



Private & Confidential

Romney Hythe & Dymchurch Railway Association – Registered Charity 1127688

RH&DR ASSOCIATION CONSTITUTION

PART 1

1. NAME

- 1.1. The name of the Association shall be “The Romney, Hythe and Dymchurch Railway Association” (referred to further below as the "Association") and the affairs of the Association will be governed by the law of England and Wales.
- 1.2. The Trustees of the Association shall be those appointed under this Constitution as members of the Management Committee as described in section 9 below.

2. OBJECTS

- 2.1. To preserve and maintain the miniature trains and associated elements on the Romney Hythe & Dymchurch Railway (the "Railway") for the benefit and education of the public including without limitation by the provision of a heritage centre as well as providing the Railway with financial and human resources.

3. APPLICATION OF INCOME AND PROPERTY

- 3.1. The income and property of the Association shall be applied solely towards the promotion of the objects set out in clause 2.1 above.
 - 3.1.1. A Committee member as defined in Paragraphs 7.5 and 9 below is entitled to be reimbursed from the property of the Association or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Association.
 - 3.1.2. A Committee member may benefit from trustee indemnity insurance cover purchased at the Association's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011 or any subsequent legislation.
- 3.2. None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the

Association. Notwithstanding this, a member of the Association who is not also a trustee may receive:

- 3.2.1. a benefit from the Association in the capacity of a beneficiary of the Association;
- 3.2.2. reasonable and proper remuneration for any goods or services supplied by that member to the Association.

4. BENEFITS AND PAYMENTS TO COMMITTEE MEMBERS AND CONNECTED PERSONS

4.1. General provisions

No Committee member or connected person as defined in paragraph 20 below may:

- 4.1.1. buy or receive any goods or services from the Association on terms preferential to those applicable to members of the public;
- 4.1.2. sell goods, services or any interest in land to the Association;
- 4.1.3. be employed by, or receive any remuneration from, the Association ;
- 4.1.4. receive any other financial benefit from the Association;

unless the payment is permitted by sub-paragraph 4.2 below, or authorised by the court or the Charity Commission ('the Commission'). In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

4.2. Scope and powers permitting Committee members' or connected persons' benefits

- 4.2.1. A Committee member or connected person may receive a benefit from the charity in his capacity of a beneficiary of the Association provided that a majority of the Committee members do not benefit in this way.
- 4.2.2. A Committee member or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Association where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- 4.2.3. Subject to sub-clause 4.3 below a Committee member or connected person may provide the Association with goods that are not supplied in

connection with services provided to the Association by that Committee member or connected person.

4.2.4. A Committee member or connected person may receive interest on money lent to the Association at a reasonable and proper rate which must be no more than the Bank of England bank rate from time to time (also known as the base rate).

4.2.5. A Committee member or connected person may receive rent for premises let by that Committee member or connected person to the Association. The amount of the rent and the other terms of the lease must be reasonable and proper. The Committee member to whom it is proposed to pay rent must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

4.2.6. A Committee member or connected person may take part in the normal trading and fundraising activities of the Association on the same terms as members of the public.

4.3. Payment for supply of goods only – controls

The Association and the Committee member may only rely upon the authority provided by sub-clause 4.2.3 above if each of the following conditions is satisfied:

4.3.1. The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Association and the Committee member or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Association;

4.3.2. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;

4.3.3. The other Committee members are satisfied that it is in the best interests of the Association to contract with the relevant Committee member or connected person as a supplier of goods or services as against contracting with another party that is not a Committee member or connected person. In reaching that decision the Committee members must take account of the advantages of contracting with a Committee member, including without limitation any savings or other efficiencies that are likely to result from dealing with a person known to the other trustees and their knowledge of

the work and practices of the particular trustee or connected person against the disadvantages of doing so. The other trustees must balance such perceived advantages against the possible risk of disadvantages such as the risk of concluding a contractual arrangement that is or is perceived not to be on arm's length commercial terms;

4.3.4. The Committee member or connected person proposed to be a supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him regarding the possible supply of goods or services to the Association;

4.3.5. The Committee member or connected person proposed to be a supplier does not vote on any such matter and is disregarded when calculating whether a quorum of Committee members is present at that meeting;

4.3.6. The reason for their decision is recorded by the Committee members in the minute book;
and

4.3.7. A majority of the other Committee members then in office are not in receipt of remuneration or other payments authorised by clause 5.

