two or the number nearest to one-third of the total number of trustees, whichever is the greater or such larger number as may be decided from time to time by the trustees.
 - (f) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
 - (g) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (iv) The title to all real or personal property which may be acquired by or on behalf of the Society shall be vested in a corporation lawfully entitled to act as Custodian Trustee or in not less than three trustees.
- (v) A trustee shall cease to hold office if he or she:
 - (a) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - (b) ceases to be a member of the Charity;
 - (c) in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
 - (d) resigns as a trustee by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
 - (e) is absent without the permission of the trustees from all Society meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

14. ACCOUNTS

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

- (i) the keeping of accounting records of the Charity;
- (ii) the preparation of annual statements of account for the Charity;
- (iii) the auditing or independent examination of the statements of the statements of account of the Charity; and
- (iv) the transmission of the statements of account of the Charity to the Commission.

15. ANNUAL REPORT

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 the preparation of an annual report and its transmission to the Commission.

16 ANNUAL RETURN

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 the preparation of an annual return and its transmission to the Commission.

17 ANNUAL GENERAL MEETING

- (i) There shall be an annual general meeting of the Charity in each calendar year and not more than fifteen months may elapse between successive annual general meetings.
- (ii) Every annual general meeting shall be called by the Executive Committee. The Honorary 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 the meeting.
- (iii) The chairman shall be chairman of annual general meetings, but if he or she is not present, before any other business is transacted the vice-chairman shall take the chair or if he or she is not present, the persons present shall appoint a chairman of the meeting.
- (iv) The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
- (v) 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 Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by a vote among those members present.

18. 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 Honorary Secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be transacted.

19. PROCEDURE AT GENERAL MEETINGS

- (i) The Honorary Secretary or other person specially appointed by the Executive Committee shall keep minutes of proceedings at every general meeting of the Charity.
- (ii) There shall be a quorum when at least twenty members of the Charity are present at any general meeting and the quorum shall include members registering their vote by proxy, provided that no fewer than five members including at least one trustee are physically present.
- (iii) Entitlement to vote shall be in accordance with clause 5 and members not present at the meeting may register their vote by proxy.
- (iv) If there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

20. NOTICES

- (i) Any notice required by this constitution to be given to or by any person must be:
 - (a) in writing; or
 - (b) given using electronic communications.
- (ii) The Charity may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.
- (iii) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- (iv) A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (v) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

21. ALTERATIONS TO THE CONSTITUTION

- (i) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by majority of 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.
- (ii) No amendment may be made to Clause 1 (Name of Charity), Clause 3 (Objects), Clause 9 (Executive Committee Members Not To Be Personally Interested), Clause 22 (Dissolution) or this clause without the consent in writing of the Commissioners.
- (iii) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (iv) The Executive Committee should promptly send to the Commission a copy of any amendment under this clause.

22. 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 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal to dissolve the Charity is confirmed by a two-thirds majority of the present and voting the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause. The trustees shall have the 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 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.

This constitution was adopted at the Annual General Meeting on *[date]*.