

# The Signal and Electrical Engineers' Technical Society

## CONSTITUTION

### 1. NAME OF SOCIETY

The official title of the Society shall be "The Signal and Electrical Engineers' Technical Society".

### 2. OBJECTIVES

To further interest in, and knowledge of, Railway Signalling and allied technical subjects principally, though not exclusively, as applied to London's underground or other mass transit systems.

### 3. ORIGINS

The inaugural meeting of the Society took place on 17 January 1962. Its first President was the then Chief Signal Engineer (London Transport), Mr R Dell and its first Chairman Mr V H Smith.

### 4. MEMBERSHIP

Membership shall be open to all persons who share an interest in the objectives and activities of the Society.

#### 4.1 Membership application

Membership application should be made to the Membership Secretary who shall present the application to the Managing Committee for consideration at the next Managing Committee Meeting. The Managing Committee has full authority to accept or reject membership applications at the meeting. Where there is doubt as to the suitability of the applicant for membership, the Membership Secretary may be asked to seek additional information and resubmit the application to a future Managing Committee Meeting. In all cases, the Membership Secretary shall inform the applicant of the Committee's decision, giving reasons for any rejection.

#### 4.2 Honorary Membership

Honorary membership shall be open to persons proposed by the Managing Committee and for whom a majority vote has been passed at an Annual or Special General Meeting. Honorary members shall be subject to re-election at each subsequent Annual General Meeting.

#### 4.3 Termination of membership

##### 4.3.1 Resignation

Members wishing to resign from the Society shall give written notice to the Membership Secretary.

##### 4.3.2 Subscription default

Any member paying annual subscriptions who fails to pay two consecutive subscriptions by the 30 June following shall have their membership terminated without notice. Such a person shall be eligible for re-admission only on payment of the outstanding debt.

### 4.3.3 Ejection

In the event of a complaint being received by a member of the Managing Committee that a member has, by word or deed, brought the Society into disrepute or contravened the spirit of the Constitution, that member's continued membership shall be considered by the Managing Committee. The member concerned shall be given the opportunity to answer to the Managing Committee regarding any complaint made against him/her. If the complaint is upheld, the Managing Committee shall have the right to terminate that person's membership.

## 5. GOVERNANCE

5.1 The management of the affairs of the Society shall be by means of a Managing Committee.

5.2 The Managing Committee shall comprise Officers and ordinary committee members, numbering no more than fifteen in total.

5.3 The Managing Committee may increase their number by the co-option of not more than two members at any one time and subject to the overall size limit of fifteen. The Managing Committee may set up Sub-Committees for special purposes and may co-opt members or relevant specialists for such Sub-Committees. A co-opted member shall not vote at Managing Committee meetings, unless co-opted in order to fill a vacancy which has arisen since an Annual General Meeting.

5.4 All Officers and ordinary members of the Managing Committee shall be members of the Society. Membership of the Managing Committee shall be honorary.

5.5 The Officers shall be the **Chairman, General Secretary and Treasurer.**

The **Chairman** shall be responsible for promotion of the Society, directing strategy and providing direction to the Managing Committee.

The **General Secretary** shall be responsible for conducting the general administration of the Society including:

- inviting nominations for membership of the Managing Committee;
- proposing to the Managing Committee, suitable persons to act as the Society's auditors;
- convening the Annual General Meeting, any Special General Meetings and all Managing Committee Meetings of the Society and keeping minutes thereof;
- publishing with the notice convening the Annual General Meeting the names, and where appropriate, election statements of nominees for the Managing Committee, a list of all current Honorary Members and the names of the proposed auditors.

The **Treasurer** shall be responsible for receiving all payments and paying all monies due to or from the Society. The Treasurer shall prepare the Society's budget and maintain suitable accounts which, after being audited, shall be summarized and submitted in the form of a statement, as at 31 December, to the Annual General Meeting. The Treasurer shall maintain current and deposit accounts at a bank approved by the Managing Committee.

The Officers of the Society shall be authorised to sign cheques, two signatures being necessary for the issuing of a cheque.

