

# **FRIENDS OF THE GREAT CENTRAL MAIN LINE**



**CONSTITUTION 26 JUNE 2010**

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# **Constitution of the Friends of the Great Central Main Line 26 June 2010**

## **GENERAL**

### **1. NAME AND STATUS**

The Friends shall be an un-incorporated association called “The Friends of the Great Central Main Line” (hereafter “the Friends”). The headquarters of the Friends shall be at Great Central Station, Great Central Road, Loughborough, Leicestershire.

### **2. OBJECTS OF THE FRIENDS**

(a) The Objects of the Friends shall be:

- (i) to support and promote the preservation, operation and development of the Great Central Railway between Leicester and Nottingham and any future extensions;
- (ii) to support and promote the preservation in connection therewith of railway infrastructure, historic locomotives, rolling stock, buses and other items of transport interest;
- (iii) to support and promote the provision, subject to agreement, for the housing and operation of preserved locomotives, rolling stock, buses and other historic transport artefacts.
- (iv) to support and promote the provision, subject to agreement, for the housing and operation of model and miniature railways.
- (v) the encouragement of interest in and the study and enjoyment of transport history and operation and all subjects related thereto.

(b) The income and property of the Friends, whencesoever derived, shall be applied solely towards the promotion of the Objects of the Friends as set forth above and no portion thereof shall be paid directly or indirectly, by way of dividend, bonus, or otherwise by way of profit, to the members of the Friends.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Friends, or to any member of the Friends, in return for services actually rendered to the Friends; but so no officer of the Committee of the Friends shall be appointed to any salaried office of the Friends or any office of the Friends paid by fees, and that no remuneration or other benefit in money or money's worth shall be

given by the Friends to any officer of the Committee except repayment of out-of-pocket expenses; provided that the provision last aforesaid shall not apply to any payment to any company of which an officer of the Committee may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any shares of the profits he/she may receive in respect of such payment.

## **GREAT CENTRAL RAILWAY Plc**

### **3. RELATIONS WITH GREAT CENTRAL RAILWAY Plc**

The management and operation of the Great Central Railway between Loughborough and Leicester (hereafter "the Railway") resides in Great Central Railway Plc (hereafter "the Company"). In furtherance of the Objects of the Friends, the Friends shall support the Company in its activities and development.

## **MEMBERSHIP OF THE FRIENDS**

### **4. FRIENDS MEMBERSHIP**

Membership of the Friends shall be on payment of the appropriate subscription at such rates as shall be determined in accordance with Item 7.

Membership of the Friends shall consist of eight classes of members (hereafter "Friends Members"), whose admission shall be at the discretion of the Committee as constituted under Item 10 (hereafter "the Committee"), namely:-

1. ORDINARY MEMBERS: shall be persons aged 16 years and over, whose membership is renewable annually or for periods of five years at a reduced rate. Young persons aged 16 years or over and in full-time education (hereafter "students") and persons aged 65 years and over shall pay a reduced rate of subscription. Each Ordinary Member shall receive one copy of each issue of the Great Central Railway's in-house magazine 'Main Line', and shall have one vote at Friends General Meetings.
2. LIFE MEMBERS: shall be members who have paid the relevant Life Membership subscription or were formerly Life Members of Main Line Steam Trust Limited. Persons aged 65 years and over shall pay a reduced rate of subscription. Each Life Member shall receive one copy of each issue of 'Main Line', and shall have one vote at Friends General Meetings. Life Members under the age of 16 years may attend a Friends General Meeting, but not vote.

A Life Member may resign his/her membership under Item 8(a).

Any increase in the Life Membership subscription shall not have retrospective effect for existing Life Members.

