

NERA CIO constitution - short version

NERA has been accepted and registered as a Charitable Incorporated Organisation (CIO) by the Charity Commission (CC). This has involved the preparation of a new constitution to meet the requirements of the CC.

The full constitution contains 30 clauses and is 20 pages long. This document is intended to summarise the key clauses that are the most relevant for NERA members. Copies of the full version can be supplied by request to the Secretary. Where there is a difference between this short-version and the full-version, the full-version takes precedence.

Aims (clause 3)

The object of the CIO is to advance the education of the public in the history of all the railways that have operated in the North East of England, particularly the North Eastern Railway its constituents and successors.

The CIO will achieve this object in particular but not exclusively by:

- 1 collecting and preserving historical records, and making them available to members and other interested individuals.
- 2 regularly publishing a Journal containing historically accurate information and analysis.
- 3 arranging a programme of meetings/exhibitions, open to members and the public, to disseminate accurate information.
- 4 encouraging the construction of accurate models of the stated railways' rolling stock, buildings, equipment, and operations.
- 5 encouraging the writing of appropriate books and their publication, which educate the public.
- 6 working with public and private bodies such as Community Rail Partnerships and Train operating companies to produce such guide books and station information panels for the benefit of the public.

Membership (clause 9)

Membership of the CIO is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members.

It is the duty of each member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

The CIO may require members to pay reasonable membership fees to the CIO.

Membership classes with voting rights are Ordinary, Family and Honorary. Honorary members do not pay membership fees. They are elected by a vote either at an AGM or at a meeting of the Trustees.

Members decisions (clause 10)

In general decisions of the members of the CIO may be taken either by vote at a general meeting or by written resolution.

A resolution at a general meeting may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot, and proxy votes). A written resolution may be agreed by a simple majority of all members who would have been entitled to vote at a general meeting, provided that a copy of the resolution has been sent to all eligible members.

There are three exceptions to the simple majority rule. These are:

- 1 A trustee can only be removed by a two-thirds majority. (clause 15)
- 2 The constitution can only be amended by a resolution agreed in writing by all members of the CIO or by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO. (clause 28)
- 3 The procedure for winding up or dissolving the CIO is set out in clause 29, which is summarised below.

Not less than 10% of the members of the CIO may request the charity trustees to make a proposal for decision by the members.

General meetings of members (clause 11)

The first annual general meeting (AGM) of the members of the CIO must be within 18 months of registration and thereafter at intervals of not more than 15 months. The AGM must receive the annual statement of accounts and the trustees' annual report, and must elect trustees as required. Other general meetings of the members of the CIO may be held at any time.

The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days notice of any general meeting to all of the members. The notice of any general meeting must:

- 1 state the time and date of the meeting;
- 2 give the address at which the meeting is to take place;
- 3 give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
- 4 if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;
- 5 include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee.

No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts. The quorum for general meetings shall be the greater of 3% or three members.

Any member of the CIO may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the CIO. Proxies must be appointed by a notice in writing (a "proxy notice") which:

- 1 states the name and address of the member appointing the proxy;
- 2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- 3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the CIO may determine; and
- 4 is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.

Charity trustees (clause 12)

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

There must be at least four charity trustees. The maximum number of charity trustees is 12.

At the first annual general meeting of the members of the CIO all the charity trustees shall retire from office. At every subsequent annual general meeting of the members of the CIO, one-third of the charity trustees shall retire from office. The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. The vacancies so arising may be filled by the decision of the members at the annual general meeting. Any vacancies not filled at the annual general meeting may be filled by the charity trustees.

No decision shall be taken at a trustee meeting unless a quorum is present at the time when the decision is taken. The quorum is two charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater.

Under clause 24 the charity trustees must keep minutes of all:

- 1 appointments of officers made by the charity trustees;
- 2 proceedings at general meetings of the CIO;
- 3 meetings of the charity trustees and committees of charity trustees including:
 - a. the names of the trustees present at the meeting;
 - b. the decisions made at the meetings; and
 - c. where appropriate the reasons for the decisions;
- 4 decisions made by the charity trustees otherwise than in meetings

Winding-up or dissolution (clause 30)

The CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:

- 1 at a general meeting of the members of the CIO
 - a. by a resolution passed by a 75% majority of those voting, or
 - b. by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
- 2 by a resolution agreed in writing by all members of the CIO.

If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities (clause 8).