

EAST ANGLIAN RAILWAY MUSEUM RULES AND CONSTITUTION

Preface

The East Anglian Railway Museum is a company limited by guarantee and not having share capital, registered with the Charity Commissioners as Registered Charity Number 1001579.

The Museum, successor to the Stour Valley Railway Preservation Society, is established to advance the education of the public with regard to railways, in particular by collecting, preserving, interpreting, documenting material evidence and associated information for the public benefit by (without prejudice to the generality of the foregoing) the maintenance of a museum for items of historic railway interest, and by the restoration, maintenance and operation of a railway and demonstration of museum items and railway for the benefit of the public as items of technical and general interest and educational value, and in furtherance of the foregoing objective the Museum will be vested with the powers of operation of the Chappel and Wakes Colne Light Railway.

All monies received by the Museum by way of admission fees, donations and membership fees are, after payment of running costs, ploughed back into the Museum to further its aims, and trading undertaken on Museum premises by way of bookshop sales, buffet and canteen facilities, hire of facilities or premises is undertaken by a trading company, majority owned by the Museum, the directors of which are Museum members who serve without remuneration, and whose profits are covenanted to the East Anglian Railway Museum.

The Administration of the Museum is undertaken by a Board of Trustees, elected annually by the members, the day to day operation of the Museum being delegated to various committees each under the Chairmanship of a Trustee. A Standing Sub-Committee of senior Museum members represents the members on the Board of the trading subsidiary.

These Rules and Constitution are made under the Memoranda and Articles of Association of the East Anglian Railway Museum.

1. CONSTITUTION

The East Anglian Railway Museum, hereinafter referred to as 'the Museum' shall consist of the following:

- A) Trustees of the Museum, appointed under Rule 2
- B) An Honorary Secretary, appointed by the Trustees
- C) An Honorary Treasurer, appointed by the Trustees
- D) The Officers of the Museum, appointed under Rule 3
- E) The Standing Sub-Committee, appointed under Rule 4
- F) Members under Rule 6
- G) Representatives of such organisations who may be invited to membership by the Board of Trustees
- H) Such persons as may be accepted for membership of the Museum in such terms as the Board of Trustees may from time to time decide
- I) No person shall hold office in the Museum, either elected or appointed, unless that person be a fully paid up member of the Museum.

2. THE BOARD OF TRUSTEES

- a) The Trustees of the Museum shall number not less than seven and not more than twelve.
- b) Trustees shall be members of the Museum.
- c) Trustees will be elected annually by the members in General Meeting. No Trustees may serve for a period longer than one year, but retiring Trustees may offer themselves for re-election.

- d) The Board of Trustees may co-opt persons of high public standing or specific ability to the Board of Trustees, providing that any such co-option is referred to the members at the next following Annual General Meeting when the co-opted person will be subject to election under Rule 2c ante.
- e) No person, including a Trustee retiring at the Annual General Meeting shall be eligible for election or re-election to the Board of Trustees at any General Meeting unless, not less than three nor more than twenty one days before the date set for the meeting there shall have been left at the Registered Office of the Museum notice in writing signed by a member and countersigned by another member, both members qualified to attend and vote at the meeting for which such notice is given, his intention to propose such person for election, and also notice in writing signed by that nominated member of his willingness to be elected.
- f) Trustees may be given specific areas of responsibility in relation to the day to day running of the Museum, and may co-opt other Trustees, members or non-members to sit on any sub-committee concerned with that Trustee's area of responsibility.
- g) The Board of Trustees shall:-
 - (i) implement the policy of the Museum and achieve standards set by the requirements of any statutory body in respect of display, presentation or documentation of artefacts, of safety of staff or visitors to the Museum, or in the operation of trains or equipment.
 - (ii) Refer any proposed changes in policies, procedures or rules to members of the Museum for approval
 - (iii) Ensure that the Annual Accounts are submitted to members of the Museum, to the Charity Commissioners, and to any statutory body requiring such accounts
 - (iv) Review periodically bodies entitled to appoint nominated individuals to become members of the Museum
 - (v) To be responsible to the members of the Museum for the efficient day to day running of the Museum by maximum utilisation of resources of income and manpower
 - (vi) Have power to appoint such committees or sub-committees as it thinks fit, and may delegate to such committee or sub-committee such powers as they may from time to time think desirable, and may co-opt to such committees or sub-committees such persons as they think necessary for that committee or sub-committee to achieve its purpose
- h) The Board of Trustees may:-
 - (i) meet together for the despatch of business, adjourn or otherwise regulate their meetings as they think fit, but on no less than four occasions annually, and at such meetings the Honorary Treasurer and Honorary Secretary, and members of the Standing Sub-Committee of the Museum may attend, and vote as if they were Trustees. Questions arising at any such meeting will be decided by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. A Trustee may, and the Secretary on behalf of a Trustee, shall at any time summon a meeting of the Board of Trustees.
 - (ii) Elect a chairman of their meetings, and determine the period for which he is to hold office, but if no such chairman is elected, or if at any meeting a chairman is not present thirty minutes after the time appointed for same, the Board members present may choose one of their number to chair the meeting.
 - (iii) Should it so desire, and be considered in the best interests of the Museum so to do, make appointments of paid staff to management or operative posts within the Museum, notwithstanding that any person consequently in receipt of a salary from the Museum shall be debarred from election as a Trustee, but that person will, if so requested, attend any meeting of the Board of Trustees or any other committee or sub-committee appointed by the Board of Trustees, but will not vote upon any resolution, motion or decision taken by the Board or committee or sub-committee at which he is in attendance.

