



The Class 37 Locomotive Group Constitution

11th July 2010

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1. Title

- 1.1. The organisation shall be known as 'The Class 37 Locomotive Group' and shall be referred to as the 'Group' throughout the text.
- 1.2. The sovereign governor of the Group shall be this Constitution, which shall be binding on all members of the Group. Control over the Group, including but not limited to the power to amend this Constitution, shall rest with its membership, voting:
 - a) by General Meeting; or
 - b) by Referendum;
- 1.3. The day-to-day running of the Group shall be carried out by the Management Committee, who shall have no power to break the policy of the Group as set out in the Objects, nor to act contrary to this constitution.

2. Objects

- 2.1. The objects of the Group shall be as follows: -
 - a) The acquisition, restoration, preservation, operation and display for the public benefit of English Electric Type 3, British Rail Class 37 locomotive(s) of historic interest, in particular locomotive number (D6703) 37003.
 - b) To advance the education of the public in general on the subject of Class 37 Locomotives through the establishment of records of observations, photographs, technical and other data relating to the development, operation and subsequent history of the class.
- 2.2. The Group shall have the power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects, and shall have the power to own real and personal property, including but not limited to shares in limited companies, provided that any such action is consistent with the Objects.



3. Membership

- 3.1. Membership of the Group shall be open to any person who is in sympathy with the Objects of the Group and agrees to abide by this Constitution.
- 3.2. Enrolment shall be by formal application, either written or by other means acceptable to the Management Committee. The Management Committee reserves the right to cancel membership under the circumstances set out in paragraph 3.11 and section 12 below.
- 3.3. Any member shall have the power to nominate Honorary Members. Election to Honorary Membership shall be conducted at the Annual General Meeting. Nominations for Honorary Membership shall be received by the Secretary 28 days before the date of the Annual General Meeting and shall be published on the agenda for the Annual General Meeting. The nomination shall also determine the period of honorary membership. The Management Committee shall also have the power to nominate Honorary Members, but their nomination shall take effect only until the date of the next Annual General Meeting and shall then lapse if not ratified by that meeting.
- 3.4. All members (except Honorary Members) shall pay a subscription. The rate of subscription for each category of membership will be fixed by the Group Management Committee. After election Honorary Members shall be treated as “fully paid up members” for the period of their honorary membership.
- 3.5. Membership shall run for time periods that the Management Committee shall from time to time determine. Membership shall commence on the first day of the month paid.
- 3.6. At the end of the period of subscription members may renew their membership. Renewal forms shall be sent to members in advance of the expiry of their subscriptions. All subscriptions must be renewed within two months of expiry. Any member who does not renew his or her subscription within the above time limit will be deemed to have resigned his or her membership of the Group.
- 3.7. Members shall be entitled to receive a copy of the magazine on all appropriate occasions during the currency of their membership, either electronically or a paper copy as determined by the type of membership they hold.
- 3.8. No member(s) shall use the name of the Group, or claim to represent it, without the written authority of the Executive Committee.
- 3.9. Rates of subscription will be determined by the Executive Committee according to production costs and the economic climate of the day. Any



change in the cost of subscription shall be announced in the following publication and take effect one month thereafter.

- 3.10. Members may, at any time, supplement their subscription by means of a donation to the Group.
- 3.11. A member may only be expelled from the Group by a decision of the Executive Committee. Any member expelled shall be informed in writing by the Secretary of the decision and shall have the right of appeal. Any appeal must be lodged with the Secretary within 28 days of receipt of the notice of expulsion. This Appeal will then be considered at the next General Meeting following the decision of the Executive Committee to expel. In such cases, the notice of business of the General Meeting shall contain the particulars of the expulsion, but exclude the name of the member concerned. The General Meeting shall afford the member concerned the right to a hearing, or to make a written statement. The General Meeting shall then confirm or overrule the decision of the Executive Committee.

4. Resignation

- 4.1. Any member who wishes to relinquish membership of the Group may submit a letter of resignation of the Group Secretary. Membership will be terminated from the date of the letter of resignation.
- 4.2. A member will be deemed to have resigned if he or she allows his or her subscription to lapse as in 3.6 above.
- 4.3. In the event of the resignation of a member before the expiry of his or her subscription, no part of the subscription shall be refundable.

5. Management Committee

5.1. A management Committee comprising elected officers of the Group will be responsible for the conduct of the affairs of the Group. The Management Committee shall have a minimum of three officers and a maximum of ten officers. The Management Committee shall consist of the following officers:

- (I). Chairman (O)
- (II). Vice Chairman (E)
- (III). Secretary (O)
- (IV). Treasurer (E)
- (V). Public Relations and Publicity (O)
- (VI). Membership Secretary (E)
- (VII). Technical Officer (O)
- (VIII). Website (E)
- (IX). Sales/Fund Raising (O)
- (X). Ordinary Post (O/E)

- together with any other officers the Management Committee from time to time feel necessary. In addition the Management Committee shall have the power to co-opt any individual onto the Management Committee to assist with specific duties. In the absence of the Chairman, the members of the Management Committee present shall select one of their numbers to act as Chairman (usually the Vice Chairman) before any other business is transacted.