5.6 The Managing Committee shall select from amongst its ordinary membership, persons to fill the following posts.

**Assistant General Secretary**

Responsible for providing support to the Officers of the Society. The Assistant General Secretary shall act as the Society's archivist, responsible for ensuring that the Society's diary of events and technical meetings, minutes and proceedings of meetings, etc. are maintained for posterity. The Assistant General Secretary shall also maintain in good order for the use of the Society and its members, the assets (other than financial assets) of the Society.

<b>Membership Secretary</b>	Responsible for receiving and processing applications for and resignations from membership of the Society, informing applicants of the decision of the Managing Committee, advising members as necessary when subscriptions fall due and maintaining up to date membership records including a list of current Honorary Members.
<b>Technical Meetings Secretary</b>	Responsible for organising and making all necessary arrangements for Technical Meetings of the Society
<b>Events Secretary</b>	Responsible for organising and making all necessary arrangements for technical visits and other events of the Society
<b>Publicity and Publications Secretary</b>	Responsible for publicising the Society's meetings and events, distribution of the Society's notices, etc. and publication of technical proceedings and such other records or publications as may be decided by the Managing Committee

- 5.7 The Managing Committee shall at all times act in the best interests of the Society and shall be empowered to take such action as they regard as necessary to safeguard the Society and its members. Any action taken outside the provisions of this Constitution shall be ratified at the following General Meeting.

## **6. ELECTION AND TERM OF OFFICE OF MEMBERS OF THE MANAGING COMMITTEE**

- 6.1 Subject to clause 6.6 the General Secretary shall invite from the Society's membership, normally in January each year, nominations for Chairman, General Secretary, Treasurer and ordinary member of the Managing Committee.
- 6.2 Nominations in writing, duly seconded and signed by nominees as evidence of willingness to serve, should normally be delivered to the General Secretary by 28 February each year.
- 6.3 The names of nominees (validly nominated) and, where an election is required, any statements the nominees wish to address to the membership, shall be included with the notice convening the Annual General Meeting.
- 6.4 Voting, if necessary, shall be by show of hands at the Annual General Meeting.
- 6.5 The normal term of office for Officers and ordinary members of the Managing Committee shall be three years. At the end of their three-year term of office, Officers and ordinary members of the Managing Committee shall be eligible for re-election.
- 6.6 Elections shall be held on a three-year cycle. In the first year of the cycle the Office of Chairman and three ordinary member positions shall fall due for election. In the second year of the cycle the Office of General Secretary and two other ordinary member positions shall fall due for election. In the third year of the cycle the Office of Treasurer and the remaining two ordinary member positions shall fall due for election.
- 6.7 Members co-opted to fill a vacancy shall put themselves up for election at the next Annual General Meeting. Their term of office shall extend until elections for that position naturally fall due in the normal three-year cycle.

## **7. AUDITORS**

- 7.1 The Society shall have two honorary auditors.
- 7.2 The notice convening each Annual General Meeting shall contain a proposal of suitable persons to become, or be re-appointed as, the Society's auditors. Appointment of the auditors shall be approved by members at the Annual General Meeting.

- 7.3 In the event of an auditor resigning before the next Annual General Meeting a replacement may be co-opted by the Managing Committee provided a notice of such action is given to the members within three months of such action.

## **8. MEETINGS**

### **8.1 Technical Meetings**

Technical Meetings shall be at intervals determined by the Managing Committee. Other business will not normally be conducted at a Technical Meeting.

Non-members are welcome at Technical Meetings of the Society.

### **8.2 Annual General Meetings**

An Annual General Meeting shall be held during April of each year. At least fourteen days notice of the date of the Annual General Meeting shall be sent to each member along with details of the time and venue for the meeting.

The quorum for Annual General Meetings shall be twenty members including at least one Officer.

Only members of the Society shall be allowed to speak and/or vote at the Annual General Meeting.

### **8.3 Special General Meetings**

Special General Meetings may be called by the Chairman or by written request to the General Secretary, signed by at least twenty members. Such a request must state the reason for requiring the meeting to be called. At least fourteen days notice of the date of a Special General Meeting shall be sent to each member along with details of the time and venue for the meeting.