3. FAMILY/JOINT MEMBERS: a membership, renewable annually or for periods of five years at a reduced rate, comprising one or two adults living at the same address and not more than three children under the age of 16 years or students. Such Family/Joint Members shall receive one copy per family of each issue of 'Main Line' and shall have one vote per adult at Friends General Meetings, to be exercised only by adult members.
4. FIRST CLASS MEMBERS: shall be persons whose membership is renewable annually. Each First Class Member shall receive one copy of each issue of 'Main Line' and shall have one vote each at Friends General Meetings. First Class Members under the age of 16 years may attend a Friends General Meeting, but not vote.
5. YOUTH MEMBERS: members under the age of 16 years, who pay a reduced subscription. Each shall receive one copy of each issue of 'Main Line' and may attend Friends General Meetings but not vote.
6. CORPORATE MEMBERS: being a society, club, or public or private body, whose subscription shall be at the discretion of the Committee. Each Corporate member shall receive one copy of each issue of 'Main Line', and may send a representative to Friends General Meetings (who may cast one vote).
7. HONORARY MEMBERS: The Committee may confer Honorary Life Membership, or Honorary Ordinary Membership, on any person they shall see fit. Honorary Ordinary Membership may be reviewed and renewed by the Committee as they shall see fit. An Honorary Member shall receive one copy of each issue of 'Main Line' and may attend and vote at Friends General Meetings.
8. WORKING MEMBERS: shall be persons aged 16 years and over who hold a Company Work Permit whose membership is renewable annually at a reduced rate. Each Working Member shall receive one copy of each issue of 'Main Line', and shall have one vote at Friends General Meetings.
9. FAMILY WORKING MEMBERS: a membership, renewable annually at a reduced rate, comprising one or two adults living at the same address, at least one of whom holds a Company Work Permit, and not more than three children under the age of sixteen or students. Such Family Working Members shall receive one copy per family of 'Main Line' and shall have one vote per adult at Friends General Meetings, to be exercised only by adult Members.

## 5. CONSTITUTION

All Friends Members and new members on joining the Friends shall be given a copy of this Constitution on request.

## **6. MEMBERSHIP RENEWALS**

Friends membership renewals (other than Life Members and Honorary Members) shall fall due each year on the anniversary of their joining the Friends, or in the case of Friends Members paying five year subscriptions, the five (or multiples of five) year anniversary of their joining the Friends.

## **7. SUBSCRIPTIONS**

- (a) Subscriptions shall be as may be set by the Committee from time to time.
- (b) Subscriptions may be paid in cash, by cheque, Direct Debit, Credit or Debit Card Debit or any other such method as the Committee may from time to time decide.

## **8. TERMINATION OF MEMBERSHIP**

- (a) Any Friends Member may resign their membership upon giving at least one month's notice in writing to the Membership Secretary. Such resignation is effective at the end of the period of notice, regardless of the class of membership held. The resignation may be withdrawn in writing, addressed to the Membership Secretary, before the notice has expired.

Any former Friends Member who re-considers their position after resignation must re-join the Friends and will be considered a new member, save that the Committee shall have a discretion in individual cases to re-instate a former Life Membership without further charge.

- (b) If any Friends Member's subscription is not fully paid 28 days after the due date for renewal as set out in Item 6, their membership shall cease. The period of 28 days may be extended in appropriate circumstances at the discretion of the Membership Secretary. Where a late subscription is subsequently renewed the membership shall be valid for twelve months from the original renewal date
- (c) The Committee shall have the power to expel any Friends Member without publishing any reason other than it being, in their reasonable opinion, in the best interests of the Friends to do so.

The Friends Member concerned shall be entitled to appear before the Committee and state their case. In the event that the expulsion is confirmed by the Committee, the Friends Member may appeal to the Friends in Annual General Meeting, no later than the Annual General Meeting following the Committee's decision, or at any General Meeting called earlier for the purpose. In the event of such an appeal, the Friends Member may ask for the grounds on which the Committee's decision was based to be stated in writing.

Any such expulsion will take effect at the end of a fourteen day notice period (commencing with the despatch by 1<sup>st</sup> class post of written notice) following

the initial decision of the Committee, unless an appeal is lodged as above, in which case it will be immediately effective upon final determination of an unsuccessful appeal.

The calling of any General Meeting for the purposes of an appeal under this Item shall be the responsibility of the Friends Member concerned.

## 9. PRIVILEGES

Access to the following benefits is open to Friends Members, and ceases upon termination of their membership.

### (a) General:

Friends Members shall be entitled upon production of a valid membership card to:

-travel at reduced rates upon the Railway\*,

-free access to the facilities at the stations of the Railway\*,

in accordance with the terms operating from time to time laid down by the Company.

