

NORTH BRITISH RAILWAY STUDY GROUP

CONSTITUTION

As adopted at the Annual General Meeting held on 19 October 2013

1 Definitions

The following expressions shall have the following meanings:

“Annual General Meeting” shall mean the annual meeting specified in paragraph 6.1.

“Area Branch” shall mean a Branch established as set out in paragraph 5.1.1.

“Group” shall mean the North British Railway Study Group named in paragraph 2.

“Committee” shall mean the Management Committee established by paragraph 5 including the Office Bearers.

“Constitution” shall mean this Constitution, with any amendments as shall be made from time to time under paragraph 10.1.

“Financial Year” shall mean the period from 1st August in any one year to 31st July in the following year, both dates inclusive.

“General Meeting” shall mean either the Annual General Meeting or a Special General Meeting.

“Journal” shall mean the journal or magazine published periodically by the Group.

“Member” shall mean any person or organisation in the categories defined in paragraph 4.1.

“NBR” shall mean the North British Railway including its constituent companies and its successors.

“Office Bearers” shall mean the Chair, Vice-Chair, Secretary, and Treasurer of the Group.

“Organisation” in relation to Restricted membership shall include associations, companies, institutions, local authorities, and other like bodies.

“Rules” shall mean such Rules as shall from time to time be made or amended (and in so far as not repealed) in terms of paragraph 5.9.

“Special General Meeting” shall mean a meeting called under paragraph 6.2.

2 Name

2.1 The name of the Group shall be the “North British Railway Study Group” (hereinafter referred to as “the Group”)

3 Objects

3.1 The Objects of the Group shall be:-

(a) The advancement of education and heritage by the promotion of study of and research into the former North British Railway, its constituent companies and its successors (collectively referred to as ‘the NBR’) and the dissemination of information relative to the NBR.

(b) To encourage, facilitate and co-ordinate research by members and others into the NBR and to publish and disseminate the results of such research.

(c) To make available to members of the Group and to the general public information relating to the NBR.

(d) To arrange meetings, lectures, exhibitions, study visits and other activities in relation to the NBR.

(e) To encourage the formation of Area Branches for the purpose of organising meetings and carrying on activities in furtherance of the other Objects of the Group.

(f) To engage in such other lawful activities (including co-operation with, subscribing to, or affiliation with other bodies having purposes in whole or in part similar to those of the Group) as may be conducive or incidental to the attainment of the foregoing Objects.

4 Membership

4.1 There shall be the following categories of membership:

(a) Full Members who shall be individuals aged eighteen years of age or over and who are interested in the NBR or otherwise wish to support the carrying out of the Group’s Objects provided always that the Committee may, in its discretion, accept an application from a person of less than 18 years of age.

(b) Restricted Members who shall be Organisations who are interested in the NBR or otherwise wish to support the carrying out of the Group’s Objects.

(c) Honorary Members who shall be persons whether or not existing Full Members who have in the opinion of the Committee rendered significant and meritorious service to the Group or to the promotion of the study or knowledge of railway history (whether of the NBR or otherwise).

4.2 An application for Full or Restricted membership shall be made in writing in the manner prescribed by the Committee, shall be accompanied by the applicable membership subscription, and shall be signed either by the applicant

(in the case of an application to be admitted as a Full Member) or by a duly authorised signatory of the applicant (in the case of an application to be admitted as a Restricted Member) who shall thereby undertake to abide by the Constitution and Rules. The Committee may make such enquiries as it considers appropriate into the suitability of applicants and may, exceptionally, arrange for applicants to be interviewed. Admission to Full or Restricted membership shall be entirely within the discretion of the Committee, which may decline to admit to membership any person or organisation. The Committee shall not be obliged to ascribe any reason for its decision.

4.3 A person shall only be admitted to be an Honorary Member by a resolution proposed by the Committee and approved by a two-thirds majority of those Full and Honorary Members present and entitled to vote at a General Meeting of the Group. Admission as an Honorary Member shall be for life or until revoked by a resolution proposed and approved as aforesaid. An Honorary Member shall have the same rights and obligations as a Full Member including voting rights but shall not be required to pay an annual subscription.

