

# Yorkshire Wolds Railway Restoration Project

## Constitution

**Adopted on Monday 10th November 2008**

### **1 Name**

The name of the society is Yorkshire Wolds Railway Restoration Project ("the Action Group").

### **2 Administration and Management**

Subject to the matters set out below the Action Group and its property 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**

The Action Group's objects ("the objects") are

- 3.1 to revive the Malton & Driffield Junction Railway ("the railway") and to pursue such lines of enquiry (including the availability of funding) as may be appropriate, but always on the basis of and with the intention that such railway, if revived, will be revived by and vested in a body or organisation ("the Successor Organisation") formally constituted in a manner required by or otherwise approved by the Yorkshire Wolds Railway Restoration Project.
- 3.2 to support and assist in and assume responsibility for aspects of the revival and (when revived) the continuance of the railway in such ways and/or by the provision of such works and services as the Executive Committee may from time to time determine.

### **4 Powers**

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

- 4.1 power to raise funds and to invite and receive contributions;
- 4.2 without prejudice to the generality of the foregoing power to enter into any grant contract or arrangement with third parties pursuant to which grant to facilitate the achievement of the objects may be advanced to the Action Group;

- 4.3 power to buy, take on lease or in exchange any item or equipment necessary for the achievement of the objects;
- 4.4 power to invest any monies of the Action Group only in an account at a recognised bank or building society;
- 4.5 power to co-operate with charities, voluntary bodies and statutory authorities operating in furtherance of the objects and to exchange information and advise with them;
- 4.6 power to enter contracts and arrangements with the Successor Organisation or other in furtherance of its objects;
- 4.7 power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- 4.8 power to do all such other lawful things as are necessary for the achievement of the objects.

## **5 Membership**

- 5.1 membership of the Action Group shall be open to, and the Action Group and the Executive Committee shall (unless good reason is shown to the contrary) admit to membership on application:
  - 5.1.1 any individuals who are interested in furthering the work of the Action Group, and
  - 5.1.2 any body, body corporate or unincorporated association which is interested in furthering the Action Group's work laid down from time to time by the Executive Committee (any such body being called in this Constitution a "member organisation")
- 5.2 Every member shall have one vote.
- 5.3 Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Action Group; and may appoint an alternate to replace its appointed representative at any meeting of the Action Group if the appointed representative is unable to attend.
- 5.4 Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary of the Action Group.

- 5.5 The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation, provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by an adviser, representative or friend before decision is made.

## **6 Honorary Officers**

At the annual general meeting of the Action Group the members shall elect from amongst themselves a chairman, a secretary and a treasurer, who shall hold office from the conclusion of the meeting.

## **7 Executive Committee and its Powers**

- 7.1 The Executive Committee shall consist of not less than five members nor more than fifteen members being:
- 7.1.1 the honorary officers specified in the preceding clause;
  - 7.1.2 not less than two and not more than twelve members elected at the annual general meeting who shall hold office from the conclusion of that meeting.
- 7.2 The Executive Committee may in addition appoint not more than five co-opted members but no one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause 10 and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- 7.3 All the members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- 7.4 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.
- 7.5 Nobody shall be appointed a member of the Executive Committee or who would if appointed be disqualified under the provision of the following clause.

- 7.6 No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act.
- 7.7 The Executive Committee shall exercise the powers of the Action Group and may authorise any one or more of its members from time to time to execute any document on behalf of the Action Group.

## **8 Determination of Membership of Executive Committee**

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

- 8.1 is disqualified from acting as a member of the Executive Committee by virtue of any applicable law or regulation;
- 8.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 8.3 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
- 8.4 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).

## **9 Executive Committee Members not to be personally interested**

- 9.1 Subject to the provision of the following sub-clause no member of the Executive Committee shall acquire any interest in property belonging to the Action Group (otherwise than as a trustee of the Action Group) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Action Group.
- 9.2 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 for business done by him or her or his or her firm when instructed by other members of the Executive Committee to act in a professional capacity on behalf of the Action Group. 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 his or her firm, is under discussion.