The quorum for any Special General Meeting shall be twenty members including at least one Officer.

Other than by invitation of the Managing Committee, attendance at any Special General Meeting shall be restricted to members of the Society.

### **8.4 Managing Committee Meetings**

Managing Committee Meetings shall be held as necessary to conduct the affairs of the Society, but not less than four times in each year.

The quorum for any Managing Committee Meeting shall be four Managing Committee members including at least one Officer.

Members of the Society are free to attend Managing Committee Meetings as observers.

The Managing Committee may invite non-members to Managing Committee Meetings.

### **8.5 Chair of meetings**

Managing Committee Meetings, the Annual General Meeting and Special General Meetings shall be chaired by the Chairman of the Society. In the absence of the Chairman the Treasurer shall chair the meeting. In the absence of the Treasurer the General Secretary shall chair the meeting. If no Officer is present within ten minutes of the advertised time of the meeting, the meeting shall appoint one of the members present to take the chair.

## **9. PRESIDENTS AND VICE PRESIDENTS**

The Society shall have one President and two Vice-Presidents only. The Managing Committee shall review the position of President and each Vice-President on a three-year cycle and shall

propose changes as it sees fit. Any proposed change shall be approved by members at the subsequent Annual General Meeting. All communication with the President shall be directed via the Chairman.

## **10. SUBSCRIPTIONS**

- 10.1 With the exception of the President, Vice-Presidents, past Presidents, past Vice-Presidents, honorary and retired members, all members shall be required to pay an annual subscription on joining and thereafter on 1 January each year.
- 10.2 The annual subscription shall be as determined from time to time by the Managing Committee and approved at the Annual General Meeting.
- 10.3 "Life Membership" may be acquired by a once only payment of a sum equal to four times the current annual subscription.

## **11. CHANGES TO THE CONSTITUTION**

- 11.1 A proposal to amend the Society's Constitution may be made by the Managing Committee, or submitted to the General Secretary under the signature of twenty members of the Society.
- 11.2 The General Secretary shall arrange for the proposed amendments to be circulated with the notice convening the Annual General Meeting or a Special General Meeting called for the purpose of discussing the proposed amendments.
- 11.3 Amendment of the Constitution shall require the consent of two-thirds of the members present at the General Meeting at which the amendment(s) are debated. The amended Constitution shall take effect 28 days after the General Meeting at which the amendment(s) are accepted or at such other date agreed at that Meeting.

## **12. VOTING**

- 12.1 On all matters requiring a vote, each member of the Society shall have one vote.
- 12.2 All matters requiring approval at the Society's meetings shall be voted on by a show of hands.
- 12.3 Other than as detailed herein, approvals at meetings shall require a simple majority of those members present and voting.
- 12.4 The Chair of the meeting shall not normally vote at meetings but in the event of a tied vote shall hold a casting vote.

## **13. DISPUTES**

In the event of there being any dispute as to the interpretation of meaning or spirit of the Constitution, the Managing Committee shall call upon the services of the President, who shall adjudicate. Full details of his/her decision and reasons for arriving at same, shall be circulated to all members by the General Secretary.

## **14. WINDING UP**

The Society may be wound up by a resolution of a majority of members at a Special General Meeting called for that purpose. Any assets of the Society remaining after settlement of all debts shall be held by the Institution of Railway Signal Engineers (IRSE), together with the names and last known addresses of the members at the time of the winding-up, against the establishment of either a re-formed society or another organisation with comparable aims. The IRSE shall have absolute discretion in deciding the matter. If no suitable organisation

materialises within three years from the date of winding-up, the assets shall pass irrevocably to the IRSE.

The Signal and Electrical Engineers' Technical Society  
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26 March 2012

### Revision history

Version	Comments	Date
1.0	Original. Agreed at SGM 26 November 2002	26-11-02
2.0	Section 14 added as agreed at SGM 26 November 2002 and ratified at AGM 15 April 2003	15-04-03
3.0	"ten" changed to "fifteen" in clauses 5.2 and 5.3 as agreed at SGM 26 March 2012	26-03-12