4.4 The annual subscription for the relevant Financial Year payable by Full and Restricted members, as determined at the Annual General Meeting, shall be payable in full following receipt of notification of the amount due. Notification shall be sent to each member either by post to that member's last known address or by electronic means to that member's last known electronic address. The Committee may, exceptionally, waive the payment of a subscription, and the Treasurer shall report any such waivers to the next Annual General Meeting.

4.5 Full Members and Honorary Members shall be entitled to receive one copy of each issue of the Journal together with the Group's newsletter and meeting papers, and to attend and to vote at General Meetings of the Group. Restricted members shall be entitled to receive one copy of each issue of the Journal together with the Group's newsletter, but shall not be entitled to receive Notices of meetings and motions and meeting papers, nor to attend General Meetings of the Group.

4.6 The membership of a Full or Restricted member shall cease (a) upon receipt by the Committee of that member's written resignation, or (b) if the member's annual subscription for the relevant Financial Year shall remain unpaid by the last day of March in that Financial Year, unless the Committee shall otherwise determine. On re-joining within that Financial Year, such member shall be entitled to receive a copy of any issues of the Journal and Newsletter published during the intervening period in so far as these are still available.

4.7 If (a) any member shall behave in a manner which in the opinion of the Committee is prejudicial to the interests or reputation of the Group or is otherwise unacceptable (as to all of which the Committee acting reasonably shall be the sole judge), or (b) the Committee shall consider that for any other reason it would not be in the interest of the Group that the person or Organisation should continue to be a member of the Group, the Committee shall have power, on a majority vote of two-thirds of the members present and voting at a meeting of the Committee, to terminate the membership of that person or Organisation, and that all to the effect that that person or Organisation shall forthwith cease to enjoy any of the benefits or entitlements of membership.

4.8 A person or Organisation whose membership of the Group has been so terminated may appeal against that decision by notification in writing to the Secretary not later than 30 days after intimation by the Committee of its decision. The appeal shall be considered by the next succeeding General Meeting of the Group. Notwithstanding the termination of membership, the person concerned or a representative of the Organisation concerned shall be entitled to attend such General Meeting throughout the consideration of the Appeal but not otherwise; and in the case of a person whose membership has been so terminated may be accompanied by a representative who need not be a member. Both the member and the member's representative shall be entitled to address the meeting, and shall be entitled to reply to anything said in response. The meeting shall determine either (i) to reject the appeal or (ii) to grant the appeal and direct the Committee to re-instate the member concerned, to take effect from the conclusion of the meeting.

5 Management Committee and other officers

5.1 The management and control of the affairs of the Group shall be vested in a Management Committee elected by the members in Annual General Meeting or co-opted as hereinafter provided. The Committee shall consist of (a) the Office Bearers, (b) up to four other members whose positions shall be referred to as Committee Positions first, second, third, and fourth, and (c) the Editor of the Journal *ex officio* (if not otherwise elected or co-opted). Only Full members may be elected or co-opted to the Committee. The members of the Committee shall not receive any remuneration but shall be entitled to reimbursement of expenses properly and reasonably incurred in attending to the affairs of the Group.

5.2 The Committee may also appoint such other officers as it may from time to time determine whether of its own number or from amongst the members of the Group.

5.3 The Group may, on a resolution proposed by the Committee and approved by a two-thirds majority of those Full and Honorary Members present and entitled to vote at a General Meeting of the Group, elect an Honorary President. Election as an Honorary President shall be for life or until revoked by a resolution proposed and approved as aforesaid. The Honorary President shall be entitled to attend meetings of the Committee and to participate in its discussions but shall not be entitled to vote.

5.4 An elected member of the Committee shall retire at the second succeeding Annual General Meeting after the election of that member but shall be eligible for re-election for a further term or terms of office. Notwithstanding the provisions of paragraph 5.6, the re-election of a retiring member of the Committee (including a co-opted member) may be proposed by the Committee.

5.5 To ensure continuity in the management of the Group's affairs, the elections for the offices of Chair, Secretary and

odd numbered Committee Positions shall take place at the Annual General Meeting to be held in every odd numbered calendar year and those for the Vice-Chair, Treasurer and even numbered Committee Positions shall take place in every even numbered calendar year.

