

BLUEBELL RAILWAY PRESERVATION SOCIETY

A Company Limited by Guarantee. Registered in England. Number 13745313

Notice of the Annual General Meeting to be held on Saturday 28th May 2022 at the Burgess Hill Academy, Station Road, Burgess Hill commencing at 7pm, Notice of Special Resolutions proposed by the Trustees and call for Nominations and Motions for discussion

Dear Member

I am pleased to report that the conversion of the unincorporated Society to a Company Limited by Guarantee has been successfully completed and came into effect on 1st January 2022.

All Adult Members (18+) who are not in default are now entitled to vote by proxy in the election of the Chairman, Vice Chairman, Secretary and Trustees as well as voting on any resolutions and special resolutions. The proxy voting form will be sent with the AGM papers nearer the time.

In accordance with Article 11, Notice is hereby given that the 1st Annual General Meeting of the company will be held on Saturday 28th May 2022 at the Burgess Hill Academy, Burgess Hill, West Sussex, commencing at 7pm. The meeting will also be asked to approve the minutes of the Society meetings held on 2nd October 2021 and the 2021 accounts before the old unincorporated Society is formally wound up. Please note the date was set before the Road & Rail event appeared in the event calendar.

Notice is also given of three Special Resolutions to amend the Articles of Association which the Trustees are proposing, as set out below. Members may wonder why we are seeking amendments to the Articles of Association having only adopted them on 2nd October 2021. We did announce at the meeting that we would be changing the wording of Article 10 (Membership Privileges) to make it clearer when travel discounts apply. Since then, the Society Board has also refreshed and reinstated the former Rule 15b sub-committees to become known as Strategic Policy Committees. This recognises the key part these Committees will now play in developing the detail supporting the overall Strategic Vision and Policies for the Railway.

As part of this process, it was recognised that the abolition of the Membership Secretary and Treasurer posts under the Governance Review would leave a significant skills gap which might not be fulfilled if the ideal candidates for these posts were not elected as Trustees and the required skills or desire to undertake these roles was not available from within the pool of elected Trustees. The Board therefore agreed that these posts needed to be reinstated as specific posts in the new structure, and for their elections held separately from other Trustees as hitherto. If the Resolution is accepted, they will stand for election in 2023 and in the meantime, they will be co-opted to the Board for 2022-23 so as to provide continuity.

Another minor amendment arises from the specific requirement in the old rule 13(b) for Society members to have at least three years continuous paid up membership before nomination for office. This was misinterpreted in transition to the Articles and so an amendment corrects this oversight.

The Officers and Trustees of the unincorporated Society all became Trustees of the company on 1st January 2022. With the exception of Don Brewer (Membership Trustee), Ian Watson (Finance Trustee), and Mr Chris Saunders, who is retiring as a Trustee, all will be standing for election at this Annual General Meeting. The normal three-year cycle will recommence in 2023. Sadly, Mr Mike Priestley passed away in December 2021.

Gavin Bennett, Secretary

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CALL FOR NOMINATIONS – deadline 15th April 2022

Members are invited to submit nominations for the posts identified below. All candidates must be Adult (18+) members of the Society not in default and have at least three years continuous membership of the Society, nor must they be disqualified from standing for election under Article 23 (see below). They must be proposed and seconded by Members who are not in default of their subscription. Job descriptions for these posts are on the Society pages on the website. Candidates must submit a statement of no more than 200 words to support their nomination and are also invited to submit a passport style photograph. **ALL Nominations, election statements and photographs MUST be received by the Secretary no later than 6pm on 15th APRIL 2022, either by post, addressed to me at Sheffield Park Station, Sheffield Park, Uckfield, TN22 3QL or by email to gavin.bennett@bluebell-railway.com.** A scanned copy or a photograph of a signed nomination form may be submitted but the signed original must be sent to the Secretary.

Chairman

Nominations are invited for the post of Chairman. The current post holder, Mr Paul Churchman, is willing to stand for re-election.

Vice-Chairman

Nominations are invited for the post of Vice-Chairman. The current post holder, Mr Steve Bigg, is not seeking re-election.

Secretary

Nominations are invited for the post of Secretary. The current post holder, Mr Gavin Bennett, is willing to stand for re-election for the final time.

Trustees (NINE to be elected).

Nominations are invited for NINE Trustees. Mr Chris Saunders is not seeking re-election. The remaining eight Trustees - Mr Laurie Anderson, Mr Richard Clark, Mr Andrew Ellis, Mr Mike Hopps, Mr Roger Kelly, Mr John Knight, Mr Reuben Smith and Mr James Young - are all willing to stand for re-election.

