

BLUEBELL RAILWAY PRESERVATION SOCIETY

Sheffield Park Station, Sheffield Park, Uckfield, East Sussex TN22 3QL

Dear Member

NOTICE OF THE 2016 AGM AND OF AN EGM

On the following pages you will find the formal notices of the Annual General Meeting and an Extraordinary General Meeting of the Society called to amend the Rules.

Election of Trustees and Nomination of Directors – a message from the Committee

The Trustees are fully aware that each of the last two Annual General Meetings has seen a serving Trustee voted out of office. Both Trustees were and still are Directors of the company and we are aware of some resentment from members that the Trustees have not removed them as Directors because those members considered that they had lost the confidence of the Society.

Under the current rules adopted in 2003, the previous direct link between the Society and the company under which all Directors had to be Trustees of the Society was abolished. There is no longer a requirement for any Director to be a Trustee, or for a Trustee to be a Director, other than the Society Chairman. A person's success or failure to be elected as a Trustee at a Society AGM now cannot have any bearing on whether or not they should be a Director of the company. Taking into account the needs of the Railway as a whole, the Trustees firmly believe that they acted responsibly by not removing Directors from office simply because they are no longer Trustees.

Like all Heritage Railways, we have to operate within an increasingly complex and onerous regulatory regime and consequently, there is an increasing need for the Board to be staffed by demonstrably competent people. The Trustees, as majority shareholder and ultimate owner of the railway, have the responsibility to nominate at least 75% of the plc Board and it is in the Society's interests that these unpaid posts are filled by the best talent available to the railway, either from within the Society membership or outside it. To that end, the rule changes set out in the Notice of the Extraordinary General Meeting propose moving to a position where all Director posts are advertised and the best person selected to fill the vacancy. Obviously, this requirement will not apply to the Society Chairman who has to be a Director by virtue of Rule 11(b).

The current Rule 12 also requires the Committee to nominate candidates to be Directors at the first meeting after the Annual General Meeting. This is too close to the Company's own Annual General Meeting which has to be held before 30th June each year and does not give sufficient time for the Trustees support or otherwise for a Director's re-election to be taken into account in the company AGM notice. So the proposed rule amendment moves the date when Trustees have to nominate candidates and allows time for the post to be advertised and filled before the company AGM.

There is also an ambiguity in Rule 28 (Alteration of the Rules) which provides for the rules to be altered on a two-thirds majority vote of the Society in General Meeting or at a General Meeting called for the purpose of altering the Rules. Proxy votes are allowed on resolutions to change the rules but the second part of the rule restricts the use of those votes to meetings called for the sole purpose of altering the rules, thereby ruling out the use of proxy votes on rule amendments where these are discussed at an AGM. The previous rule 32 restricted rule changes to an EGM and the 2003 change was intended to allow minor alterations to be debated at an AGM but the consequential change to sub-clause (b) was overlooked. The proposed revision deals with this oversight and allows proxy votes to be used for all rule change motions, regardless of the type of meeting.

If anyone has any questions about our proposals, please contact the Gavin Bennett, the General Secretary, at the above address or by email to gavin.bennett@bluebell-railway.co.uk.

Thank you.

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Notice of an Extraordinary General Meeting

In accordance with Rule 24(c), notice is hereby given that an Extraordinary General Meeting of the Society will be held on **Saturday 21st May 2016** at Oakmeads Community College, Burgess Hill, West Sussex, commencing at 7pm.

The purpose of the meeting is to discuss and adopt the Rule changes set out below and which are proposed by the Committee and explained in the message above.

Any member who is not in default and who wishes to submit a motion of amendment to the proposed rules must do so in writing to the General Secretary at the above address no later than **Friday 18th March 2016**.

Motion 1

In Rule 12(c), delete the words "At the first meeting following Annual General Meeting of the Society the committee shall nominate candidates to be Directors of the Company. Subsequently..." and substitute the word " The ".