- i) The Quorum necessary for the transaction of the business of the Board of Trustees shall be one third of the number of the Trustees, subject to a minimum of three Trustees being present at any one meeting, in addition to however many members of the Standing Sub-Committee may be present at that meeting.

3. THE OFFICERS OF THE MUSEUM

The officers of the Museum, to be elected annually by the membership in Annual General Meeting, shall be as follows:

- a) the Fund Raising Officer, to co-ordinate fundraising for the Museum outside the day to day operation of the Museum
- b) A Tours Officer, to generate interest in the Museum and to raise funds by the organisation of tours by any means for the interest of the members and the public
- c) The Magazine Editor, who will be responsible for the editing and publication of the Museum journal 'Stour Valley Steam'
- d) A Membership Secretary, who will be responsible for the maintenance of records of membership of the Museum, but this post may be open to election if no delegation of such duties has previously been made by the Trustees to another member
- e) The Officers of the Museum will attend such committees as may be delegated by the Trustees, and if unable to attend any such meeting, may appoint a deputy to attend on their behalf.
- f) Any nomination for the posts of Officers of the Museum shall not be made without the consent of the member nominated, and any such nomination must be made by two members, and receive a majority vote at a General Meeting. Officers of the Museum may offer themselves for re-election without notice.

4. THE STANDING SUB-COMMITTEE

- a) The Standing Sub-Committee of the Museum will represent the interests of the members of the Museum on the Board of Directors of any trading subsidiaries of the Museum and be the nominee shareholders of the Members in any trading or associate companies of the Museum. They will act as final arbiter for any members suffering a grievance or having committed or alleged to have committed a wrongdoing, if that member is dissatisfied with any decision made by a committee before which the grievance was heard or allegation made.
- b) The Standing Sub-Committee shall number no less than three.
- c) The members of the Standing Sub-Committee shall:-
 - (i) have held membership of the Museum or its predecessor for a continuous period of not less than five years
 - (ii) be shareholders in their own right in any trading subsidiary of the Museum
 - (iii) shall be elected by members at a General Meeting of the Museum and offer themselves for re-election on an annual basis
 - (iv) attend any meeting of the Board of Trustees or may attend any meeting of a committee or sub-committee properly appointed by the Board of Trustees. A member of the Standing Sub-Committee may nominate another member of the Standing Sub-Committee to attend any meeting in his place.
- d) If a member of the Standing Sub-Committee should resign before an Annual General Meeting, the Board of Trustees may co-opt a member qualified as in Rule 4 (c) to fill the vacancy, any such co-option to be ratified at the next following Annual General Meeting.

