

LNER COACH ASSOCIATION DRAFT CONSTITUTION

JUNE 2003

A. Name

The Name of the Association is the LNER Coach Association (the Association). Normally known as LNERCA.

B. Administration

Subject to the matters set out below, the Association and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee constituted by clause G of this constitution (the Executive Committee).

C. Objectives

The aims of the Association are to obtain, restore and operate a representative collection of LNER (London & North Eastern Railway) passenger and luggage rolling stock, and/or those of constituent companies of the LNER for use by, and for the education of the public in the art and technique of railway coachbuilders not only on the North Yorkshire Moors Railway, but on other heritage railways

To further this aim, it is in the interest of the Association to provide an umbrella organisation to represent and assist its members, which shall include other railway preservation organisations, with the restoration, conservation and operation of the aforementioned railway vehicles.

The income and property of the Association howsoever derived shall be applied solely towards the promotion of the objectives of the Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of the Association.

D. Powers

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

1. Power to raise funds and invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
2. Power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
3. Power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Association;
4. Power to co-operate with charities, voluntary bodies and statutory authorities operating in furtherance of the objectives or of similar charitable purposes and to exchange information and advice with them;
5. Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objectives;
6. Power to appoint and constitute such advisory committees as the Executive Committee may think fit;
7. Power to do all other such lawful things as are necessary for achievement of the objectives.

E. Membership

i. Membership of the Association shall be open to:

1. Private Members, who shall be persons over the age of 18 years interested in furthering the objectives of the Association.
2. Associate Members, who shall be young persons under the age of 18 years subject to Membership being confirmed by the Executive Committee.

3. Corporate Members, who shall be other preservation organisations owning and/or operating rolling stock as outlined in clause C.

ii. Membership shall be subject to the following conditions:

1. Every Private and Associate Member shall have one vote
2. In the case of Corporate Membership, each Corporate member will have one vote, by a person authorised in writing by the Secretary of the Corporate Member to vote on its behalf.
3. All members will be liable for the payment of an annual subscription of an amount laid down from time to time by the Executive Committee.
4. The Executive Committee may by unanimous vote and for good reason terminate any membership, provided that the member concerned shall have the right to be heard by the Executive committee accompanied by a friend, before a final decision is made.

F. Honorary Officers

At the Annual General Meeting of the Association the members shall elect from amongst themselves a Chairman, a Vice Chairman, a Secretary, a Treasurer, a Membership secretary and a Restoration Officer who shall hold office from the conclusion of that meeting. The Association at its Annual General Meeting may appoint a President and Vice Presidents to hold office until the Annual General Meeting decides to terminate their appointment. The President and Vice Presidents can attend Executive Committee meetings in a non voting capacity.

G. Executive Committee

1. The Executive Committee shall consist of not less than six members nor more than ten members being:-
 - a. The honorary officers specified in clause F
 - b. Not less than three and not more than six members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.
2. The Executive Committee may in addition appoint not more than two co-opted members but so that 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 J and shall take effect from the end of that meeting unless the appointment is to fill a place which has been vacated in which case the appointment shall run from the date when the post becomes vacant.
3. All 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.
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.
5. Nobody shall be appointed as a member of the Executive Committee who is aged under 18 years or who would if appointed be disqualified under the provisions of the following clause.
6. No person shall be entitled to act as a member of the Executive Committee whether on a first or any subsequent entry into office until after signing the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the interests of the Association.

H. Determination of the Membership of the Executive Committee

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

1. Is disqualified from acting as a member of the Executive Committee by virtue of section 45 of the Charity Act 1992 (or by any statutory re-enactment or modification of that provision);
2. Becomes incapable by reason of mental disorder, illness or injury of administering his or her own affairs;

3. Is absent without 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 is vacated; or
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.).

I. Executive Committee members not to be personally interested.

No member of the Executive Committee shall acquire any interest in property belonging to the Association (other than as a Trustee of the Association) or receive remuneration or be interested (otherwise as a member of the Executive Committee) in any contract entered into by the Association;

Provided that nothing herein shall prevent any payment in good faith by the Association

1. Of reasonable and proper remuneration to any member, officer, servant or consultant for any services rendered to the Association and of reasonable and proper traveling and conference expenses necessarily incurred in carrying out the duties of any such member, officer, servant or consultant of the Association.
2. Of reasonable and proper remuneration of any professional firm or company (whether incorporated or not) of which a member of the Executive Committee is a partner, director, consultant or employee for any services rendered to the Association.
3. Of reasonable and proper rent for premises demised or let by any member of the Association.

And

Provided that at no time shall a majority of 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 of his or her firm, is under discussion.

J. Meetings and Proceedings of the Executive

1. The Executive Committee shall 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 4 days notice being given to the other members of the Executive Committee of the matters to be discussed but if the matter includes the appointment of a co-opted member then not less than 21 days notice must be given.
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.
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 is the greater, are present at the meeting.
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.
5. The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
6. The Executive Committee may from time to time make or 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.
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 an 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 of the sub-committees shall be fully and promptly reported to the Executive Committee.

K. Receipts and expenditure

1. The funds of the Association, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Association at such a 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.
2. The funds belonging to the Association shall be applied only to furthering the objectives of the Association.

L. Accounts

The Executive Committee shall comply with the obligations of the Charity Act 1992 (or any statutory re-enactment or modification of that Act) with regards to:

1. The keeping of accounting records for the Association
2. The preparation of the annual statements of accounts of the Association
3. The audit or independent examination of the statements of account of the Association

M. Annual Report

The Executive Committee shall comply with the obligations of the Charity Act 1992 (or any statutory re-enactment or modification of that Act) with regards to the preparation of an annual report.

N. Annual Return

The Executive Committee shall comply with their obligations of the Charity Act 1992 (or any statutory re-enactment or modification of that Act) with regards to the preparation of an annual return.

O. Annual General Meeting

1. There shall be an Annual General Meeting of the association which shall be held within six months of the end of the financial year; the financial year runs from 1st January to 31st December annually.
2. Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days notice of the Annual General Meeting to the members of the Association. All members of the Association shall be entitled to attend and vote at the meeting.
3. The Executive Committee shall present to each Annual General Meeting the report and accounts of the Association for the preceding year.
4. Nominations for election to the Executive Committee must be made by the members of the Association in writing and must be in the hands of the Secretary of the Executive Committee at least 7 days before the Annual General Meeting. Should nominations exceed vacancies election shall be by ballot.

P. Special General Meeting

The Executive Committee may call a Special General Meeting of the Association at any time. If at least ten members request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 21 days notice must be given. The notice must state the business to be discussed.

Q. Procedure at General meetings

1. The Secretary or other person specially appointed by the Executive Committee shall keep a full record of the proceedings of every general meeting of the Association.
2. There shall be a quorum when at least one tenth of the number of members of the Association for the time being or at least ten members of the Association, whichever is the greater, are present at any general meeting.

R. Notices

Any notice required to be served on any member of the Association 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 10 days of posting.

S. Alterations to the Constitution

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.

T. Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all the members of the Association, of which not less than 21 days notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a 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 Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such charitable institution or institutions having objectives similar to the objectives of the Association as the members of the association may determine, or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Association shall be circulated to the membership of the Association.