\* - except at some special events.

### (b) First Class Members:

First Class Members shall be entitled upon production of a valid membership card to the following additional benefits:

-discounts on First Class train fares giving discount on First Class restaurant Car services\*,

-15% discount on train hire costs for 'Private Charter' services\*,

-to bring up to 5 guests on any visit who will receive the same discounted prices\*.

\* - the discounts may not apply at some special events.

(c) Friends Members may join in the activities of the various departments of the Railway, subject to their suitability and available vacancies. Friends Members so engaged shall abide by the Company's Operating Rules and Bye-laws from time to time in force. Friends Members working in any capacity on the Railway will be subject at all times to the authority of the Directors of the Company, and must accept all reasonable instructions given to them by any authorised representative of the Company. They shall act at all times in such a manner whereby the safety of persons or property and the interests of the Friends and the Company shall not be jeopardised.

## MANAGEMENT OF THE FRIENDS

### 10. OFFICERS OF THE FRIENDS

- (a) The Friends may appoint in General Meeting a President and up to five Vice Presidents.
- (b) The Friends shall elect in General Meeting a Committee comprising up to twelve persons who shall act as Trustees to manage its affairs.
- (c) The Committee shall have a Chairman of the Friends, General Secretary, Treasurer, Membership Secretary and Publications Secretary. The Committee may have a Vice-Chairman. Such officers shall be, or in the case of the Vice-Chairman may be, elected by the Committee in accordance with Items 12(e) and 12(f).
- (d) The Committee may appoint such Assistant Membership Secretaries as may be required, who must be adult Friends Members. Such Assistant Membership Secretaries shall not be members of the Committee, and shall have no right of attendance at Committee meetings.
- (e) The Committee may also co-opt up to three persons to act as advisory members who shall have the right to attend Committee meetings but shall have no vote.

### 11. DUTIES OF THE OFFICERS

(a) Trustees:

The Trustees shall manage the relationship between the Friends and the Company and be responsible for carrying out the policy and Objects of the Friends, subject to their financial, legal and statutory responsibilities. They shall each have one vote at Committee meetings.

They shall hold on trust the Friends' assets and, in particular, shares in the Company owned by the Friends in the name "the Trustees of the Friends of the Great Central Main Line". They shall ensure that the requirements of Item 3 are met.

(b) President and Vice Presidents:

These offices are Honorary and carry no specific duties, but shall be conferred in recognition of service to the Friends rendered (or to be rendered) in

furtherance of the Objects of the Friends. Honorary membership of the Friends shall be conferred on these officers.

(c) Chairman :

The Chairman of the Friends shall be a Trustee and, if elected, shall chair all General Meetings of the Friends and Committee meetings. If unavailable, this shall be undertaken by the Vice Chairman, if one be elected by the Committee, or, in his/her further absence, by any other person elected by the meeting in accordance with Item 20(d) for Committee Meetings or Item 21(d) for General Meetings. The Chairman shall have two votes in meetings, a substantive vote and a Chairman's casting vote. In the event of impasse, the casting vote shall be used to resolve the impasse, but it shall not be used to determine the outcome of a tied election.

(d) Vice Chairman:

The Vice Chairman of the Friends, if one be elected by the Committee, shall be a Trustee and shall, if present, take the chair at meetings in the absence of the Chairman. The Vice Chairman shall have one vote at meetings, except when acting as Chairman, when the Chairman's casting vote may be exercised in accordance with Item 11(c).

(e) General Secretary:

The General Secretary shall be a Trustee and act as secretary to and attend all General Meetings of the Friends and Committee meetings, which shall include the taking of minutes, in the form of a précis of proceedings. The General Secretary shall have one vote at Committee meetings. The General Secretary shall also be responsible for administrative arrangements for all meetings of the Friends or Committee. A Trustee may be deputised to carry out the functions of the General Secretary in the event of his/her temporary absence through illness etc.

