



Royal Deeside Railway Preservation Society

Minutes of the Extraordinary General Meeting held on 7th July 2022 at the Banchory Legion

The meeting was called to finalise and approve changes to the Constitution. The invitation to the meeting had been sent to all members on the 10th June 2022, together with a draft Revised Constitution. Members were invited to submit amendments.

The meeting was chaired by James West, Chairman of the Society. Alec Glennie, Treasurer, and Allan Jones, Secretary, were present as well as fourteen ordinary members. Apologies were received from John Lucas, Gordon Casely, Clive Hodgetts, Frank Grant, Harvey Pole, and Neville Browne.

Seventeen proposed amendments had been received by the Secretary prior to the meeting and a further one was put forward at the meeting. Each proposed amendment was put to the meeting, and after discussion, was voted on by a show of hands. The table at Appendix 1 lists the amendments and the results of the voting. Once all the amendments had been voted on, the amended Constitution (Appendix 2) was put to the vote and was unanimously approved by the members present.

APPENDIX 1

Royal Deeside Railway Preservation Society

Record of votes on proposed amendments to the draft Revised Constitution – EGM 7th July 2022

	Proposed amendment	Management Committee's response	Decision
1	s.3.2 Replace the paragraph with <i>In accordance with the provisions of the Society's Code of Conduct, the Trustees may recommend to the members that membership be withdrawn from a member of the Society whose conduct is considered inappropriate or detrimental to the good name of the Society or visitors. The decision will be taken by members at a properly-convened general meeting.</i>	Disagree. The process for withdrawing membership that is set out in the Code of Conduct is fair and effective.	Not approved
2	s.4.3 Replace first sentence with <i>Where vacancies in the Committee exist, having not been filled by election, the Trustees may co-opt up to three members, provided that the elected Trustees remain in the majority on the Committee. The co-opted members will function as Trustees with full voting rights.</i>	Agree.	Approved
3	s.4.4 Replace second sentence with <i>Nominations for office bearers shall be given to the Secretary not less than seven days prior to the date of the AGM.</i>	Agree.	Approved
4	s.4.5 Delete first sentence <i>The Committee may nominate a president and vice-president at the AGM at its discretion.</i>	Agree.	Approved
5	s.4.6 Add after the last sentence <i>The Committee shall assign a Committee Member / Trustee to be responsible for coordinating fund raising.</i>	Disagree. It is inappropriate to assign tasks to Committee members in the Constitution. However, the current Committee intends to prepare job descriptions for its members and it is likely that one member will be assigned the task of fund-raising.	Not approved
6	s.4.7 Replace last sentence with <i>A quorum of any sub-committee shall be three members.</i> IR	Disagree. A quorum of two members is thought to be sufficient for the likely size of any sub-committee.	Not approved
7	s.4.10 Replace with <i>If the number of Trustees holding office is less than the number fixed as the Committee quorum, the remaining Trustees may act only to co-opt a member to fill a vacancy, or to call a general meeting of members.</i>	Agree.	Approved
8	s.4.5 Add a new paragraph after 4.5 as follows: <i>Significant development projects shall be formally controlled by the Committee in accordance with the Society Project Management Policy.</i>	Agree. The amended sentence would read <i>Trustees shall ensure that all significant development projects shall</i>	Approved
9	s.5.1 Replace second sentence with <i>Payments (and non-financial commitments) shall only be permitted with the authorisation of the Committee.</i>	Disagree. However, if amendment 8 is approved, the Committee will ensure that the issue of non-financial commitments will be covered in the Project Management Policy.	Not approved
10	s.5 Add a requirement that a system will be put in place to ensure that expenditure is pre-approved and recorded.	Disagree. The principle that expenditure will be controlled by the Committee is covered in s. 5.1. However, if amendment 8 is approved, the Committee will ensure that the Project	Not approved