4.4. in sub-paragraphs 4.2 and 4.3 above :

4.4.1. 'the Association' includes any company in which the Association:

4.4.1.1. holds more than 50% of the shares; or

4.4.1.2. controls more than 50% of the voting rights attached to the shares; or

4.4.1.3. has the right to appoint one or more trustees to the board of the company.

4.4.2. 'connected person' includes any person within the definition set out in clauses 4 above and clause 21 below.

5. DISSOLUTION

5.1. If the members resolve to dissolve the Association the Committee members will remain in office as Committee members and be responsible for winding up the affairs of the Association in accordance with this clause.

5.2. The Committee members must collect in all the assets of the Association and must pay or make provision for all the liabilities of the Association.

5.3. The Committee members must apply any remaining property or money:

5.3.1. directly for the furtherance of the objects of the Association;

5.3.2. by transfer to any charity or charities whose objects are the same as or substantially similar to the objects of the Association [Charity];

5.3.3. in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.

5.4. The members may pass a resolution before or at the same time as any resolution to dissolve the Association specifying the manner in which the trustees are to apply the remaining property or assets of the Association and the Committee members must comply with the resolution if it is consistent with paragraphs 5.3.1 above to 5.3.3 above (inclusive).

5.5. In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association (except to a member that is itself a charity and whose objects are the same as or substantially similar to the objects of the Association).

5.6. The Committee members must notify the Commission promptly that the Association has been dissolved. If the Committee members are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.

6. AMENDMENT OF CONSTITUTION

6.1. The Association may amend any provision contained in Part 1 of this constitution provided that:

6.1.1. no amendment may be made that would have the effect of making the Association cease to be a charity at law;

6.1.2. no amendment may be made to alter the objects if any such amendment would undermine or work against the previous objects of the Association;

6.1.3. no amendment may be made to clause 2 above (Objects), 3 above (Application of income and property), clause 4 above (Benefits and payments to charity trustees and connected persons), clauses 6 above and 22 below (Dissolution) or this clause without

the prior consent in writing of the Commission;

6.1.4. any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

6.2. Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

6.3. A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

PART 2

7. MEMBERSHIP

7.1. Full membership (known as “membership”) of the Association shall be available to all persons over the age of 16 years who are approved by the trustees, having an interest in the objects of the Association as set out in Rule 2 above and who agree to abide by the Constitution and Rules of the Association without discrimination as to colour, creed, sex, sexual orientation or politics.

7.1.1. The Committee members may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Association to refuse that application.

7.1.2. The Committee members must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

7.1.3. The Committee members must consider any written representations an applicant may make about any decision to refuse his application for membership. The Committee members’ decision following any written representations must be notified to the applicant in writing but shall be final.

7.2. Membership is not transferable to anyone else.

7.3. The Committee members must keep a register of names and addresses of the members. The register must be made available to any member upon request, provided that relevant data protection legislation is complied with.

7.4. The four classes of membership shall be:

7.4.1. full membership (known as membership) which may be held on an annual basis or be commuted to life membership on payment of the appropriate fee (see Paragraphs 8.5 below 8.8 below);

7.4.2. junior membership (see Rule 7.9 below);

7.4.3. family membership (see Rule 7.11 below) and

7.4.4. associate membership (see Paragraphs 7.10.1 below and 7.10.2 below).

7.4.5. Other 'Packages' of membership may be offered but all memberships offered within any such package must conform to the classes of membership set out above.

7.5. An annual subscription shall be paid by all full and junior members except those who have commuted their memberships to life membership. The amount of this subscription shall be determined by the Trustees meeting as the Management Committee (referred to in this Constitution as the "Committee"). All subscriptions shall be renewed annually by payment on the anniversary of the first subscription, or as otherwise determined by the Committee except as set out in Rule 7.8 below. Any member whose subscription becomes six months in arrears shall be deemed to have resigned their membership.