SPECIAL RESOLUTIONS

1. Articles 10 (Membership Privileges): That Article 10 should be amended to delete Articles 10.1.2 and 10.1.3 and replace with the following amended and additional clauses
 - 10.1.2 on production of a valid Membership card, privileges being, at the date of adoption of these Articles, as follows:
 - (a) travel at reduced rates upon the Railway;
 - (b) entitlement of Life Members to free first class travel (or third class if first is not available);
 - (c) special terms negotiated by the Society on purchases made from the Railway's shops;

- (d) free access to the public facilities at the Railway's stations when the Railway is open to the public,

the continuation and terms of Membership privileges shall at all times be subject to terms negotiated with Bluebell Railway Plc.

- 10.1.3 the travel benefits in Article 10.1.2 apply to all service trains with the exception of those services that have a global add-on service, such as food or entertainment, and on which such add-ons are applicable to all passengers on those services;
- 10.1.4 with the prior consent of the Society Trustees, the travel and admission benefits outlined in Article 10.1.2 may be suspended for a temporary period, the length of such period to be agreed by the Trustees, provided that at least thirty-five days' notice of this suspension has been given to the Society membership;
- 10.1.5 free access to the Railway's stations shall not apply when a third party organisation has hired the Railway for a private corporate event or filming;
- 10.1.6 Members shall be entitled to join in the activities of the various departments of the Railway, subject to their suitability and available vacancies. Members so engaged shall abide by the Bluebell Railway Plc Operating Rules and Bye-laws from time to time in force. Members working in any capacity on the Railway will be subject at all times to the authority of the Directors of Bluebell Railway Plc and their appointed managers, and must accept all reasonable instructions given by them or by any authorised representative of the Bluebell Railway Plc. They shall act at all times in a manner whereby the safety of persons and property and the interests of the Society shall not be jeopardised.

2. Article 18: (Trustees): That Article 18.1.2 of the Articles of Association should be amended to substitute "nomination" for "standing" [so that it readsimmediately prior to nomination for office.]

3. Article 18 (Trustees) This Society resolves to reinstate the Membership Secretary & Treasurer posts as Trustees (to be known as Membership Trustee and Finance Trustee respectively) and to amend Article 18.3 to delete "twelve" and insert "fourteen" , with the following consequential amendments to the Articles of Association:

- a) Article 11(General Meetings) : In Article 11.3.4, insert "Membership Trustee," and "Finance Trustee" after "Secretary"
- b) Article 19 (Trustee Election and Retirement): In Article 19.1, insert "Membership Trustee," and "Finance Trustee" after "Secretary"
- c) Article 21 (Appointment of Trustees): Replace Article 21.2 with "Elections for the post of Chairman, Vice Chairman, Secretary, Membership Trustee and Finance Trustee shall be separate from those for the post of Trustee."

All of the above resolutions require a 75% majority to be accepted. Members wishing to propose amendments to these resolutions must do so in writing to the Secretary at the address given above and no later than 15th April.

Other Resolutions

Members wishing to submit other resolutions for debate must do so in writing to the Secretary at the address given above and no later than 15th April. Resolutions should be succinct and focussed, and the

proposer must be present at the AGM to propose the Resolution otherwise it will be considered to be withdrawn.

BLUEBELL RAILWAY PRESERVATION SOCIETY ANNUAL GENERAL MEETING 2022

Article 23 is reproduced below for information

23 Disqualification and Removal of Trustees

- 23.1 A Trustee shall cease to hold office if he:
 - 23.1.1 Ceases to be a Trustee by virtue of any provision in the 2006 Act or is prohibited by law from being a Trustee;
 - 23.1.2 Ceases to be a Member;
 - 23.1.3 Becomes incapable by reason of mental disorder, illness or injury from managing and administering his own affairs;
 - 23.1.4 Resigns as a Trustee by notice to the Society (but only if at least two Trustees will remain in office when the notice of resignation takes effect); or
 - 23.1.5 Is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and/or fails to attend a minimum of four meetings of the Trustees per year and the Trustees resolve that his office be vacated.
 - 23.1.6 Save as specifically provided in these Articles becomes or is a Director with the exception of the Society Chairman.

NOMINATION FORM

I (print full name) agree to stand for the post of

.....

*I do not have a financial interest in Bluebell Railway plc) * Please delete

*I have a financial interest in Bluebell Railway plc as follows:) as appropriate

.....

(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, written statements and photographs in Friday 15th April 2022