(f) Treasurer:

The Treasurer shall be a Trustee and maintain the Friends' books of account, attend General Meetings of the Friends and Committee meetings, and prepare and present annual financial statements for the Friends (hereafter "the Annual Accounts") for approval at the Annual General Meeting. The Treasurer shall have one vote at Committee meetings

(g) Membership Secretary:

The Membership Secretary shall be a Trustee and maintain the Friends' membership records and be responsible for recruiting new members to the Friends. The Membership Secretary shall also oversee and be responsible for the work of Assistant Membership Secretaries appointed under Item 10(d). The Membership Secretary shall have one vote at Committee meetings.

The Membership Secretary shall control entrance to General Meetings of the Friends, and shall ensure that no-one gains entry who is not a Friends Member, save those invited by the Chairman under Item 21(l).

(h) Publications Secretary:

The Publications Secretary shall be a Trustee and be responsible for ensuring the regular and timely production of "Main Line" and such other publications as the Committee may from time to time decide to publish. The Publications Secretary may be, or shall be responsible for liaison with, the Editor of "Main Line". The Publications Secretary shall have one vote at Committee meetings.

**12. DUTIES OF THE COMMITTEE**

- (a) The Committee shall manage the affairs of the Friends on a daily basis, subject to the over-riding authority of the Friends in General Meeting. The Committee shall act as may be considered necessary in furtherance of the policy and objects of the Friends. It shall be accountable to the Friends in General Meeting for its conduct of the Friends' affairs. No regulation made by the Friends in General Meeting shall invalidate any prior act of the Committee which would have been valid had that regulation not been made.
- (b) The Committee shall meet a minimum of four times between successive Annual General Meetings.
- (c) The Committee will declare in a statement included with the Annual Accounts of the Friends the existence and nature of any financial interest in the Company of individual members of the Committee during the previous Friends financial year. "Financial interest" means an interest in the Company as shareholder, employee, contractor, supplier, or commercial customer.
- (d) The Committee shall ensure that the duly independently examined accounts of the Friends for the preceding financial year shall be circulated to all Friends Members prior to the Annual General Meeting as specified in item 24(c).
- (e) The Committee shall elect a Chairman of the Friends and determine the period for which he/she is to hold office subject to item 14(a).
- (f) The Committee shall elect a General Secretary, Treasurer, Membership Secretary and Publications Secretary and determine the period for which they are to hold office subject to item 14(a). The Committee may elect a Vice-Chairman and determine the period for which he/she is to hold office subject to item 14(a).
- (g) The Committee shall appoint the Editor of "Main Line". The Editor of "Main Line" may appoint such Assistant Editors as he/she sees fit.
- (h) The Committee only shall have the power to enter into contracts on behalf of the Friends.

**13. ELIGIBILITY FOR OFFICE**

- (a) All members of the Committee elected under Item 10(b) above shall be adult Friends Members who are not bankrupt.
- (b) Candidates for election to the Committee must also be paid up members of the Friends. Candidates must also declare any financial interest as defined in Item 12(c).
- (c) If a candidate shall fail to make a complete and accurate declaration under Item 13(b), the Committee shall (unless the omission was minor or trivial) require that candidate to withdraw their nomination, or, if successful at the election, to resign their post; such resignation being effective from the date of the Committee's decision.

**14. TENURE OF OFFICE**

- (a) Trustees, including the Chairman, Vice Chairman, General Secretary, Treasurer, Membership Secretary and Publications Secretary shall hold office for three years unless resignation, insanity, death, bankruptcy, removal under Item 14(d) or other exceptional cause renders the period shorter.

Trustees shall retire by rotation, on a three yearly cycle. The order of rotation shall be determined by the Committee, but each election must renew the mandate of at least two Trustees annually, commencing in 2007. The Committee may put up four members for re-election by rotation if that is needed to keep the overall tenure of any Trustee to three years.

- (b) The Committee shall have the power at any time, and from time to time, to appoint any Friends Member eligible under Item 13 to be a Trustee, either to fill a casual vacancy or as an addition to the existing Trustees, but so that the total number of Trustees shall not exceed the number fixed by Item 10(b). Any Trustee so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Trustees who are to retire by rotation under Item 14(a).
- (c) Trustees or other officers may resign their position at any time by giving notice in writing to the Chairman, Vice Chairman or General Secretary. Such resignation shall be effective immediately upon receipt.
- (d) A Trustee may be removed by the Friends in General Meeting on passing of a resolution notified under Item 24. The resulting vacancy may then be dealt with in accordance with Item 14(b).