7.6. Full Members shall be entitled to receive one copy of every free publication of the Association, as deemed by the Committee, and subject to there being sufficient space at the relevant visit for them to do so, to attend all visits arranged by the Association, whether to the Railway or elsewhere.

7.7. All members of the Association shall be entitled to attend any meetings of the Association (other than Committee Meetings), and full members shall be entitled to vote. The Committee shall be authorised to conduct a postal ballot of all full members at such times as it deems it in the best interests of the Association to do so.

7.8. A member of the Association over the age of 18 years may, on joining, or at any future time, commute all future subscriptions, and become a Life Member, on payment of such subscription as the Committee shall from time to time determine.

- 7.8.1. No further subscription shall be required from any Life Member for the rest of his life. No part of the sum paid for Life Membership shall be returnable to the member but the Committee shall have the discretion to refund a proportion of any Life Membership fee in such circumstances where the Committee considers it fair to do so.
- 7.8.2. life members are full members of the RHDRA and shall enjoy all the rights and privileges of full members in every respect.
- 7.9. Persons under the age of 16 years may be admitted to the Association on payment of a reduced, Junior membership, subscription. No Junior member shall be allowed to hold Office in the Association, or to vote, until their 16th birthday. Junior membership ceases to be valid or available on the 31st December of the year of the holder's 16th birthday.
- 7.10. All Railway Company Directors and full time employees of the Railway shall be eligible for full membership of the Association provided their have paid and keep their subscription payments up to date or they are Life members of the Association.
- 7.10.1. Alternatively they shall be eligible for Associate Membership of the Association without payment of any subscriptions, for as long as they remain Railway Company Directors or employees of the Railway.
- 7.10.2. Associate membership shall only be available to current employees of the railway. No Associate Member shall have the right to vote at any meeting, or by any postal vote that may be carried out.
- 7.11. The partner, and children under 16 years (providing they all live within one [the same] household), of any full members ("sponsoring member") other than those holding life membership shall be admitted to the Association on payment by the member of the family subscription determined by the Committee. Such members shall not be entitled to receive a copy of the Association's free publications but shall be entitled to other privileges including voting rights where applicable. In the event of the decease of the sponsoring member, the amount of the subscription paid by the deceased sponsoring member for any remaining unexpired period of membership shall be transferred to or between the partner and children of that deceased member in such terms and such amount as the Committee shall in its discretion determine

8. TERMINATION OF MEMBERSHIP

8.1. Membership of the Association terminates automatically if:

- 8.1.1. the member dies or, if it is an organisation, ceases to exist;
- 8.1.2. the member resigns by written notice to the Association unless, after such resignation, there would be less than two members;
- 8.1.3. any sum, including without limitation any subscription due from the member to the Association is not paid in full within six months of it falling due;
- 8.1.4. the member is removed from membership by a resolution of the Committee that it is in the best interests of the Association that his or her membership is terminated or for any other reason provided under rule 16.5 below. A resolution to remove a member from membership may only be passed if:
 - 8.1.4.1. the member has been given at least twenty one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - 8.1.4.2. the member or, at the option of the member, the member's representative (who need not be a member of the Association) has been allowed to make representations to the meeting of the Committee at which his removal is discussed.

9. MANAGEMENT

9.1. The Association and its property shall be managed and administered by a management committee comprising the officers and other members elected in accordance with this constitution (the "Committee"). The officers and other members of the Committee shall be the trustees of the Charity.

- 9.1.1. A Committee member must be a member of the Association or the nominated representative of an organisation that is a member of the Association.
- 9.1.2. No one may be appointed as a member of the Committee if he or she would be disqualified from acting under the provisions of Rules 9.6 below and 10.6 below.

9.1.3. The number of Committee members shall be not less than four but (unless otherwise determined by a resolution of the Association in general meeting) shall not be subject to any maximum.

9.1.4. The Association in general meeting shall elect the officers and the other trustees according to Rule 10.7 below.

9.1.5. The members of the Committee may appoint any person who is willing to act in that capacity. Subject to rule 10.2 below , they may also appoint members of the Committee to act as officers of the Association.

9.1.5.1. The appointment of a member of the Committee, whether by the Association in general meeting or by the other trustees, must not cause the number of members of the Committee to exceed any number fixed in accordance with these rules as the maximum number of Committee members.

