

# **BLUEBELL RAILWAY PRESERVATION SOCIETY**

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

## **Notice of an Extraordinary General Meeting; and Notice of the reconvened 58<sup>th</sup> Annual General Meeting; and Notice of the 59<sup>th</sup> Annual General Meeting and Request for Nominations and Motions**

Inside this document are formal notices of the three Society General Meetings to be held on **Saturday 18<sup>th</sup> May 2019**, together with the motions proposed by the Committee for the EGM and 2019 AGM.

### **A new future for the Society**

A message from the Committee

Over the past 12 months, reports and updates in Bluebell News have given you some insight into our thinking about the future governance of the Society. We are now at the stage where we are ready to put proposals to you and to give you the chance to vote on these either in person or by proxy, at an Extraordinary General Meeting in May 2019. The key principles on which you will be asked to vote are:

- Conversion of the Society to a company limited by guarantee;
- Joint members to continue to have two votes at meetings, instead of the one vote normally allowed under company law; and
- The reduction in the number of Trustees from ten to nine

### **Structure of the Society**

The Society is currently an unincorporated association, a type of body set up by agreement between a group of people with a common interest or goal other than to make a profit, such as a voluntary group or sports club. Individual members are personally responsible for any debts and contractual obligations. This was a common structure when many of the early railway preservation schemes were established but have since become rarer as many have since converted to a limited company and/or become a charity.

The Society is currently managed by a committee comprising a Chairman, a Vice-Chairman, ten Trustees and three officers – a Membership Secretary, Treasurer and General Secretary. The Society cannot own assets – indeed our shares in Bluebell Railway plc are held by “the Trustees of the Bluebell Railway Preservation Society”.

There is concern over potential exposure of Trustees to personal liability in the event of a major uninsured claim against the PLC and, however remote, the possibility that this might also extend to members. Legal advice has argued that while our 75% investment in the PLC could be regarded as a passive investment, there is a specific duty in our rules for the Trustees to manage the relationship between the Society and the Company and to set the

overall policy of the company. In the event of a claim against the plc, the Trustees could be deemed to have been negligent in exercising their duties under the rules.

The primary change that you will be asked to vote on is to convert the Society into a company limited by guarantee. This has the advantage of limiting the liability of all members of the company to £1. If this is agreed by the Membership, all paid-up members of the current Society will, on the transfer date, become members of the company. So far as is practical, the current rules will be absorbed into the Articles of Association but some issues, such as election of Directors – who will continue to be called Trustees - and proxy votes for Company meetings, are proscribed by the Companies Act 2006. To allay members concerns over proxy voting, we will follow the example of the Swanage Railway which appoints an independent Returning Officer each year to whom all proxy votes will be sent.

Inevitably, members will want to know why we are not becoming a charity instead of a limited company, a question that has been posed at several AGM's, with members arguing that they could then gift aid subscriptions. The Governance Review considered this matter carefully and concluded that we should not become a charity. HMRC are taking a closer interest in railways that claim gift aid on subscriptions as they regard a high proportion of the subscription as a "season ticket". HMRC's latest guidelines state that charity subscription payments must be for membership only. They must not give members personal use of the charity's facilities or services. Taking all this into account and given that the Bluebell Railway Trust is now an accepted and supported means of securing gift-aid on donations, the Trustees agreed that we should not become a charity.

### **Joint Members**

Under the current rules, each adult member of a Joint Membership is entitled to one vote at general meetings of the Society. We propose that the current practice should continue and that the Articles of Association should reflect this policy, contrary to normal company practice where joint members or shareholders only have one vote between them. This is catered for in sub-para (c) of Motion 30.

### **Reduction in the number of Trustees**

The Governance Review has proposed reducing the number of Trustees to nine but with two of those taking on the Membership Secretary and Treasurer roles, which will be abolished as officer posts. So the overall size of the Board will be reduced from fifteen to eleven plus a Secretary. Motion 30(b) covers this issue.

### **What happens next?**

The motions to be discussed at the Extraordinary General Meeting are in the form of rule amendments so as to allow all members to vote on the proposals, either in person or by proxy. They are set out below under the Notice for the Extraordinary General Meeting. The new Rule 30 will, if passed, authorise the Trustees to proceed with the conversion process and to put the proposed Articles of Association to the members for their approval at a further EGM in the autumn. Motions 2 and 3 amend other rules so as to take account of the new Rule 30 if passed. The final pair of motions relating to the proposed change, 4A or 4B, propose a reduction in the quorum from 200 to 100, whether or not Rule 30 is passed.

Finally, the Motion to replace Rule 29 (Relations with the Bluebell Railway Trust) is necessary because the Trust has changed its constitution and the management of the Trust now resides in a corporate charity called BRT Trustee Limited. The Society Chairman is a Governor of BRT Trustee Ltd by virtue of his office and we can nominate one other person, who shall be elected by the Society in General Meeting.

At the second EGM later in the year, members will have to opportunity to nominate those Trustees who will serve on the new Board.