5.2. Each member of the Management Committee shall be notified in writing of any meeting of the Management Committee not less than seven days in advance of such meeting. There shall be a quorum when at least one third of the number of members of the Management Committee for the time being or three members of the Management Committee, whichever is the greater, are present at a meeting.

5.3. The Management Committee may appoint one or more sub-committees consisting of three or more members of the Management Committee for the purpose of making any inquiry or performing any function or duty in which in the opinion of the Management Committee would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Management Committee.

5.4. Election of the officers comprising the Management Committee shall take place at The AGM of the Group. Positions will be held for two years and shall be voted on, in alternate years, signified with the (O) for odd numbered years and (E) for even numbered years as indicated in the list of offices in 5.1 above.



- 5.5. Other than as provided for in paragraph 5.4 above, each officer shall hold office until the following AGM.
- 5.6. Existing members of the Management Committee shall automatically be nominated for re-election and shall not be required to submit a nomination to the Secretary as required under 5.8 below.
- 5.7. Only Group members over the age of eighteen years shall be eligible for election to the Management Committee.
- 5.8. Nominations for election to the Management Committee shall be received by the Secretary at least 28 days before the date of the AGM and shall be included on the agenda for the meeting. Each nomination shall be accompanied by the name of the proposer and a seconder who must be fully paid up members of the Group. All candidates for election (including existing members of the Management Committee who are automatically nominated) may submit an election statement at least 28 days before the date of the AGM: the Secretary shall distribute these statements to Group members together with the agenda for the AGM.
- 5.9. In the event of any elected officer of the Group relinquishing his or her post between AGMs, the Management Committee shall have the right to fill such vacancies. The new member so appointed will serve until the next AGM and shall be automatically nominated for re-election. Similarly, any additional officers co-opted onto the Management Committee under paragraph 5.1 above shall hold office until the next AGM and also be automatically nominated for re-election.
- 5.10. In exceptional circumstances an officer may hold more than one Management Committee post; however, under no circumstances shall any Management Committee member have more than one vote.
- 5.11. Any Management Committee member who fails to carry out his or her duties in a satisfactory manner, or whose conduct is otherwise unsatisfactory, may be expelled from office by a majority vote of the Management Committee. The member concerned shall be informed in writing of Management Committee decision. An appeal against such an expulsion can be considered under section 12.3 below.
- 5.12. Any Management Committee member who allows his or her subscription to lapse (see 3.6 above) will be deemed to have resigned not only from the Group but also from his or her Management Committee post.

6. Annual General Meeting

6.1. Annual General Meeting

- 6.1.1. A General Meeting of the Society shall be held annually at a time and place to be decided by the Management Committee. The meeting shall take place no later than 15 months following the end of the Society's financial year end.
- 6.1.2. An AGM shall be held no earlier than 10 calendar months following the previous AGM and no later than 14 months following the previous AGM
- 6.1.3. The ordinary business of the AGM shall normally consist of:-
- a) A report on the activities of the Executive Committee from the Chairman.
 - b) Reports from all officers.
 - c) A financial report, prepared by the Treasurer and endorsed by the Executive Committee and confirmation of the annual subscriptions.
 - d) Appointment of the Executive Committee.
 - e) Appointment of an Auditor if requested.
 - f) Consideration of any resolutions put by the membership.
 - g) Any other business.

Resolutions to be put to the meeting by the membership must be received by the Secretary not later than 14 days prior to the date of the meeting. Each such resolution must be proposed and seconded in writing and shall appear on the notice of the meeting.

- 6.2. General Meetings, other than AGMs will be known as Extraordinary General Meetings. They may be convened at any time by the Executive Committee, or on the signed request by ten (10) or more members of the Group.
- 6.3. At least 28 days' notice shall be given of AGMs and EGMs. This notice may be included, if appropriate, in an issue of the magazine of the Group. It shall specify the business to be discussed at the meeting in question and in the case of an EGM, such business shall be restricted to only that specified.
- 6.4. Any unintentional omission to give notice to any member, or non-receipt of the notice by any member entitled to receive it, shall not invalidate any of the resolutions passed, or the proceedings at such meetings.
- 6.5. A General Meeting of the Group shall be considered inquorate unless at least three (3) members of the Group who are entitled to vote, excluding members of the Executive Committee, are present at the beginning of the meeting.