		Management Policy includes provision for an effective system of control over expenditure.	
11	s.5 Add a requirement that when major purchases of goods and services are to be made the Trustees will endeavour to ensure the Society obtains value for money by means such as competitive tendering.	Disagree. However, if amendment 8 is approved, the Committee will ensure that the Project Management Policy includes provision for an effective system of ensuring that the Society obtains value for money when purchasing goods and services.	Not approved
12	s.11.1 Add after the first sentence <i>If there is no quorum at a properly-convened general meeting, those present after 30 minutes will constitute a quorum.</i>	Disagree. This is unnecessary, as it is very unlikely that our quorum threshold of 10 members would not be met.	Not approved
13	s. 11.1 Add after the first sentence <i>If there is no quorum at a properly-convened general meeting the meeting shall be adjourned for seven days and those who attend the re-arranged meeting shall constitute a quorum.</i>	Disagree. This is unnecessary, as it is very unlikely that our quorum threshold of 10 members would not be met.	Not approved
14	s.12.1 Add after the last sentence <i>No member may vote on behalf of more than three other members.</i>	Agree.	Approved
15	s.21.1 It is incorrect to refer to 'employees' of the Society. This needs to be changed. IR	Disagree. We need to retain the option to employ a person or persons.	Not approved
16	s.15.1 Replace with <i>With the exception of the Trustees, no member may act on behalf of, or claim to be representing the Society, whether in correspondence or otherwise, unless explicitly authorised by the Committee.</i>	Agree.	Approved
17	s.21.1 Delete <i>or the repayment to members of the Committee of reasonable out-of-pocket expenses.</i>	Disagree. If a member incurs significant expense in carrying out an approved activity, it is only fair that we reimburse them.	Not approved
18	s.9.1 Replace first sentence with <i>An Extraordinary General Meeting (EGM) may be convened at any time upon the instructions of the Committee, or within three months of the receipt by the Secretary of a request in writing signed by 20 members or 10% of the membership whichever is the less, stating full and specific reasons for such a meeting.</i>	Agree.	Approved

8th July 2022

APPENDIX 2

Constitution

(Adopted 7th July 2022)

1. TITLE

1.1 The name of the Society shall be the Royal Deeside Railway Preservation Society, hereinafter referred to as "the Society".

2. AIMS

2.1 To preserve, as a working railway, for the education of the general public, part or all of the former Deeside Railway line from the Aberdeen Joint station to the former Ballater Railway Station.

2.2 To collect, preserve, restore and display, for the education of the general public, appropriate examples of locomotives (diesel, electric and steam powered), rolling stock (passenger carriages, multiple units, railcars, goods wagons, departmental and engineering vehicles) and any other artefacts (including but not limited to signalling, permanent way, communications, materials handling and servicing equipment).

2.3 To acquire, construct or lease such premises as are required to meet the aims of the Society and to restore and refurbish buildings of historical railway interest.

2.4 To improve the areas adjacent to the railway and to encourage flora and fauna for the benefit of the environment.

2.5 To enable and encourage members, irrespective of gender, race or disability, to participate to the maximum of their potential whilst making their full contribution to the goals of the Society.

3. MEMBERSHIP

3.1 Any person may apply to join the Society as an ordinary member by submitting a completed application form to the Membership Secretary of the Society and paying the membership fee. Applications for membership will be considered by the Trustees. The Trustees may refuse an application if they consider it in the best interests of the Society to refuse the application, in which case they must inform the applicant in writing of the reasons for the refusal. The Trustees must consider any written representations the applicant may make, following which they must inform the applicant in writing of their decision, which will be final. Categories of membership and the annual subscription payable will be decided by the Trustees and may be altered at any time by them.

3.2 In accordance with the provisions of the Society's Code of Conduct, the Trustees may withdraw membership from any member of the Society whose conduct is considered inappropriate or detrimental to the good name of the Society or visitors. The Secretary will notify the member in writing of the decision of the Trustees. The member may appeal against that decision within seven working days by letter to the Secretary. The Trustees will consider any appeal at their next meeting and will inform the member in writing of their decision, which will be final.

4. MANAGEMENT

4.1 The management of the Society shall be vested in the Management Committee (hereinafter called the "Committee") comprising the officers elected at the Annual General Meeting (AGM) in accordance with this Constitution. The number of officers shall be not less than five, namely Chairman, Vice-Chairman, Secretary, Treasurer, and Membership Secretary, and not more than ten (unless otherwise determined by a resolution of the Society at the AGM). The term of office shall be three years. The members of the Committee shall be the Trustees of the Society, and in this Constitution are together called "the Trustees". No-one may be appointed a Trustee if he or she is disqualified under the provisions of the Charities and Trustee Investment (Scotland) Act 2005. The existing Trustees must ensure that any new Trustee will not compromise the ability of the Society to be run properly and effectively. A Trustee may not appoint anyone to act on his or her behalf at a meeting of the Committee.

4.2 At all times the Trustees have a specific responsibility (under the Charity and Trustee Investment (Scotland) Act 2005) to lead the Society with care and diligence and ensuring the health, safety and wellbeing of all volunteers who work with the Society, and to ensure they do all they can to maintain the ongoing viability and financial stability of the Society. In addition, they have a responsibility to report significant changes made to the Society to OSCR (the

Office of the Scottish Charities Regulator).