5. THE HEADS OF DEPARTMENTS

- a) The Heads of Departments shall be appointed by the Board of Trustees and be responsible for the day to day operation of the activities of the Museum in accordance with the directions of the Trustees. The Heads of Department shall

comprise the following persons and have responsibility for the areas of operations as follows:-

- (i) Estates. The maintenance and restoration of all buildings, security, land use and site services.
 - (ii) Workshops. The maintenance and efficient operation of the workshops and their machinery, equipment and stores; the manufacture of parts and machining work for other departments or organisations.
 - (iii) Locomotive. The restoration and maintenance of the Museum's locomotives of whatever source of propulsion, the maintenance of statutory standards in relation to such locomotives and the training of staff in that department
 - (iv) Permanent Way. The maintenance and improvement of the Museum's permanent way, and the construction of new lines.
 - (v) Carriage and Wagon. The restoration and maintenance of the Museum's rolling stock and assistance as required on other items of stock to programme.
 - (vi) Signal and Telegraph. The maintenance and installation of all signalling equipment; the maintenance of signal box equipment and the provision of communications equipment to programme.
 - (vii) Traffic. Co-ordination of other Heads of Department for rotas for the operation of locomotives, signalling, train crews and Yard management. The review and enforcement of working practices, compilation of timetables, rules and regulations and instruction in same.
 - (viii) Catering and Social Supervisor. To be responsible for the supply of food and refreshments to members and visitors and for co-ordinating refreshment facilities as may from time to time be required.
- b) A Chairman of the Heads of Department will be appointed by the Trustees. The Chairman need not be a Head of Department.
- c) The heads of Department Committee will meet monthly, or as instructed by their Chairman.

6. MEMBERS

- a) Save as provided for in Rule 6 (g) post, no person under the age of eighteen years shall be a member of the East Anglian Railway Museum.
- b) The liability of members is limited.
- c) Every member of the Museum undertakes to contribute to the assets of the Museum in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for the payment of debts and liabilities of the Museum contracted before he ceases to be a member, and for the costs, charges and expenses of winding up, and for the adjustment of the rights and contributories among themselves, such amount as may be required and not exceeding one pound.
- d) Membership of the Museum shall fall under the following classes at rates to be decided upon and agreed by the Board of Trustees, and admission to membership of any person shall be at the discretion of the Board of Trustees. In all cases, membership will be subject to formal written acknowledgement of the members' limited liability, which will also apply to those in receipt of a grant of honorary life membership or honorary presidency or vice-presidency.
 - i) Ordinary membership
 - ii) Associate membership (being the adult relative of a member and living at the same address)
 - iii) Senior Citizens (i.e. those over the age of 60 years on 1st April
 - iv) Life Members
 - v) Honorary Life Members
 - vi) Honorary President
 - vii) Honorary Vice-Presidents
 - viii) Apprentice Members (i.e. those between the ages of 11 and 18 on 1st April)