**15. AREA GROUPS AND SUB-COMMITTEES**

- (a) Any group of Friends Members may, subject to the written approval of the Committee, form an Area Group for the purpose of furthering the Objects of the Friends. Such Area Group shall be responsible for its own finances under the arrangements in Item 26(c) and shall not bind the Friends in any way. Such Area Group may formulate its own constitution, but this shall be subject to approval in writing by the Committee. All Area Groups shall keep records of their meetings at which substantive business is conducted, and shall produce these to the Committee on request annually.
- (b) The Committee may delegate any of their powers to sub-committees consisting of such member or members of their body as they think fit.
- (c) Any Sub-committee formed under Item 15(b) shall be chaired by a Trustee. Sub-committee chairmen may, at their discretion, also co-opt on to the Sub-committee any fully paid up Friends Member having an interest in the work of a particular sub-committee.
- (d) All Sub-committees shall keep minutes of their meetings and shall produce these to the Committee on request. The Committee shall define the terms of reference and delegated authority of any Sub-committee, and no such Sub-committee shall be able to bind the Friends beyond those terms or the extent of such delegated authority.

**ELECTIONS****16. NOMINATIONS**

- (a) The Committee shall advise Friends Members of the requirement to elect or re-elect Trustees in the Notices of General Meetings, using the arrangements set out in Item 24, and shall request nominations.
- (b) Each nomination for election shall be proposed and seconded by adult Friends Members and shall carry the Candidate's written consent that they are willing to stand for election or re-election. The Candidate shall also provide his/her declaration of financial interest made under Item 13(b).

**17. PLACE OF ELECTION**

Elections shall take place at a General Meeting of the Friends held under Item 21.

**18. MEANS OF VOTING**

- (a) Elections will normally be by show of hands as Item 21(f), except where there is more than one candidate nominated for a vacancy, in which case a ballot of the Friends Members attending the General Meeting shall be held.
- (b) Where a ballot is held at a General Meeting, voting forms shall be distributed to the Friends Members. The voting forms shall list the candidates in alphabetical order. Friends Members may cast votes for one or more candidates up to the number of vacancies available.
- (c) All such voting forms shall be examined and counted by an election scrutineer. Voting forms with more votes cast than the number of vacancies will be deemed spoiled.
- (d) The election scrutineer shall be appointed by the Committee but shall not be a Trustee. In the event of the scrutineer being unable or unwilling to act at any General Meeting, a Friends Member present shall be elected ad hoc by the Meeting so that a scrutineer is available.
- (e) An election that takes place at a General Meeting which is inquorate under Item 23 shall be declared null and void.

**19. RESULTS OF ELECTIONS**

- (a) Where there are a less or equal number of candidates standing than vacancies, then the result(s) of the election(s) will be declared following the show of hands or poll as stipulated in Item 21(f).
- (b) Where there are more candidates standing for election than vacancies, the candidate who achieves the highest vote following a ballot as stipulated in Item 18 will be declared elected. If there is more than one vacancy, the candidate who achieves the next highest vote will be declared elected and so forth until all the vacancies are filled.
- (c) Following a ballot as stipulated in Item 18, where there is a tied result for one or more vacancies, a show of hands as stipulated in Item 21(f) will take place for each candidate in turn, in the absence of the candidates. The candidate(s) who achieve the one (or higher number according to the number of vacancies) highest votes will be declared elected.
- (d) Trustees elected at General Meetings will take office immediately following the election.