## **Notice of an Extraordinary General Meeting**

In accordance with Rule 24(c), notice is hereby given that an Extraordinary General Meeting will be held **Saturday 18<sup>th</sup> May 2019** at The Burgess Hill Academy, Burgess Hill, West Sussex, commencing at 7pm to decide on the future structure of the Society. Members wishing to submit amendments to the motions set out below must do so by 6pm on **Friday 8<sup>th</sup> March 2019** and **must** be clearly addressed to the General Secretary at Sheffield Park Station.

### **Motion 1: New Rule 30.**

#### **30 DISSOLUTION AND TRANSFER OF ASSETS AND OBLIGATIONS**

30 The Society may by resolution passed at a General Meeting authorise the Trustees to transfer its assets obligations and liabilities to a Company Limited by Guarantee whose objects are similar to the Society formed or to be formed for that purpose subject to

(a) the Memorandum and the Articles of Association of that Company having been approved by the Society in General Meeting

(b) the Directors and Members of that Company being the Chairman and Vice Chairman of the Society and nine other persons elected by the Society using the procedures set out in rules 16,17,18 and 19

c) That company agreeing

(i) to accept as members of the Company all paid up members of the Society as at the date of transfer in the classes specified in Rule 4 on the basis of its approved Memorandum and Articles of Association

(ii) to honour all obligations of the Society in relation to membership contained in these rules

(d) The transfer being affected within 30 weeks of the resolution following which the Society shall be dissolved

The provisions of Rule 22 shall not apply to any motions or elections envisaged in this Rule 30. Any eligible member of the Society may vote by proxy on such motions or at such elections. They shall comply with the terms of any proxy form which shall be sent to them in accordance with Rule 24 (c)”

Proposed by the Committee

**Motions 2, 3 and 4A below shall fall if Rule 30 is not adopted.**

## **Motion 2: Amendment to Rule 18 (Elections)**

In Rule 18(c) insert after the words “ personal attendance” the words “ (or attendance of a proxy where Rule 30 so permits)”

Proposed by the Committee

## **Motion 3: Amendment to Rule 22 (Proxy Votes)**

Insert after the words “ Rule 28” the words “and Rule 30”

Proposed by the Committee

**MOTION 4:** If Motion 1 is adopted, Motion 4A will be proposed and Motion 4B withdrawn. If Motion 1 falls, Motion 4B will be proposed,

## **Motion 4A Amendment to Rule 23 (Quorums)**

In Rule 23 (a) delete “200” and substitute “100”

In Rule 23(c) insert after the words “Rule 28” the words “or Rule 30”

Proposed by the Committee

## **Motion 4B Amendment to Rule 23 (Quorums)**

In Rule 23 (a) delete “200” and substitute “100”

Proposed by the Committee

## **Motion 5: Amendment to Rule 29 (Relations with the Bluebell Railway Trust)**

Delete Rule 29 and insert

### **“29 RELATIONS WITH BRT TRUSTEE LIMITED (THE BLUEBELL RAILWAY TRUST)**

29(a) Save as Rule 29 (g) otherwise provides the Committee shall not exercise its right to appoint one of the Governors of BRT Trustee Limited otherwise than by way of appointing a person elected by the Society using the procedures set out in rules 16,17,18 and 19

29(b) Candidates for such position shall be fully paid up members of the Society and shall fulfil the criteria in Rule 13. He or she shall not be a Director of the Company or its subsidiaries or a Trustee

29(c) the person so elected or appointed under Rule 29(g) shall become an additional member of the Committee but without any voting rights and shall hold office for a maximum period of three years subject to re-election in accordance with these rules.

29(d) He or she shall be appointed as a Governor by the Committee at its next meeting unless he or she is disqualified from holding such post by the Articles of Association of the BRT Trustee Limited

29(e) That person shall present at each AGM a financial statement for the Bluebell Railway Trust and a report on its activities. That person and the Chairman shall be responsible for reporting to the Committee and where appropriate seeking its views on the activities of the Bluebell Railway Trust and representing the views of the Committee and conveying its views to meetings of the Governors of BRT Trustee Limited

29(f) The Committee shall ensure that such person is removed from the Governorship:

(i) If the Society in General Meeting passes a motion of no confidence in such person notified under rule 24

(ii) if such person becomes disqualified from holding office as a Governor of the BRT Trustee Limited

(iii) if he or she becomes a director of Bluebell Railway PLC or its subsidiaries

(iv) if he or she ceases to be a member of the Committee

29(g) If a Governor appointed under this rule resigns or is removed from office under rule 29(f) he or she shall automatically cease to be a member of the Committee and if any vacancy arises it shall remain unfilled until the next General Meeting of the Society but the Committee may at their discretion appoint a replacement to serve until such meeting

29(h) The first member of the Committee to be elected under this rule shall be the person who was elected Society Representative to the Bluebell Railway Trust in 2017.”

## CONSEQUENTIAL AMENDMENT TO RULE 10 (b)

add the following words at the end of Rule 10 (b) “ .....and a Committee Member elected under rule 29”

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### **Notice of the reconvened 58th Annual General Meeting**

Members will be aware that the 58<sup>th</sup> Annual General Meeting was inquorate because fewer than 200 members signed in with the result that no formal business could be conducted. Instead an informal Meeting of the Society was held at which we remembered those members who had passed away since the last AGM, enjoyed a number of presentations and were able to pose questions to the Trustees.