9.1.5.2. The members of the Committee may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.

9.2. Powers of the Committee

9.2.1. The members of the Committee must manage the business of the Association and have the following powers in order to further the objects (but not for any other purpose):

9.2.2. to raise funds. In doing so, the members of the Committee must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

9.2.3. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

9.2.4. to sell, lease or otherwise dispose of all or any part of the property belonging to the Association. In exercising this power, the members of the Committee must comply as appropriate with sections 117 - 122 of the Charities Act 2011;

- 9.2.5. to borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of any amounts so borrowed. The trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;
 - 9.2.6. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - 9.2.7. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects of the Association;
 - 9.2.8. to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects of the Association;
 - 9.2.9. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - 9.2.10. to obtain and pay for such goods and services as are necessary for carrying out the work of the Association;
 - 9.2.11. to open and operate such bank and other accounts as the members of the Committee consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - 9.2.12. to do all such other lawful things as are necessary for the achievement of the objects of the Association.
- 9.3. No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Committee.
- 9.4. Any meeting of the Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Committee.
- 9.5. The Committee shall have not less than four Officers and other duly appointed Committee members. A quorum shall be four, of whom at least one shall be an Officer. The Committee shall meet not less than four times in each year.

9.5.1. A Committee member may not appoint anyone to act on his or her behalf at meetings of the trustees.

9.6. Disqualification and removal of Committee members

9.6.1. A Committee member shall cease to hold office if he or she:

9.6.1.1. 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);

9.6.1.2. ceases to be a member of the Association;

9.6.1.3. in the written opinion, given to the Association, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Committee member and may remain so for more than three months;

9.6.1.4. resigns as a Committee member 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

9.6.1.5. is absent without the permission of the Committee members from all their meetings held within a period of six consecutive months and the Committee Members resolve that his or her office be vacated.

10. PROCEEDINGS OF THE COMMITTEE

10.1. The Committee members may regulate their proceedings as they think fit, subject to the provisions of this constitution.

10.2. The officers of the Association shall be the Chair, General Secretary, Membership Secretary and Treasurer.

10.2.1. A Deputy Chair shall be appointed by the Committee from these Officers. The Committee members shall include those members elected and any member appointed under rule 11.14 below.

10.2.2. Officers and Committee members shall work in an honorary capacity. No payment shall be made out of the Association's funds to Officers or Committee members except in the case of reimbursement of out-of-pocket expenses incurred by such Officers or Committee members solely in furtherance of the Association's business.

10.2.3. The Committee has the power to further delegate its work to sub committees each with a specific portfolio set by the Committee, and while such groups shall always have at least two Committee Members as members of the sub-committee, they may include other Members of the Association who are not Members of the Committee. One of the two Committee members shall chair the sub-committee. The Committee Member to be chair shall be elected by vote of the sub-committee, and the sub-committee shall maintain a list of its members and provide the General Secretary and Chair of the Committee with a current list of members at all times."

10.2.4. The terms of any such delegation must be recorded in the Association's minute book.

10.2.5. The Committee may impose conditions when delegating its work to sub committees, including conditions that:

10.2.5.1. the relevant powers are to be exercised exclusively by the subcommittee to whom they delegate;

10.2.5.2. no expenditure may be incurred on behalf of the Association except in accordance with a budget previously agreed [in writing] with the Committee.

10.2.5.3. The Committee may revoke or alter the terms of any delegation of its work to a subcommittee under the provisions of this Rule 10.

10.2.5.4. All acts and proceedings of any sub committees of the Association must be fully and promptly reported to the Committee

10.3. All decisions of the Committee shall be arrived at by a simple majority of those present and voting. In the event of a tie, the Chair of the meeting shall be entitled to use a casting vote.

10.4. Officers and Committee members shall be appointed for a term of office of four years. Each appointment shall be confirmed by vote at the first following General Meeting, where other nominations for the appointment may be taken and an election be held. No more than

three consecutive terms of office shall be served by any member in any single or any number of roles. Terms of office cannot be deemed to start prior to the adoption of this constitution.