4.3 Where vacancies in the Committee exist, having not been filled by election, the Trustees may co-opt up to three members, provided that the elected Trustees remain in the majority on the Committee. The co-opted members will function as Trustees with full voting rights. The Trustees must ensure that any new Trustee appointed this way has the skills to fill any shortfalls that have been identified, or can bring new skills and experience to the benefit of the Society. Any Trustee co-opted during the year only holds office until the next AGM. They can then stand for election.

4.4 Trustees will stand down in rotation each year, no Trustee remaining in office for more than three years. Trustees can be proposed for re-election. Nominations for office bearers shall be given to the Secretary not less than seven days prior to the date of the AGM. These nominations shall be in writing, with the names of the proposer and seconder and supported by the written consent of the nominee, all such persons being members of the Society.

4.5 The Committee may confer honorary membership on any person deemed to be appropriate.

4.6 Trustees shall ensure that all significant development projects shall be formally controlled by the Committee in accordance with the Society's Project Management Policy.

4.7 The duties of the officers of the Society shall be at all times as specified by the Committee. Any books of account or other records kept by any officer shall remain the property of the Society and be handed to his or her successor or the Chairman. The Committee may appoint such sub-committees as it considers necessary and give such sub-committees any directions as may be deemed necessary for their efficient functioning. All acts and proceedings of any such sub-committees shall be reported fully and promptly to the next meeting of the Trustees. There shall be a Trustee on each sub-committee.

4.8 The Trustees may regulate their proceedings as they see fit, subject to the provisions of this Constitution. The Secretary must call a meeting of the Trustees if requested to do so by a Trustee. Where consensus cannot be reached on an issue the matter may be decided by a majority of votes. In the case of an equality of votes the person who chairs the meeting shall have a second or casting vote. No decision of the Trustees can be made unless a quorum is present at the time when the decision is taken. A quorum of the Committee shall be four members. A quorum of any sub-committee shall be two members.

4.9 In the event of a decision being required on some urgent matter which cannot await the calling of the Committee, the Chairman may authorise the Secretary to seek the views of the Committee. A simple majority shall give their support to the proposed action, to be confirmed via the Committee email group or in writing. Any decision taken by this method shall be formally ratified and recorded in the minute book at the next meeting of the Committee.

4.10 A Trustee shall cease to hold office if she or he resigns, or ceases to be a member of the Society, or becomes disqualified under the provisions of the Charities and Trustee Investment (Scotland) Act 2005, or becomes incapable of carrying out his or her duties through illness or disability, or is absent, without permission from the Committee, from all Committee meetings over a period of six months. The Trustees may suspend a fellow Trustee from the Committee if they have been found to have committed misconduct, or the Committee reasonably and properly conclude that their presence at meetings will not be conducive to the orderly and efficient management of Committee business.

4.11 If the number of Trustees holding office is less than the number fixed as the Committee quorum, the remaining Trustees may act only to co-opt a member to fill a vacancy or to call a general meeting of members.

4.12 Trustees are expected to put the interests of the Society before their own interests or those of any other person or organisation. A conflict of interest exists when a trustee's duty to act in the best interests of the charity conflicts with his or her personal or business interest in relation to the matter in question. Where there is a conflict of interest the conflicted Trustee must declare it to the other Trustees and take no part in any discussion or decision on the matter. Failure to declare a conflict of interest will be treated as misconduct.

4.13 The Trustees must keep minutes of all: appointments of Trustees and Officers; proceedings at meetings of the Society, and; meetings of the Committee.

4.14 The Trustees must comply with their obligations under the Charities and Trustee Investment (Scotland) Act 2005 with regard to the keeping of accounting records and the preparation of the Trustees' Annual Report and its submission to the Office of the Scottish Charity Regulator.

5. FUNDS

5.1 The funds of the Society will be kept in one or more bank accounts at a bank nominated by the Committee under the name of the Society. Payments shall only be permitted with the authorisation of the Committee. Any loans made to the Society shall be made on terms agreed to by a sub-committee consisting of Chairman, Vice-Chairman and Treasurer.

6. PROPERTY

6.1 All property and invested funds of the Society shall be received by the Committee and invested on behalf of the Society by the Trustees.

6.2 All assets of the Railway, with the exception of rolling stock hired by the Deeside Railway Company Ltd, or otherwise permitted by the Society to be on the Railway's premises, are the property of the Society. The Committee shall maintain an accurate record of the Society's property and its location, and shall make available to the auditor any documents, items of stock or other assets of the Society as he or she may require.