In accordance with Rule 24(c), notice is hereby given that the reconvened 58<sup>th</sup> Annual General Meeting of the Society will be held on **Saturday 18<sup>th</sup> May 2019** at The Burgess Hill Academy, Burgess Hill, West Sussex, commencing at 7:45pm. The sole business of this meeting will be the adoption of the 57<sup>th</sup> AGM minutes and the adoption of the Society Accounts for 2017. Members should note that, in the absence of a valid AGM in 2018 and mindful of their duty to manage the affairs of the Society, the Trustees re-appointed Knill James as auditors for 2018. This was necessary so as to ensure that the accounts for 2018 could be audited and essential for the good management of the Society.

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### **Notice of the 59<sup>th</sup> Annual General Meeting and Request for Nominations and Motions**

In accordance with Rule 24(c), notice is hereby given that the 59<sup>th</sup> Annual General Meeting of the Society will be held on **Saturday 18<sup>th</sup> May 2019** at The Burgess Hill Academy, Burgess Hill, West Sussex, commencing at 8pm.

Members wishing to submit motions for debate at the Annual General Meeting or propose amendments to motions below proposed by the Committee must do so by 6pm on **Friday 8<sup>th</sup> March 2019**. Motions should be succinct and make a substantive proposal. Composite motions which seek to achieve two different objectives will not be accepted. Submitted motions **must** be clearly addressed to the General Secretary at Sheffield Park Station.

Nominations are invited for Trustees (FIVE to be elected) and one Society representative to the Bluebell Railway Trust. The closing date for all nominations is **Friday 8<sup>th</sup> March 2019**.

Nominations are also invited for all Society Officers (Chairman, Vice-Chairman, General Secretary, Membership Secretary and Treasurer).

#### **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](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 received by **24<sup>th</sup> March 2019** please, and sent to the General Secretary either by post to Sheffield Park Station, Sheffield Park, UCKFIELD, East Sussex, TN22 3QL or by email to <[gavin.bennett@bluebell-railway.co.uk](mailto:gavin.bennett@bluebell-railway.co.uk)>.

### **Society Officers**

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

Chairman	currently Mr Graham Aitken
Vice-Chairman	currently Mr Stephen Bigg
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. All other Officers, being eligible, offer themselves for re-election.

### **Trustees (FIVE to be elected).**

Mr Neil Glaskin has indicated that he wishes to resign as a Trustee in May 2019. In accordance with Rule 14(a), Mr Tim Parkin and Mr Chris Saunders retire by rotation. Mr Parkin is not seeking re-election and Mr Saunders offers himself for re-election. Mr James Funnell and Mr Mike Priestley offer themselves for election, having both been co-opted to the Committee during the year following the resignations in May 2018 of Chris Hunford and Martin Widdowson,

### **Rule 15(b) sub-committees**

As a result of these elections, the Chairs of the Preservation Standards and Retail sub-committees will become vacant. Candidates may state in their nomination paper their aspirations to these vacancies.

### **Society Representative to the Bluebell Railway Trust (one to be elected).**

In accordance with Rule 29(c), Mr Richard Salmon retires as a Society Representative to the Bluebell Railway Trust and, being eligible, offers himself for re-election

/ Motions for debate

The following motions are submitted under Rule 7(a) by the Society Committee:

## Subscriptions

1. That the Society subscriptions should be increased as listed below with effect from 1<sup>st</sup> October 2019.

	Current (2013)	Proposed
Junior	£11	£15
Student	£15	£20
Adult	£25	£30
Adult Joint	£36	£40
Family	£40	£50
Senior	£20	£25
Senior Joint	£30	£35
Life	£750	£900
Life Joint	£375	£450
Senior Life *	£500	£600
Senior Life Joint *	£250	£300

2. That a discounted rate for annual membership be introduced for renewals paid by Direct Debit. The discount shall be £2 per annum.
3. That the discounted rate for five-year subscriptions in advance shall be changed from 5 times the previous rate in force to 5 times the current rate in force less 10%

Gavin Bennett  
General Secretary

**NOMINATION FORM**

**BLUEBELL RAILWAY PRESERVATION SOCIETY**

**Annual General Meeting 2019**

I, ( print full name)..... agree to stand for the post of  
(eg, "Trustee") .....

\*I do not have a financial interest in Bluebell Railway plc ) \* Please delete  
 ) as appropriate  
\*I have a financial interest in Bluebell Railway plc as follows: )

.....

.....  
(You have a financial interest in Bluebell Railway plc if you are a shareholder, employee, contractor, supplier or commercial customer.)

(signed)..... Date: .....

Proposed by (signed) ..... Print Name.....

Seconded by (signed) .....Print Name.....

**Remember! The closing date for nominations is Friday 8<sup>th</sup> March 2019**  
**The closing date for the receipt of written statements and photographs is Sunday 24<sup>th</sup> March 2019**