10.5. At each AGM, one third of the Committee including at least one Officer shall retire by rotation. All members retiring shall be free to stand for re-appointment and re-election at their own discretion, subject to the provisions of Rule 10.4 above.

10.5.1. Those serving as Trustees at the time of the adoption of this Constitution shall agree together, by drawing lots if necessary, who shall retire or seek re-election in each of the succeeding four years, one quarter of those then serving to retire or seek re-election in each subsequent year after the adoption.

10.6. The conduct of Committee Members should in general be appropriate to that of a trustee of any charity. Without prejudice to the generality of the foregoing, Committee members shall observe the following protocols:

10.6.1. Any Committee member unable to attend a meeting for any reason, save for extreme sickness or emergency shall tender apologies to the meeting via the General Secretary not less than three days before that meeting is due to take place.

10.6.2. A Committee member who is not present for three consecutive meetings having sent apologies, or two meetings where apologies have not been sent for one or both of the meetings, shall be deemed to have resigned from the Committee.

10.6.3. Committee members shall read Minutes and Papers of the Committee within seven days of receipt.

10.6.4. Committee members shall consider themselves bound by decisions of the Committee that have been made according to these Rules, even when they were not present when such a decision was made or if they voted against or abstained from such a decision.

10.6.5. All matters discussed in meetings of the Committee shall be confidential to the Committee except where published in the minutes of the Committee.

10.7. An Association Member standing for election to any Office shall be proposed and seconded by two Members one of whom at least is not themselves an Officer or Committee Member, and must signify her/his willingness to accept office.

- 10.8. Any Officer or Committee Member standing for re-election shall require to be proposed and seconded again.
- 10.9. The Chair shall be responsible for the general management of the Association. He, she or his or her Deputy or in their absence another Officer shall preside at all Committee Meetings and shall co-ordinate the efforts of the other Officers and Committee Members. The Chair shall represent the Association to other organisations and societies.
- 10.10. The General Secretary shall keep minutes of all meetings and shall deal with correspondence as required by the Committee.
- 10.10.1. Minutes of Committee meetings shall be made available to any Member upon request, except for such sections of those Minutes that the Committee deem shall be confidential to the Committee for any reason. Minutes concerning individual members, staff, employment, safeguarding or other personal matters, and any minute concerning any legal or other claim of the association or Railway, shall always be confidential.
- 10.11. The Membership Secretary shall compile a register of names and addresses of all Members, including Life members, Junior Members, Associates and others, and shall keep it up to date.
- 10.12. The Treasurer shall be responsible for all money received and paid by the Association. He shall render account of the Association's dealings to the membership at the Annual General Meeting of the Association and shall arrange for an independent audit of the Association's accounts as directed by the Committee or the Membership as a whole by the Auditor appointed at the Annual General Meeting.
- 10.13. The Committee shall have power to co-opt Members to serve with the Committee, to replace Officers or Committee Members who may have to stand down before their term of office is completed, or for any other reason.
- 10.13.1. Any such person who is co-opted to the Committee shall serve until the next Annual General Meeting or sooner if desired.

- 10.13.2. The Committee may decide that any Committee Member may be delegated to carry out part of any Officer's responsibilities, but any Committee Member so delegated shall remain accountable to the Officer responsible under these rules.
- 10.13.3. Any co-opted Officer or Committee Member shall retire with the other Officers and Committee Members at the Annual General Meeting, but shall be eligible for re-election provided they are duly proposed and seconded, as set out in Rule 4.8 above.
- 10.14. In consultation with the Railway management the Committee may invite any employees or directors of the railway to serve as observers i.e. without voting rights on the Committee.
- 10.15. As far as possible, and provided that a common purpose is shared, the trustees shall maintain the closest co-operation with the Railway company directors and employees of the Railway. There shall be nothing in these rules to prevent the Committee from asking the opinions of Railway company directors on points of interest.
- 10.16. The trustees may from time to time make such reasonable and proper [additional] rules, as they may deem necessary or expedient for the proper conduct and management of the Association.
- 10.16.1. These rules shall be binding on all members of the Association. No rule shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.
- 10.16.2. Any rules made must be published to trustees at the next Committee Meeting and to the general Membership at the next General Meeting.
- 10.17. The General Secretary of the Committee, having consulted with the Chair, shall not less than seven days prior to the intended date of such a Meeting give written Notice to Members of the Committee of any Meeting the date of which has been agreed at a previous Meeting..
- 10.18. Notice of Meetings and all other communications of the Committee may be given by any written means including paper and email, but not by text message or through social media, including without limitation Facebook, Twitter and What's App. Committee members

shall communicate and receive communications from and in respect of the Association in such way as is appropriate to the confidentiality of any such communication..

