

**The Romney Hythe and Dymchurch Railway Association ("the Association")**

**Charity number: 1127688**

**NOTICE OF WRITTEN RESOLUTIONS**

**Issued: 8th June 2020**

Notice is hereby given under clauses 6, 14<sup>1</sup> and 15 of the governing document of the Association, (being the constitution approved and adopted by members of the Association at the Annual General Meeting on 10th June 2017 as amended on 9th June 2018) of the circulation of written resolutions to amend the governing document of the Association.

Owing to the current coronavirus pandemic and the UK Government restrictions on the movement of people, and other "lockdown" measures, holding a physical general meeting of members is not possible. The trustees have determined that under the powers in the Constitution the members are able to pass resolutions in writing to amend the said Constitution. Having taken advice, the trustees have determined that the method for doing so in the current pandemic is by circulating the resolutions and seeking the members' agreement.

This Notice provides the required minimum of 14 clear days' notice of a series of connected resolutions and gives notice of how to cast a vote.

Members are asked to consider and vote on the attached resolutions which will be proposed as a special resolution.

Members have until midnight on 29<sup>th</sup> June 2020 (being a date after the end of the minimum 14 clear days' notice period) to cast their vote by email<sup>2</sup>.

Votes must be received by the Association at the following email address: [voting2020@rhdra.org](mailto:voting2020@rhdra.org), by midnight on 29<sup>th</sup> June 2020. Votes received after that time will not be counted. All emails must include the word "Resolutions" in the subject line and contain the following confirmation:

*"Resolutions 1,2,3 and 4 notified to me on 8<sup>th</sup> June 2020.*

*This e mail is my signed consent to each and every resolution set out above.*

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<sup>1</sup> 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.

<sup>2</sup> This date has been set to ensure, to the extent reasonably practicable, that members who receive notice of these resolutions through the Marshlander under Article 14.3.4 of the current constitution receive sufficient notice of the resolutions to be able to exercise their vote.

The quorum will still apply (the higher of 30 members or 1% of the membership) and at least that number of votes must be cast for the resolutions to be effective. The resolutions require a simple majority in favour.

The resolutions relate to the incorporation of the Association by way of the creation and transfer of assets to a new CIO. Full details are provided in the Marshlander.