7. ANNUAL GENERAL MEETING

7.1 The AGM shall take place each year at such time and location as decided by the Committee. Notice of the meeting and details of the agenda shall be notified to all members of the Society not less than twenty-one days prior to the date of the meeting. Failure of any member of the Society to receive such notification shall not invalidate the meeting. The business of the meeting shall be

- To confirm the minutes of the previous AGM
- To receive reports from the officers of the Society
- To receive the Treasurer's report
- To elect officers and appoint auditors for the ensuing year.
- To consider motions submitted under Article 8
- Any other competent business

8. MOTIONS FOR THE AGM

8.1 Written motions, proposed and seconded must be given to the Secretary not less than seven days prior to the date of the AGM.

9. EXTRA ORDINARY GENERAL MEETINGS

9.1 An Extraordinary General Meeting (EGM) may be convened at any time upon the instructions of the Committee, or within three months of the receipt by the Secretary of a request in writing signed by 20 members or 10% of the membership whichever is the less, stating full and specific reasons for such a meeting. The notice calling such a meeting shall be sent to each member at least 21 days before the date of the EGM and shall state the reason for calling the meeting. The EGM shall only consider the business for which it was convened.

10. AUDITS

10.1

- An audit of the Society's books and funds and a stock-taking shall take place annually.
- The audit shall be completed so that accounts may be presented to the AGM.
- The audit shall be carried out by a Chartered Accountant or other competent person appointed at the AGM.
- Any recommendations made by the auditor must be considered at the AGM.

11. QUORUM

11.1 A quorum of the Society shall be ten members meeting together at a properly-convened meeting.

12. VOTING AT GENERAL MEETINGS

12.1 Every Ordinary Member, Life Member, and Honorary Member of the Society over 18 years of age shall be entitled to a single vote. Families, groups or other categories of multiple membership shall nominate one person who

will be entitled to vote on their behalf. The chairman of the meeting shall have, in addition, a casting vote. Other categories of membership shall not be entitled to vote but may be allowed to attend meetings at the discretion of the chairman. Voting shall normally be by a show of hands. However, at the discretion of the committee a ballot may be called. Exceptionally a ballot may be held at the request of not less than one third of those present at a meeting. The result of the ballot, as declared by the chairman, shall be final. Any member who is unable to attend a meeting can delegate their voting authority to another member. Information on how to do this will be sent out with the notice of meeting. No member may vote on behalf of more than three other members.

13. ONLINE GENERAL MEETINGS

13.1 A general meeting may be held online by electronic means when the Trustees are of the opinion that the circumstances are such that it will not be possible to hold an effective meeting in person. Members will be informed of this in the notice of meeting and will be given instructions on how they can attend. Proceedings at a general meeting held by electronic means will not be invalidated due to technical issues which prohibit members from joining such meeting electronically, so long as a sufficient number of members to form a quorum are able to join the meeting successfully.

14. DISCIPLINARY PROCEDURE

14.1 The procedure for dealing with complaints and infringements of the rules shall be as set out in the Society's Code of Conduct.

15. MISCELLANEOUS

15.1 With the exception of the Trustees, no member may act on behalf of, or claim to be representing the Society, whether in correspondence or otherwise, unless explicitly authorised by the Committee.

16. EQUIPMENT, LOCOMOTIVES AND ROLLING STOCK LOANS

16.1 Any loans of equipment, locomotives or rolling stock to the Society shall only be valid if covered by a current loan agreement signed by the Chairman or Vice-Chairman of the Society and the owners, specifying the duration of the loan and the conditions of the loan. All such equipment, locomotives and items of rolling stock must be clearly and permanently labelled with the name(s) and address(es) of the owner(s).

17. ALTERATIONS TO THE CONSTITUTION

17.1 Alterations to this constitution may only be made by a properly-convened general meeting during which at least two thirds of those voting and entitled to vote, vote in favour of the changes.

18. DISPOSAL OF ASSETS

18.1 Assets of the Society may only be disposed of with the approval of the Committee.

19. ACQUISITIONS

19.1 Prior written approval of the Committee is required before any acquisitions may be accepted on behalf of the Society (except consumable items).

20. STANDING ORDERS

20.1 The Committee shall have the power to make any standing orders as may be required from time to time. Standing orders are to be recorded in the minutes of the Society. Standing orders are subject to a sunset clause whereby, unless explicitly renovated, they cease to have effect one year after their date of granting.

21. FINANCE

21.1 All moneys raised by or on behalf of the Society shall be applied to further the aims of the Society and for no other purpose provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Society or fees to professional and technical advisors or the repayment to members of the Committee of reasonable out of pocket expenses.

22. DISSOLUTION

22.1 In the event of the dissolution of the Society any assets remaining after the satisfaction of all debts and liabilities shall not be paid or distributed among the members of the Society but shall be given or transferred to a recognised charitable body or bodies having aims similar to those of the Society.