10.19. The Chair may with the agreement of another Officer seek a decision of the Committee between meetings by letter, email, or telephone, provided that at least two-thirds of Committee members respond to the request for a decision and a simple majority is obtained, and that the decision is duly recorded in the Minutes of the next following Committee Meeting.

10.19.1. A resolution in writing signed by all the Committee members entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Committee or (as the case may be) a subcommittee duly convened and held.

10.19.2. Any such resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Committee members.

10.20. The Chair may with the agreement of another Officer, or an Officer with two further Committee members (any or all of whom may themselves be Officers) give seven days' Notice of a Special Committee Meeting, by the means described in Rule 4.19 above. Notice of a Special Committee Meeting shall always include an Agenda for that Special Meeting which may not include Any Other Business as an Agenda item. A Special Committee Meeting must be quorate to be effective.

10.21. Questions arising at a meeting must be decided by a majority of votes.

10.22. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

10.23. No decision may be made by a meeting of the Committee unless a quorum is present at the time such decision is purported to be made.

10.24. A Committee member shall not be counted in the quorum present when any decision is made about a matter upon which that Committee member is not entitled to vote.

10.25. The person elected as the Chair shall chair meetings of the Committee.

10.26. If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.

10.27. The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Committee.

11. CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES

11.1. A Committee member must:

11.1.1. (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not been previously declared; and

11.1.2. (2) absent himself or herself from any discussions of the Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest).

11.2. Any Committee Member absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

12. SAVING PROVISIONS

12.1. 1) Subject to sub-paragraph 13.5 below of this rule, all decisions of the Committee, or of a subcommittee of the Committee, shall be valid notwithstanding the participation in any vote of a Committee member:

12.2. a) who is disqualified from holding office;

12.3. b) who had previously retired or who had been obliged by this constitution to vacate office;

12.4. c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; if, without the vote of that Committee member and that Committee member being counted in the quorum, the decision has been made by a majority of the Committee members at a quorate Committee meeting.

12.5. 2) Sub-paragraph 13.1 above of this rule does not permit a Committee member to keep any benefit that may be conferred upon him or her by a resolution of the Committee members or of a committee of Committee members if, but for sub-paragraph 13.1 above, the resolution would have been void, or if the Committee member has not complied with rule 11 above (conflicts of interests and conflicts of loyalties).

13. IRREGULARITIES IN PROCEEDINGS

13.1. Subject to sub-paragraph 13.2 below, all acts done by a Committee meeting, or of a subcommittee of the Committee, shall be valid notwithstanding the participation in any vote of a Committee member:

13.1.1. who was disqualified from holding office;

13.1.2. who had previously retired or who had been obliged by the constitution to vacate office;

13.1.3. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; if, without:

13.1.3.1. the vote of that Committee member; and

13.1.3.2. that Committee member being counted in the quorum,

13.1.4. the decision has been made by a majority of the Committee members at a quorate Committee meeting.

13.2. Sub-paragraph 13.1 above of this rule does not permit a Committee member to keep any benefit that may be conferred upon him or her by a resolution of the Committee or of a sub-committee of the Committee if the resolution would otherwise have been void.

13.3. No resolution or act of

- the Committee
- any sub - committee of the Committee

OR

- the charity in general meeting

shall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Association.

14. GENERAL MEETINGS

14.1. A General Meeting of members of the Association shall be held in every calendar year (an "Annual General Meeting"). Junior Members and Associate Members of the Association shall be entitled to attend and speak but not to vote at any such Annual General Meeting.