5.6 The nomination of a member for election as an Office Bearer or as another member of the Committee, duly proposed and seconded by Full members and accompanied by a letter (or other evidence considered to be sufficient by the Secretary) of consent from the nominee, shall be submitted to the Secretary in writing not less than twenty-one days before the date of the Annual General Meeting.

5.7 Five members of the Committee, which must include two Office Bearers and may include members co-opted under paragraph 5.8, shall form a quorum. The Committee may act notwithstanding any casual or other vacancy in its number.

5.8 The Committee shall have power to co-opt a Full member of the Group to fill a casual vacancy arising in its number, or to fill a vacancy unfilled at the Annual General Meeting. The period of office of a co-opted member shall terminate at the Annual General Meeting at which the election for the relevant position would take place in terms of paragraph 5.4. The Secretary shall report to the Annual General Meeting the names of any members co-opted since the previous Annual General Meeting.

5.9 The Committee may, from time to time, make, amend or repeal Rules, not inconsistent with the Constitution, relating to the detailed management and organisation of the affairs of the Group. Such Rules, amendments and repeals shall be notified to members as determined by the Committee from time to time and shall have effect unless and until decided otherwise by the members in General Meeting on a motion duly submitted.

5.10 The Committee shall have the power to appoint sub-committees (whether of its own number or otherwise) to determine the terms of reference, powers and procedures of such sub-committees, and to discharge such sub-committees.

5.11 The Committee shall have the power to form or to grant recognition to the formation of an Area Branch or Area Branches of the Group comprising members of the Group resident within a specific geographical area or areas for the purpose of holding meetings and carrying on any other authorised activities in furtherance of the Objects of the Group. Any such Area Branch that may be formed or recognised shall operate in accordance with and shall fully comply with the Rules and in accordance with such other directions as shall be given from time to time to such Area Branch by the Committee. The Committee shall have the power to disband or withdraw recognition from any such Area Branch at any time should it consider that such action is in the best interests of the Group.

6 General Meetings

6.1 An Annual General Meeting of members shall be held in each calendar year following the end of the immediately preceding Financial Year and that on such date as shall be determined by the Committee. The business of the Annual General Meeting shall be (a) to receive the reports of the Office Bearers; (b) to receive the statement of account referred to in paragraph 7.2; (c) to appoint an independent examiner or auditor for the current Financial Year; (d) to determine the annual rates of membership subscriptions for the current Financial Year; (e) to elect Office Bearers and other members of the Committee; (f) to consider and if thought fit approve any Notice of Motion proposed by the Committee or duly submitted in terms of paragraph 6.7; and (g) to consider any other competent business.

6.2 On a requisition signed by no fewer than twenty-five members being delivered to the Secretary, together with a note of the reasons for the requisition and the Notice of the Motion or Motions to be considered at the meeting, a Special General Meeting shall be called to take place no later than two calendar months from the date of receipt of such requisition. The Committee may itself call a Special General Meeting should it consider this to be necessary for the transaction of any special business.

6.3 The date and place of the holding of the Annual General Meeting shall be notified to all members not less than one calendar month before the date of the holding of the meeting.

6.4 Notification of (a) the calling of a Special General Meeting and of the Motions or other business to be considered at such meeting and (b) the Agenda including any Motions or other business to be considered at an Annual General Meeting, shall be sent to each member not less than fourteen days before the date of the holding of the Meeting. The notifications to be given to each member pursuant to paragraphs 6.3 and 6.4 shall be sent either by post to that member's last known address or by electronic means to that member's last known electronic address. In the case of notification by post this shall be sent in time to arrive in the normal course of post by the last date for giving notice. The accidental failure of any member to receive any notice shall not invalidate the proceedings at the relevant meeting. The business of a Special General Meeting shall be limited to that stated in the notification calling the meeting.

6.5 Fifteen Full and Honorary members shall form the quorum at a General Meeting. At a General Meeting, the Chair, whom failing the Vice-Chair, whom failing such other Full Member as shall be elected by the meeting, shall act as the chair-person of the meeting. The chair-person shall have both a deliberative and a casting vote.