## MEETINGS

### 20. COMMITTEE MEETINGS

- (a) The Committee shall meet as stipulated in Item 12(b). The General Secretary shall convene such meetings with 12 days notice of the meeting being given to those entitled to attend.
- (b) The Chairman, or in his/her absence, the Vice-Chairman, or a simple majority of Committee members shall have the power to convene an extraordinary meeting of the Committee with 12 days notice of such meeting being given to those entitled to attend.
- (c) The 12 days notice period shall exclude the day of posting and the day of the meeting. Notice may alternatively be given by facsimile or e-mail. The 12 days notice period may be waived if all Committee members are in agreement.
- (d) If there is no Chairman, or Vice-Chairman, or if neither shall be present within five minutes after the time appointed for the holding of the meeting or is unwilling to act the Trustees present shall elect one of their number to be Chairman of the meeting.
- (e) At any Committee Meeting a simple majority vote shall be sufficient to pass any resolution. The Chairman of the Meeting shall have a casting vote, which shall be exercised in accordance with Item 11(c).
- (f) The Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Friends or any of them shall be open to inspection by Friends Members not being Trustees, and no Friends Member (not being a Trustee) shall have any right of inspecting any account or book or document of the Friends except as authorised by the Trustees or stipulated under Item 25(b).
- (g)
  - (i) A resolution in writing or sent by facsimile or e-mail agreed by a simple majority of all the committee members entitled to receive notice of a meeting of the committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held provided that:
    - a copy of the resolution is sent or submitted to all the committee members eligible to vote; and
    - a simple majority of the committee members has signified its agreement to the resolution in an authenticated document or documents which are received by the Chairman or General Secretary within a period of 28 days beginning with the circulation date.
  - (ii) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more committee members has signified their agreement.

## 21. FRIENDS GENERAL MEETINGS

- (a) The Friends shall hold an Annual General Meeting every year before 31<sup>st</sup> August, commencing in 2007.
- (b) Extraordinary General Meetings may be held as the Committee shall decide. The Committee shall convene an Extraordinary General Meeting if at least 10% of Friends Members entitled to vote call upon it in writing to do so.

A General Meeting may also be convened by any Friends Member for the purposes of an appeal under Item 8(c).

- (c) The Annual Accounts of the Friends shall be presented for approval at the Annual General Meeting.
- (d) If there is no Chairman, or Vice-Chairman, or if neither shall be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Trustees present shall elect one of their number to be Chairman of the meeting.

If at any meeting no Trustee is willing to act as Chairman or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the Meeting.

- (e) Debate on resolutions at Friends General Meetings shall be regulated by the Chairman.
- (f) At any General Meeting, Friends Members shall each have one vote. A simple majority shall be sufficient to pass any resolution, save as provided for in Item 28. A resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or after the declaration of the result of the show of hands) demanded:
  - (i) by the Chairman; or
  - (ii) by at least five Friends Members.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority or lost and an entry to that effect in the book containing the minutes of the Friends in General Meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

- (g) Except as provided in Item 21(i) if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (h) The Chairman of the meeting shall have a casting vote, which shall be exercised in accordance with Item 11(c).
- (i) A poll demanded on the election of a Chairman shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- (j) On a poll votes may be given either personally or by proxy.
- (k) The instrument appointing a proxy shall be in writing under the hand of the appointer the instrument appointing a proxy having been delivered to the Great Central Station, Loughborough, Leicestershire not less than 48 hours before the time of holding the meeting. The instrument appointing the proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (l) The Chairman may invite non-members as guests of the Friends. Non-members shall not have a vote.

## **22. PROXY VOTES**

Save as provided for in Items 21(j) and 28, there shall be no proxy votes at any meetings of the Committee or Friends.

## **23. QUORUMS**

- (a) At any General Meeting, a quorum shall be 10 Friends Members or 5% of Friends Members entitled to vote, whichever shall be the less, except where a resolution under Item 28 is to be put to the Meeting, in which case the quorum shall be 100 Friends Members or 10% of Friends Members entitled to vote, whichever shall be the less.
- (b) The quorum necessary at any Committee meeting may be fixed by the Trustees, and unless so fixed shall be two.
- (c) Where a proxy vote is allowed under Item 28, the number of proxies cast shall count towards the quorum.

## **24. NOTICES**

- (a) Any notice given to Friends Members of a General Meeting, shall be sent by post or e-mail addressed to the last address notified by each Friends Member to the Membership Secretary. The accidental omission to give notice to, or the

non-receipt of notice by Friends Members shall not invalidate the proceedings at that General Meeting.