14.2. Not less than ten months, nor more than fourteen months, shall elapse between successive Annual General Meetings.

14.3. The date and place of the Annual General Meeting shall be notified to each Member of the Association,

14.3.1. The minimum period of notice required to hold any general meeting of the Association is fourteen clear days from the date on which the notice is deemed to have been given.

14.3.2. A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.

14.3.3. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted at that meeting. If the meeting is to be an annual general meeting, the notice must say so.

14.3.4. The notice must be given to all the members and to the trustees, by the General Secretary or through publication in the Association's journal, the *Marshlander*.

14.4. All general meetings of the Association, other than Annual General Meetings shall be called special general meetings.

14.4.1. The Committee may call a special general meeting at any time.

14.4.2. The Committee must call a special general meeting if requested to do so in writing by at least ten members of the Association or one tenth of the membership of the Association, whichever is the greater. The request must state the nature of the business that is to be discussed. If the trustees fail to hold any special general meeting within twenty-eight days of being requested to do so, the members of the Association may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

14.5. Quorum

14.5.1. No business shall be transacted at any general meeting unless a quorum is present. A quorum is:

14.5.1.1. 30 members entitled to vote upon the business to be conducted at the meeting;

or

14.5.1.2. one hundredth of the total membership at the time, whichever is the greater.

14.5.2. If (a) a quorum is not present within half an hour from the time appointed for the meeting; or (b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.

14.5.3. The trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.

14.5.4. If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of that meeting the members present at that time shall constitute the quorum for that meeting.

14.6. Adjournments

14.6.1. The members present at a meeting may resolve that the meeting shall be adjourned.

14.6.2. The person who is chairing the meeting must decide the date time and place at which that meeting is to be re-convened unless those details are specified in the resolution.

14.6.3. No business shall be conducted at an adjourned meeting unless it could properly have been conducted at that meeting, had the adjournment not taken place.

14.6.4. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

14.7. Votes

14.7.1. Each member shall have one vote but 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.

14.7.2. A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

14.8. At each Annual General Meeting, the Chair shall be required to present a report of the Association's activities for the preceding year.

14.9. Election of Officers and Committee Members for the ensuing year shall take place at the Annual General Meeting. If a postal ballot for the election of Officers and Committee Members is necessary, the votes so cast shall be counted at the time of the Annual General Meeting, and the Meeting shall be empowered to appoint two members, not being Officers or Committee Members, to act as tellers for this purpose.

14.10. Motions relevant to the conduct of the Association may be put from the floor by any Member. If any Member wishes to put any motion he must signify his intention to do so to the General Secretary not less than seven days before the Annual General Meeting. The General Secretary shall arrange for notice of such motion to appear in the Agenda for the meeting.

14.11. Amendments to motions under discussion must be proposed and seconded by members. There shall be nothing to prevent an officer or a member of the Committee from proposing or seconding any motion or amendment.

- 14.12. Voting, whether for the election of Officers and Committee Members, or on Motions or Amendments before the meeting, shall be decided by a simple majority of Members eligible to vote. Where a majority is obviously a large one, the counting of a show of hands shall suffice. In the event of a tie the Chair shall be entitled to a casting vote.
- 14.13. Except for the Chair's casting vote as detailed in Rule 14.7.1 above no Member shall vote more than once at any Annual General Meeting on any one issue. There shall be nothing in these rules to prevent any member from abstaining to vote on any issue should she/he see fit.
- 14.14. Members unable to attend the Annual General Meeting shall be allowed to appoint a proxy, who need not him or herself be a Member, to vote on their behalf. A Member attending shall be free to act as Proxy for more than one absent member, but he must cast his vote in the manner in which he has been instructed by each absent member.
- 14.15. All proxy arrangements must be notified to the General Secretary in writing at least seven days before the meeting, and any proxy arrangements not so notified shall be considered inoperative.

15. POWER OF AMENDMENT

- 15.1. The Association (Charity) may amend the name, objects and application of income clauses of this Constitution provided that:
- 15.1.1. no amendment may be made that would have the effect of making the Association (Charity) cease to be a Charity at law;
- 15.1.2. no amendment may be made to alter the Objects if such amendment would not be within the reasonable contemplation of the members of or donors to the Association;
- 15.1.3. no amendment may be made to the application of income clauses without the prior written consent of the Commission;
- 15.1.4. any resolution to amend these provisions of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

15.1.5. any provision other than those noted above may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

15.2. A copy of any resolution amending this constitution shall be sent to the Charity Commission within twenty one days of it being passed.