## **10 Meetings and proceedings of the Executive Committee**

- 10.1 The Executive Committee shall meet as frequently as is appropriate for the conduct of the Action Group's affairs, but must hold at least four 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 ten days notice being given to the members or other members as the case may be of the Executive Committee of the matter to be discussed but if the matters include an appointment of a co-opted member then not less than twenty-one days notice must be given.
- 10.2 The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- 10.3 There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever ever is the greater, are present at a meeting.
- 10.4 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.
- 10.5 The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meeting of the Executive Committee and any sub-committee.
- 10.6 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 which is inconsistent with this Constitution.
- 10.7 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 a sub-committee, provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee.

## **11 Receipts and Expenditure**

11.1 The funds of the Action Group, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Action Group 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.

11.2 The funds belonging to the Action Group shall be applied only in furthering the objects.

## **12 Property**

Subject to the provision of sub-clause (2) of the clause, this Executive Committee shall cause the title to all equipment, property and monies held or invested by or on behalf of the Action Group to be vested in or held by not less than three individuals appointed by the Action Group as trustees. Such 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 trustees shall not be liable for the acts and defaults of its members.

## **13 Accounts**

13.1 The Executive Committee shall comply with their obligations under any relevant law or regulations with regards to:

13.1.1 the keeping of accounting records;

13.1.2 the preparation of annual statements of account;

13.1.3 the auditing or independent examination of the statements of account;

13.1.4 the transmission of or the filing of the statements of account of the Action Group to or with any relevant body;

13.1.5 the preparation and submission of any annual or other periodic report or return as to the status or affairs of the Action Group.

13.2 If and to the extent that no law or regulation so applies, the Executive Committee shall:

13.2.1 keep full, true and accurate accounting and other appropriate records of the financial and other transactions of and of the assets and liabilities of, the Action Group;

13.2.2 for and in respect of the period ended on 10th October in each year have prepared by independent and properly competent accountants a statement of the income and expenditure of and of the financial position of the Action Group respectively for and at the enquiry of such period and distribute the same to members on or before 10th January next following such expiry.

## **14 Annual General Meeting**

- 14.1 There shall be an annual general meeting of the Action Group which shall be held in the month of October in each year or as soon as practicable thereafter.
- 14.2 The Executive Committee shall call every annual general meeting. The secretary shall give at least twenty-one days notice of the annual general meeting to all the members of the Action Group. All the members of the Action Group shall be entitled to attend and vote at the meeting.
- 14.3 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 the subsequent general meetings, but if he or she is not present, before any other business is transacted, the persons present shall choose a chairman of the meeting.
- 14.4 The Executive Committee shall present to each annual general meeting the report and accounts of the Action Group for the preceding year.
- 14.5 Nominations for election to the Executive Committee must be made by members of the Action Group in writing and must 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 by ballot.

## **15 Special General Meetings**

The Executive Committee may call a special general meeting of the Action Group at any time. If at least five 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 notice must state the business to be discussed.

## **16 Procedure at General Meetings**

- 16.1 The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Action Group.
- 16.2 There shall be a quorum when at least one fifth of the number of members of the Action Group for the time being or five members of the Action Group, whichever is the greater, are present at any general meeting.

## **17 Notices**

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

## **18 Alterations to the Constitution**

- 18.1 Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by 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.

## **19 Dissolution**

- 19.1 If the Executive Committee decides that it is necessary or advisable to dissolve the Action Group it shall call a meeting of all members of the Action Group, of which not less than twenty-one days notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by 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 Action Group.
- 19.2 The Action Group shall be dissolved on the formation (by incorporation, registration or otherwise as is appropriate) of the Successor Organisation.
- 19.3 Any assets remaining after the satisfaction of any proper debts and liabilities shall be transferred to the Successor Organisation or, if dissolution takes place pursuant to clause 19.1, to another body or institution having similar objects to the Action Group or failing that shall be applied to some charitable purpose determined by the Executive Committee.
- 19.4 A copy of the statement of accounts, or account and statement, for the final

accounting period of the Action Group must be sent to the members and to any other regulatory body of the Action Group.

**20 Arrangements until first Annual General Meeting**

Until the first annual general meeting takes place this Constitution shall take effect as if reference in it to the Executive Committee were reference to the persons whose signatures appear at the bottom of this document.

This Constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed .....(Chairman)

Full Name .....

Signed .....(Treasurer)

Full Name .....

Signed .....(Secretary)

Full Name .....

Signed .....(Committee Member)

Full Name .....

Signed .....(Committee Member)

Full Name .....

Signed .....(Committee Member)

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