- 6.6. All business at the General Meeting shall be decided on by a simple majority of those present and entitled to vote, except amendments to the Constitution which shall require two thirds majority of those present and entitled to vote.
- 6.7. Voting shall normally be by a show of hands and all members present and entitled to vote shall cast one vote only. In the event of a tie, the Chairman of the Meeting, who is otherwise not permitted to vote, shall be permitted a casting vote.
- 6.8. Members not able to attend a General Meeting are entitled to appoint a proxy on their behalf. Proxy nominations must be received by the Secretary not less than 48 hours prior to the fixed time of the start of the meeting if they are to be valid. A member may, if he or she wishes, appoint the Chairman of the meeting to vote on his or her behalf.
- 6.9. The Secretary shall seek nominations for the Executive Committee from members of the Group at least 42 days before the date of the AGM and close the nominations at least 14 days before the date of the AGM. All nominations must be accompanied by the nominee's written acceptance of willingness to serve the Group in a voluntary, unpaid status. In the event of more than one nomination per Executive Committee post, the Secretary shall include ballot papers, as deemed appropriate, with the notice of a General Meeting.
- 6.10. The Group, in General Meeting, shall be empowered to make the final decision on any expulsion or other disciplinary action necessary in accordance with Section 3.11.
- 6.11. Only bona fide members of the Group are permitted to attend the General Meeting, unless at the written invitation of the Executive Committee. It must be clear at the start of any such meeting that non-members of the Group are not entitled to vote.

7. Magazine

- 7.1. The Group shall aim to produce a magazine on a quarterly basis.
- 7.2. An Editor shall be responsible for the production of the Magazine.
- 7.3. The publication policy of the Editor shall always be with regard to the aims and objectives of the Group (as specified in Section 2).
- 7.4. The name of the Magazine shall be "Syphon!" until any modification is deemed appropriate by the Executive Committee.



8. Referenda

- 8.1. The Management Committee shall call a Referendum of Group members in the following circumstances:
 - 8.1.1. In the event of a proposition being carried at an AGM or EGM to dissolve the Group;
 - 8.1.2. In the event of a proposition to change the Group's constitution being carried by an AGM or EGM;
 - 8.1.3. To decide any issue which, in the opinion of the Management Committee, should be submitted to a ballot of Group members.
- 8.2. In all cases where a Referendum is called the Management Committee shall decide the proposition to be voted by the membership and shall decide the wording of the proposition to be included on the ballot paper. In the cases of 8.1.1 and 8.1.2 - a two-thirds majority of votes cast in favour of the motion shall be required for the motion to be carried.
- 8.3. In the event of a Referendum being called, the Management Committee shall be responsible for the distribution of ballot papers.
- 8.4. All fully paid up members of the Group shall have the right to vote in a referendum.
- 8.5. The counting of the votes shall be supervised by Scrutineers appointed by the Management Committee.

9. Income and Accounts

- 9.1. All monies (or items of money's worth) donated to the Group by whatever means shall be deemed to be property of the Group and may be disposed of at the discretion of the Management Committee in accordance with the Group Rules and Constitution.
- 9.2. The maintenance of a full record of the Financial Affairs of the Group shall be the responsibility of the Management Committee.
- 9.3. All expenditure must be sanctioned by the Management Committee.
- 9.4. The funds of the Group, including all donations, contributions and bequests, shall be paid into accounts operated by the Management Committee in the name of the Group at such banks as the Management Committee shall from time to time decide, other than a reasonable amount of petty cash. All



cheques drawn on an account must be signed by the Treasurer and one other member of the Management Committee.

10. Constitutional Amendments

10.1. The Constitution shall only be amended at an AGM or an EGM called for that purpose.

10.1.1. In the event that the Group is granted charitable status, no change shall be made to the Constitution that will cause the Group to cease to be a charity at law. Any alteration to the Constitution of the Group must receive the assent of not less than two thirds of the members voting at an AGM or EGM.

10.1.2. In the event of a resolution being passed at an AGM or EGM, which seeks to amend the Constitution, a Referendum in accordance with 8.1.2 will be held to ratify the amendment.

11. Rules and Regulations

11.1. No rule or regulation put into force by the Management Committee shall contravene any Constitutional rule.

12. Discipline

12.1. If, in the opinion of the Management Committee, a member has, by his or her conduct, brought the Group into disrepute, or in the event of other grave breaches of Group rules, the Management Committee may terminate the membership of the member concerned. When deciding such a case the member concerned shall be invited to be present at that Management Committee meeting, and will be notified in writing of the Management Committee decision.

12.2. An appeal against such a termination of membership can only be considered if submitted in writing to the Group Secretary within one calendar month of the Management Committee's decision and signed by at least one other member. In this case the Management Committee will choose a panel of five members at random who will consider written evidence from both the appellant and the Group Management Committee. The panel members will decide either in favour of the Management Committee or the appellant by a simple majority. An AGM or EGM shall have the power to override any decision made by a panel of five members.

12.3. Appeals by Management Committee members expelled from office under section 5.9 shall follow the procedure laid down in section 12.2 for membership appeals.



13. Dissolution

The Group may at any time be dissolved by a resolution supported by not less than two thirds of those present and voting at an AGM or EGM of the Group of which at least twenty one days' notice shall have been sent to all members of the Group. Such resolution, if passed, must subsequently be approved by a referendum of the Group's members as set out under paragraph 8.1.1 above. The resolution may give instructions for the disposal of any assets held by, or in the name of, the Group provided that if any such property remains after the satisfaction of all debts and liabilities such property shall not be paid or distributed among the members of the Group but shall be given or transferred to such other charitable institutions or institutions having objects similar to the object of the Group as the Committee may with the approval of the Charity Commissioners or other authority having jurisdiction under the Charities Act 1993 determine.