16. GENERAL

16.1. Where reference is made in these rules to the masculine, feminine or neuter genders, references to one shall include references to each of the others.

16.2. Membership of the Association does not confer any special rights or privileges so far as the Railway itself is concerned save to the extent that is expressly agreed otherwise between the Committee and the Railway and any such rights are both nominal and ancillary to the charitable purposes of the Association.

16.3. Members must not conduct themselves in a manner which could be thought to bring the Association into disrepute. This shall particularly apply to members visiting the premises of the Railway. Signal Boxes, locomotive sheds, and other parts of the Railway's premises which are normally "out-of-bounds" to members of the General Public shall remain "out-of-bounds" to members of the Association unless special permission is granted otherwise by a competent member of the Railway's staff.

16.4. No Member or Associate shall use the name of the Association to further his own private ends.

16.5. The Committee shall have the right to terminate the Membership (including Life Membership) of any Member who, in the opinion of the Committee, does not abide by the Constitution and Rules of the Association or who brings the Association into disrepute. If the Committee does exercise its powers under this Rule, the Association shall be under no obligation to refund any money paid to the Association by such a member.

16.6. Every Member shall on joining the Association, indemnify the Association and the Romney, Hythe and Dymchurch Light Railway Company against any claim for injury (including fatal injury) however caused whilst participating in any activities arranged by the Association.

16.7. It shall not be permitted for any Member to engage in trade at any function organised by the Association without the prior written consent of the Committee.

17. PROPERTY

17.1. The Committee must ensure the title to:

17.1.1. all land held by or in trust for the Association that is not vested in the Official Custodian of Charities; and

17.1.2. all investments held by or on behalf of the charity,
is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by the Committee as holding trustees.

17.2. The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the Committee and that if they do so they will not be liable for the acts and defaults of the Committee or of the members of the Association.

17.3. The Committee may remove the holding trustees at any time.

18. REPAIR AND INSURANCE

18.1. The Committee must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Association (except those buildings that are required to be kept in repair and insured by a tenant).

18.2. The Committee must also insure any land and buildings of the Association to such level and upon such terms as they reasonably consider to be in the best interests of the Association against public liability and employer's liability.

19. NOTICES

19.1. Any notice required by this Constitution and Rules to be given to or by any person must be:

19.1.1. in writing; or

19.1.2. given using electronic communications.

- 19.2. The Association may give any notice to a member either:
- 19.2.1. personally; or
 - 19.2.2. by sending such notice by post in a prepaid envelope addressed to the member at his or her address; or
 - 19.2.3. by leaving it at the address of the member; or
 - 19.2.4. by giving it using electronic communications to the member's e mail address as notified by that member to the Association from time to time
- 19.3. A member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association.
- 19.4. A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 19.5. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 19.6. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that such notice was given.
- 19.7. 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.

20. INTERPRETATION

- 20.1. In this constitution 'connected person' means:
- 20.1.1. a child, parent, grandchild, grandparent, brother or sister of a Committee member;
 - 20.1.2. the spouse or civil partner of a Committee member or of any person falling within sub-rule above;
 - 20.1.3. a person carrying on business in partnership with a Committee member or
 - 20.1.4. with any person falling within sub-rule 20.1.1 above;

20.2. an institution which is controlled –

20.2.1. by a Committee member or any connected person falling within sub-rule 20.1.1 above or 20.1.2 above; or

20.2.2. by two or more persons falling within sub-rule , when taken together

20.3. a body corporate in which –

20.3.1. the Committee member or any connected person falling within sub-rules 21.1 above to 21.1.3 above has a substantial interest; or

20.3.2. two or more persons falling within sub-clause 20.3.1 above, who when taken together, have a substantial interest.

20.4. Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

ADOPTION OF THE CONSTITUTION

This constitution was approved and adopted by members at the Annual General Meeting on 10th June 2017.

Rule 10.2.3 was amended at the AGM on 9th June 2018.