- ix) Jeffrey Club Members (i.e. those between the ages of 5 and 11 on 1st April)
 - x) Corporate Membership
- e) Subscriptions will be payable on joining the Museum, and thereafter on 1st April annually. If the same is not paid to the Museum within three calendar months of that date, then the member in default shall no longer be considered a member of the Museum, but his liability under Rule 6 c) shall continue for twelve months from the date upon which renewal became due, or 12 months from the date of any written notification of cessation of membership. Any member whose membership so lapses will then have to make fresh application to join the Museum. Membership fees are not returnable. Membership fees may be paid by Deed of Covenant.
- f)
 - (i) Every adult member shall have one vote
 - (ii) Where membership is of the classification of associate member, then provided both parties have signed an admission of limited liability then each shall have one vote
 - (iii) No member shall be entitled to vote at any General Meeting unless all moneys due from him to the Museum have been paid
- g) Persons between the ages of 11 and 18 years may join the Museum as Apprentice Members, and those between the ages of 5 and 11 years may join the Museum as members of the Jeffery Club, members of the Jeffery Club may not join the Museum without the written consent of their parent or guardian. Apprentice Members and members of the Jeffery Club will pay such subscriptions as may be decided from time to time under Rule 6 (d). The limited liability accepted by ordinary members will not be incurred by Apprentice Members and members of the Jeffery Club, who will neither be entitled to attend General Meetings nor to vote. All Apprentice Members and members of the Jeffery Club will comply with the rules of the Museum.
- h) Membership of the Museum will be subject to the following conditions:-
 - (i) All members will be bound by these rules, of which a copy thereof and any subsequent amendments shall be supplied on request by the Secretary and to all new members on joining the Museum
 - (ii) Whilst working at or attending the East Anglian Railway Museum, or at any other location on a Museum project, members will comply with any instructions issued by a Trustee or recognised project leader, particularly in regard to instructions relating to safety procedures and railway operations, and will comply in all respects with the instructions contained in the operating Rule Book of the Museum.
 - (iii) The Board of Trustees shall have the right to expel any member without assigning any reason other than it being in the best interest of the Museum to do so, but the member concerned shall have the right of appearing before the Standing Sub-Committee of the Museum and stating his case. The decision of the Standing Sub-Committee in such cases will be final.
 - (iv) Any member suffering any accident or injury whilst at the Museum or any other location whilst engaged on Museum business will report any such accident and ensure that it is properly recorded in official records.
- j) Honorary Life Membership, Honorary Presidency or Honorary Vice-Presidency may be granted by the Museum to those persons who have, by example, deed or donation, benefited the Museum in any exceptional way, such nominations to be proposed by a member to the Board of Trustees, who shall, by a majority vote, either accept or reject such nomination, provided that acceptance of such honorary membership by any person will be in accordance with Rule 6c ante.
- k) Any grievance received in writing by the Secretary, and signed by at least ten members of the Museum will be discussed by the appropriate Committee at its next following meeting after receipt of such grievance. Any member nominated by the signatories to such grievance may attend the Committee Meeting at which the grievance is to be heard and may state his case before that committee. The committee may reserve the right to discuss all or part of that grievance without the nominated member present, but any decision reached shall be recorded in the

minutes of that meeting and notified to the aggrieved if their nominated representative is not present. The complainant or complainants may, if dissatisfied with the decision of that committee, refer their grievance to the Standing Sub-Committee, who will enquire into the matter, and whose decision will be final.

7. GENERAL MEETINGS

- a) The Museum year shall run from 1 October to 30 September.
- b) A General Meeting shall be held once a year for the following purposes:-
 - i) to consider the report of the Board of Trustees on the work of the Museum during the preceding year
 - ii) For the presentation of the audited accounts, their approval and the appointment of auditors.
 - iii) To elect the Trustees of the Museum
 - iv) To elect the Officers of the Museum
 - v) To elect the members of the Standing Sub-Committee of the Museum
 - vi) Any other business
- c) The Annual General Meeting shall be held not later than the last day of February first following the end of the Museum year.
- d) Twenty one days notice in writing with an agenda shall be given of any Annual General Meeting, and shall be sent to the Board of trustees and all members eligible to attend together with the report of the Board of Trustees and statements of the audited accounts if available at that time. Such statements, if not sent with the notice of the meeting will be available at an Annual General Meeting and published to all members as soon as is practicable thereafter.
- e) Fourteen days notice with an agendum shall be given of any other General Meeting, except for a meeting called for the passing of a special resolution which shall be given twenty one days notice, in each case to be sent in writing to all members of the Museum eligible to attend. Any such meeting will be referred to as an Extraordinary General Meeting.
- f) An Extraordinary General Meeting must be convened upon the receipt by the Secretary of a requisition in writing by not less than one-tenth of the members of the Museum eligible to vote, and stating the objects of the meeting, and signed by those members, and will then be subject to such a notice as in Rule 6(e) above.
- g) No member may attend a General Meeting of the Museum save in production, if required, of proof of paid up membership.

8. PROCEEDINGS AT GENERAL MEETINGS

- a) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Twenty members, or one third of the total membership of the Museum, whichever shall be the lower, and present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon a requisition of members, shall be dissolved. In any other case it shall be adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board of Trustees may determine.
- b) In the event of a quorum not being attained at any adjourned meeting, any resolution put, shall, if receiving a majority vote, be deemed to have been properly accepted by the Museum.
- c) The Chairman, or in his absence another member of the Board of Trustees shall chair every General Meeting of the Museum, and if either of these officers be not present within thirty minutes after the time appointed for the holding of the meeting, or either is unwilling to act, the members present at the meeting shall elect one of their number to chair the meeting.
- d) If at any meeting no committee member is willing to act as Chairman, or if no Board of Trustees member is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.

