

Romney Hythe and Dymchurch Railway Association (“Association”)
Registered charity 1127688

The following resolutions, in the form set out below, were passed by the members of the Association. The effective date of the resolutions is [This date should be left blank but will be the date on which the voting deadline expires, assuming that the membership votes in favour of all the resolutions] 2020

These are written resolutions passed under clauses 6, 14¹ 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.

Resolution 1:

The members resolve that the procedure laid down in clause 14.1.7 for written resolutions shall apply with the following modification:

"signed by or on behalf of" includes a copy of the resolution being emailed to the Association (at the address provided) from the member's registered email address with a statement that this is to be accepted as their signed consent to the resolution, as follows; "This e mail is my signed consent to each and every resolution set out above"

Resolution 2:

It is resolved to amend the governing document as follows:

- (A) Clause 9.2.7. is amended to read "to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects of the Association *and to take whatever steps are necessary to incorporate the Association (including establishing a charitable incorporated organisation (CIO) to receive the assets of the Association).* "
- (B) Clause 9.2.8. is amended to read "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 *and to transfer all assets and liabilities of the Association to any CIO established under clause 9.2.7 above. The committee members' position as the trustees of the CIO shall create no conflict of interest or loyalty for the purposes of making such transfer.*"

Resolution 3

The members authorise the committee members to take such steps as are necessary to:

- (A) Exercise the power in clause 9.2.7 to agree the form and content of the constitution of the new CIO with the Charity Commission and as may be permitted by the Commission to the intent that it is in the form or substantially the form of the draft attached to this resolution;

¹ 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.

- (B) take all necessary steps to secure the transfer of assets and liabilities to the CIO in accordance with the power in clause 9.2.8.

Resolution 4

Under the powers in clause 5.4 the members resolve to dissolve the Association and direct the committee members to transfer all assets and liabilities to the new CIO. The Association will cease to exist on completion of the transfer. If the said CIO cannot be lawfully established, this resolution shall lapse on the day the Charity Commission refuse to register the said CIO.

Note to the Resolutions

In voting for the change to CIO the Association believes you will recognise the legitimate interest of the Association both as a charity and as a CIO in transferring your membership data from the old organisation to the new CIO, and continuing to process your data as it has up to now.

If any member of the Association charity wishes their membership not to be transferred then the Association CIO will readily remove them from membership and cease processing the data, as it will any member who so requests at any time in any case.

The existing current Association charity privacy policies and procedures will transfer unchanged into the CIO.

How to vote – see the instructions in Marshlander or on the website www.rhdra.org.