- (b) Dates for the sending of Notices of General Meetings shall be calculated from the date of the meeting. The notice period shall exclude the day of posting or sending the e-mail and the day of the meeting.
- (c) At least 28 days before the proposed date, the Committee shall send notice of any General Meeting, an agenda, a copy of the Annual Accounts (if relevant) and forms for Proxy Vote under Item 28 (if relevant), invite nominations (if relevant) and give notice of any resolutions to be proposed by the Committee. The accidental omission to give notice to, or the non-receipt of notice by, Friends Members shall not prevent or avoid compliance with Item 24 (d).
- (d) At least 14 days before the proposed date, all nominations for election must be delivered to the Great Central Station, Loughborough, Leicestershire.

## **25. MINUTES**

- (a) The General Secretary shall maintain a record of all General and Committee Meetings as provided in Item 11(e).
- (b) The minute books of the Friends in General Meeting shall be available for inspection by any Friends Member on giving reasonable notice to the General Secretary.

## **FINANCE**

### **26. FINANCE**

- (a) In addition to their responsibilities under Item 11(a), the Trustees shall hold on trust all subscriptions, donations, grants or other receipts or income of any nature for the benefit of the Friends and for the purposes and Objects of the Friends and in particular may grant, donate, lend or otherwise transfer any such funds to the Company and/or may subscribe for shares in the Company.
- (b) The Committee shall have power to make payments and defray expenses subject to the restrictions stipulated in Item 2(b).
- (c) Area Groups constituted under Item 15(a) may hold funds which they may accrue from activities organised by them. Such funds shall be held in a manner approved by the Committee. Each Area Group shall produce financial statements to the Committee annually on request.
- (d) Proper books of account shall be kept by the Treasurer in accordance with Item 11(f) and shall be independently examined at least once a year by a

Chartered or Certified Accountant to be appointed by the Friends in General Meeting.

## **27. FINANCIAL YEAR**

The Friends' financial year shall end on 31<sup>st</sup> January each year.

## **ALTERATION OF THE CONSTITUTION**

### **28. ALTERATION OF THE CONSTITUTION**

- (a) This Constitution, with the exception of Items 2, 3, 11(h), 23(a), 26(a), 28 and 32 shall be altered only by a three-quarters majority vote of the Friends in an Extraordinary General Meeting called for that purpose under Item 21(b).
- (b) Items 2, 3, 11(h), 23(a), 26(a), 28 and 32 shall be altered only by a nine-tenths majority vote of the Friends in an Extraordinary General Meeting called for that purpose under Item 21(b).
- (c) Any eligible Friends Member may vote by proxy on a resolution put at a meeting called for the sole purpose of altering this Constitution. They shall comply with the terms written upon a proxy form which shall be sent to them with notice of the meeting in accordance with Item 24(c).

## **THE DAVID CLARKE RAILWAY TRUST**

### **29. RELATIONS WITH THE DAVID CLARKE RAILWAY TRUST**

- (a) The David Clarke Railway Trust (DCRT) has common aims with the Friends and is a charity which supports the Great Central Railway. The DCRT was formed in 2004 in memory of a benefactor of the Railway, David Clarke. The DCRT has funds to support various projects on the Great Central Railway.
- (b) Under present legislation:
  - (i) Tax paid to the Inland Revenue can be reclaimed on Gift Aid donations made by Friends Members to The DCRT.
  - (ii) Legacies left to The David Clarke Railway Trust (Registered Charity Number 1104839) by Friends Members are free of Inheritance Tax.

### **30. MAIN LINE STEAM TRUST**

The Main Line Steam Trust Limited (MLST) was a charity formed in 1971 which supported the Great Central Railway. MLST has merged with The David Clarke Railway Trust.

## **AMALGAMATION OF THE FRIENDS**

### **31. AMALGAMATION**

- (a) The Committee shall have the power to arrange for amalgamation of the Friends with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Friends, subject to approval by the Friends in General Meeting.
- (b) The Friends may purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one of the companies, institutions, societies or associations which which the Friends may amalgamate.
- (c) The Friends may transfer all or any part of the property, assets, liabilities and engagements of any one of the companies, institutions, societies or associations which which the Friends may amalgamate.

## **WINDING UP OF THE FRIENDS**

### **32. WINDING UP**

If upon the winding up or dissolution of the Friends there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Friends but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Friends, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Friends by virtue of Item 2, such institution or institutions to be determined by the members of the Friends at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.