- e) The Chairman may, with the consent of any meeting at which a quorum is not present (and shall if so directed by the meeting) adjourn the meeting from time to time and place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any Notice of Adjournment or of the business to be transacted at the adjourned meeting.

9. VOTES

- a) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands.
- b) In the case of an equality of votes on a show of hands the chairman of the meeting shall be entitled to a second or casting vote.
- c) 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, shall be entered in the minutes of the proceedings of the Museum and shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against such resolution.

10. ALTERATION OF RULES

- a) Notice of any proposed alterations in the Rules shall be submitted in writing to reach the Secretary not less than 28 days before the date of an Annual General Meeting, or of an Extraordinary General Meeting called for that purpose.
- b) The Museum in General Meeting shall have the power to alter or repeal the Rules or Bye-Laws and to make additions to them and the Board of Trustees shall adopt such means as they deem sufficient to bring to the notice of members of the Museum all such Rules or Bye-Laws, which, so long as they be in force, shall be binding upon all members of the Museum. Provided, nonetheless, that no Rule or Bye-Law shall be inconsistent with, or shall effect or repeal anything contained in the Memorandum of Articles of Association of the Museum.

11. ACCOUNTS

- a) The Board of Trustees shall cause accounting records to be kept in accordance with Sections 221-222 of the Companies Act, 1985.
- b) The Board of Trustees shall from time to time in accordance with Sections 238-242 of the Act cause to be prepared and laid before the Museum in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in those sections.
- c) All members of the Museum holding or handling monies on behalf of the Museum shall comply with such instructions as to the holding or handling of such monies as may be issued from time to time by the Board of Trustees.

12. AUDITORS

Auditors shall be appointed and their duties regulated in accordance with Sections 384-392 of the Companies Act, 1985.

13. MINUTES

The Secretary shall cause Minutes to be made in a book provided for that purpose of all resolutions and proceedings of all meetings of the Board of Trustees; of the Annual General Meeting; and of any Extraordinary General Meeting, and such minutes shall, upon questions put and votes taken thereon either at the meeting or some subsequent meeting, be signed by the chairman of the meeting and when signed shall be conclusive evidence of the correctness of the entry.

14. BRANCHES

- a) Members of the Museum may continue or create branches of the Museum in any area as approved by the Board of trustees. Branches so formed will be autonomous.
- b) Branches may make their own arrangements for meetings, but will conform to a constitution recommended by the Trustees for the proper conduct of the branch. Such constitution may be altered to serve the needs of the branch only with the approval of the Trustees.
- c) Any advertisement, circulation, letter or other written or printed matter published or issued by a branch, and bearing the name of the Museum, shall also carry the name of the branch, either as a suffix or as a prefix.
- d) Proper books of account will be kept by each branch, and audited by a suitable person, who is not on the committee of that branch.
- e) The branch years will run from 1st October to 30th September.
- f) Branch Treasurers will submit to the Treasurer of the Museum not later than the last day in October each year an audited copy of the branch accounts.

15. NOTICES

- a) A notice may be given by the Museum to any member either personally or by sending it to him or to his registered address or, (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Museum for the giving of notice to him. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 72 hours after the envelope containing it was posted.
- b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by any person entitled to receive such notice shall not invalidate the proceedings of that meeting.

16. OPERATION OF TRAINS

The Museum's method of railway operations shall be in accordance with the Rule Book published by the Museum Board of Trustees which is based upon the British Railways Rule Book 1950 (1962 reprint) and the British Railways Regulations for Train Signalling, 1960, and the agreed Code of Practice, in addition to any of the following regulations or requirements:-

- a) The Chappel and Wakes Colne Light Railway Order
- b) Any instructions made by Her Majesty's Railway Inspectorate of the Health and Safety Executive

17. INTERPRETATION

Any matters not covered by these Rules or any question of interpretation shall be dealt with by the Board of Trustees which may refer the matter in question to a General Meeting for a decision.