6.6 The Treasurer shall recommend to the Annual General Meeting the rates of subscription for the current financial year for the categories of Full and Restricted members; and different rates may be recommended for different sub-categories of members, whether on the basis of age, or otherwise. In the case of an organisation with which reciprocal arrangements have been agreed, the Restricted Membership subscription may be waived by the Committee.

6.7 Notice of any Motion to be considered at an Annual General Meeting (other than a Motion proposed by the Committee) duly proposed and seconded by Full or Honorary Members shall be submitted to the Secretary in writing not later than twenty-one days before the date of such Meeting.

6.8 All matters to be determined or approved by a General Meeting (including the determination of subscription rates, the election of Office Bearers and other members of the Committee, and any determination in terms of paragraph 4.8) shall, unless otherwise provided in the Constitution, require a simple majority of those Full and Honorary Members present and voting at the relevant meeting. Voting shall be by show of hands unless the chair-person determines that a ballot be held.

6.9 Except as provided in paragraph 4.8, a member whose subscription is in arrears shall not be entitled to attend or vote at any General Meeting, or in the business thereof, or enjoy any of the privileges of membership.

7 Financial

7.1 The Treasurer shall be responsible for the keeping of such books and records as are necessary to give a true position of the Group's financial position. As soon as practicable after the end of each Financial Year, the Treasurer shall prepare the accounts for that Financial Year, and submit these for independent examination or audit.

7.2 The Treasurer shall present a statement of account that meets the statutory requirements made up to the end of the Financial Year to the next following Annual General Meeting.

7.3 The accounts of the Group shall be independently examined or audited by a suitable person appointed by the preceding Annual General Meeting. No person who is a member of the Committee shall be eligible to hold the office of independent examiner or auditor.

7.4 The Group shall maintain an account or accounts with a bank or building society which is authorised by the Prudential Regulatory Authority and in which all monies belonging to the Group shall be lodged. Cheques drawn on such account or accounts shall be signed by two members of the Committee (one of whom shall where practical be the Treasurer) designated by the Committee as authorised signatories. The Committee shall make such provisions as it considers appropriate to authorise other transactions on such account or accounts.

8 Exclusion of Liability

8.1 Any member who participates in any of the activities of the Group does so entirely at that member's own risk and shall indemnify the Group, the Committee (including the Office Bearers) and any other officers of the Group of and from all or any liability for any loss or injury, however sustained, incurred thereby by any such member.

9 Indemnification of Committee Members

9.1 Members of the Committee (including the Office Bearers) and any other officers of the Group shall be entitled to be indemnified out of the funds of the Group in respect of any liabilities properly incurred by them, or any one or more of them, on behalf of the Group and to the extent that the funds of the Group are insufficient, shall be entitled to be indemnified by the other members of the Group provided however that the limit of any individual member's liability in this respect shall be a sum equal to one year's subscription at the current rate, unless a higher sum is authorised by the members in General Meeting.

10 Amendments to the Constitution

10.1 The Constitution may only be amended by a properly constituted General Meeting and any motion to amend the Constitution shall require the approval of a two-thirds majority of those Full and Honorary Members present and entitled to vote at the Meeting.

11 Dissolution of the Group

11.1 The Group may only be dissolved by resolution passed to that effect by a two-thirds majority of those Full members present at an Annual or a Special General Meeting. A Motion for the dissolution of the Group shall be deemed a variation of the Constitution of the Group and all the provisions of such Constitution relating to the Motion shall have effect. Upon passing of any Motion for dissolution, the Committee shall dissolve the Group.

11.2 If a proposal to dissolve the Group is confirmed the Committee shall have power to dispose of any assets held by or on behalf of the Group, and any assets remaining after satisfaction of the debts and liabilities of the Group shall be transferred to some other charity or charities having objects similar to those of the Group; the identity of the body or bodies to which such assets are to be transferred shall be determined by the Group at, or prior to, the time of dissolution.

11.3 For the avoidance of doubt, no part of the income or property of the Group shall (otherwise than in pursuance of the Group's charitable purposes) be paid or transferred (directly or indirectly) to the members, either in the course of the Group's existence or on dissolution.