Insert new Rule 12A as follows:

12A Nomination of Directors

(a) At a meeting held in September or October, the Committee shall ascertain which Directors are due to retire by rotation or otherwise at the next general meeting of the Company and shall consider whether or not they should use the Society's shareholding to support a Director's re-election at that general meeting.

(b) If the Committee does not support a Director's re-election for any reason or if a Director does not seek re-election or if a post falls vacant during the year due to resignation or otherwise, the Committee shall advertise the vacancy amongst the membership of the Society and elsewhere as the Trustees shall see fit and, after selection of the candidate as appears to them to be best qualified to fill the vacancy, shall nominate such candidate as a Director.

(Explanatory Note: Thus the revised Rule 12(c) will read "The Trustees shall exercise a watching brief over the corporate governance of the Society and Company, and of the conduct of the Company's business.". The Nomination of Directors is dealt with in new rule 12A which also introduces a requirement for the posts to be advertised.)

Motion 2

In Rule 28 (Alteration of the Rules), delete sub-clause (b) and replace with new sub-clause (b) as follows:

(b) The provisions of Rule 22 shall not apply to votes on resolutions which amend these Rules and any eligible Society Member may vote by proxy on such resolutions. They shall comply with the terms written upon a proxy form which shall be sent to them with notice of such a meeting in accordance with Rule 24(e).

Gavin Bennett
General Secretary

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Notice of the 56th Annual General Meeting and Request for Nominations and Motions

In accordance with Rule 24(c), notice is hereby given that the Annual General Meeting of the Society will be held on **Saturday 21st May 2016** at Oakmeeds Community College, Burgess Hill, West Sussex, commencing at 7:15pm or immediately after the preceding Extraordinary General Meeting which will commence at 7pm.

Members wishing to submit motions for debate at the Annual General Meeting must do so by 6pm on **Friday 18th March 2016**. Motions should be succinct and make a substantive proposal. Submitted motions **must** be clearly addressed to the General Secretary at Sheffield Park Station.

Nominations are invited for all Society Officers (Chairman, Vice-Chairman, General Secretary, Membership Secretary and Treasurer). Nominations are also invited for Trustees (three to be elected) and one Society representative to the Bluebell Railway Trust. The closing date for all nominations is **Friday 18th March 2016**.

Eligibility for office

Candidates for election must be adult members of the Society not in default and must show a minimum of three years continuous paid up membership of the Society. In accordance with Rule 13(b), they must also declare any financial interest in Bluebell Railway plc, whether as a shareholder, employee, contractor, supplier or commercial customer.

In addition, the successful candidate for election as a Society Representative to the Bluebell Railway Trust **must** certify that he/she is a 'fit and proper person' in the eyes of Her Majesty's Revenue and Customs. Details can be found on the HMRC website and downloading the guidance and model declaration at https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/392977/model-dec-ff-persons.pdf

All nominations shall be proposed and seconded by adult members not in default and shall carry the candidate's written consent that they are willing to stand for election or re-election, together with the financial interest declaration.

As provided for in Rule 14(c), candidates can choose to provide an election statement of not more than 200 words. **The words used in the financial interest declaration do not count towards the 200 word limit.** Candidates are also invited to provide a passport sized photograph of themselves for inclusion alongside their written statement. Any statements and/or photographs must be submitted, by **31st March 2016** please, to the General Secretary either by post to the General Secretary, Sheffield Park Station, Sheffield Park, UCKFIELD, East Sussex, TN22 3QL or by email to <gavin.bennett@bluebell-railway.co.uk>.

Society Officers

As provided for in Rule 16, nominations are invited for the posts of:

Chairman	currently Mr Roy Watts MBE
Vice-Chairman	currently Mr Sam Bee
General Secretary	currently Mr Gavin Bennett
Membership Secretary	currently Mr Don Brewer
Treasurer	currently Mr Nigel Longdon

Society officers are elected for a maximum period of three years. Roy Watts is not seeking re-election. Sam Bee is seeking election in another role. All other Officers, being eligible, offer themselves for re-election.

