

THE IRISH TRACTION GROUP

CONSTITUTION

1) **TITLE**

- (a) The organisation shall be known as “The Irish Traction Group” and shall be referred to as the “Group” throughout the text.
- (b) The sovereign governor of the Group shall be the Constitution which shall be binding on all members of the Group. The sovereign decision making body of the Group shall be the AGM of its members except:
 - (i) The Referendum;
 - (ii) The day-to-day running of the Group, which shall be done by the Management Committee, who shall have no power to break the policy of the Group;
 - (iii) An EGM.

2) **OBJECTIVES**

- (a) The objective of the Group shall be to advance the education of the public by preserving, restoring, exhibiting and operating, for the benefit of the public, Irish diesel and electric locomotives as well as coaching and other rolling stock associated with these types of locomotive and multiple unit.
- (b) In furtherance of the above, but not otherwise, the Group may foster interest in the above types of railway vehicles and establish a record of observations, photographs, technical and other miscellaneous data relating to their development, operation and subsequent history.

3) **MEMBERSHIP**

- (a) Membership of the Group shall be open to any person who is in sympathy with the objectives of the Group.
- (b) Enrolment shall be by written application. The Group Management Committee reserves the right to refuse membership.
- (c) The Group Management Committee shall have the power to nominate Honorary Members, the election of whom shall be confirmed at an AGM.
- (d) All members (except Honorary and Life Members) shall pay an annual subscription. The rates of subscription for each category of membership shall be fixed by the Group Management Committee.
- (e) Honorary and Life Members shall be exempt from the provisions laid out in sections 3(f) and 3(g) and shall remain members of the Group until:
 - (i) He or she submits a letter of resignation as laid out in section 4(a);
 - (ii) Dissolution of the Group as laid out in section 12;
 - (iii) Membership is terminated by the Group under the provisions of section 11.
- (f) Membership shall run for up to twelve months commencing on the first day of the month following receipt of the membership application. The period of subscription shall terminate on the 30th June each calendar year.
- (g) At the end of the period of subscription members may renew their membership. Renewal forms shall be sent out to members in advance of the expiry of their subscription. 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 shall be deemed to have resigned his or her membership of the Group.

4) **RESIGNATION**

- (a) Any member who wishes to relinquish membership of the Group may submit a letter of resignation to the Group Secretary. Membership will be terminated from the date of the letter of resignation.
- (b) A member will be deemed to have resigned from the Group if he or she allows his or her subscription to lapse as laid down in section 3(g).
- (c) 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**

- (a) A Management Committee comprising elected officers of the Group shall be responsible for the conduct of the affairs of the Group. The Management Committee shall consist of the following officers:
 - (i) Chairman;
 - (ii) Vice-Chairman;
 - (iii) Secretary;
 - (iv) Treasurer;
 - (v) Up to six further officers with non-specific duties.
- (b) In addition the Management Committee shall have the power to co-opt any individual onto the Management Committee to assist with specific duties.
- (c) Election of officers comprising the Management Committee shall take place at the AGM of the Group each year.
- (d) Each officer shall hold office until the following AGM.
- (e) Retiring officers shall be automatically nominated for re-election.
- (f) Only Group members over the age of eighteen shall be eligible for election to the Management Committee.
- (g) In the event of any elected officer of the Group relinquishing his or her post between AGMs, the Managing Committee shall have the power to fill such vacancies. The new officer so appointed will serve until the next AGM and shall be automatically nominated for re-election.
- (h) 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.
- (i) 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 simple majority vote of the Management Committee. The member concerned shall be informed in writing of the Management Committee decision. An appeal against such expulsion can be considered under the provisions of section 11(c).
- (j) Any Management Committee member who allows his or her subscription to lapse (section 3(g)) will be deemed to have resigned, not only from the Group, but also from his or her Management Committee post.

6) **ANNUAL GENERAL MEETING**

- (a) A general meeting of members of the Group shall be held annually at a time and place to be decided by the Management Committee. Consideration shall be given as to the residency of Group members when deciding upon a venue for the AGM.
- (b) The AGM quorum shall consist of 10 fully paid up members, or 25% of those fully paid up at the time of the AGM, whichever is the smaller number.
- (c) Each member resident in the United Kingdom and the Republic of Ireland shall receive at least 21 days notice in writing of such a general meeting. Where possible, notice will be given in the Group newsletter. When this is not possible, members will be notified by letter. Despatch of such a letter or Group newsletter to a member's address shall be considered sufficient for this purpose.
- (d) Admission to an AGM shall be open to all fully paid up members. All such members shall be entitled to vote at the AGM. No member shall have more than one vote. All votes must be made in person; proxy votes will not be allowed. Family memberships are restricted to a maximum of two votes.
- (e) The following business shall be conducted at the AGM:
 - (i) The election of the Management Committee;
 - (ii) The presentation and consideration of the reports of the Group officers;
 - (iii) The transacting of other business that the Management Committee may bring before the meeting;
 - (iv) The consideration of any proposition a member may have placed before the meeting. Such item shall be received in writing by the Group Secretary at least 14 days before the AGM;
 - (v) To consider the final accounts of the Group for the year in question;
 - (vi) To elect the independent examiners of the accounts for the current year.
- (f) No resolution shall be considered to have been carried unless it is supported by at least two-thirds of the votes cast at the meeting.
- (g) Ballots for elections to the Management Committee shall be held under the following rules:
 - (i) In the event of a post being contested by more than two candidates a series of preliminary ballots shall be held;
 - (ii) In each preliminary ballot the candidate who receives the least number of votes shall be eliminated;
 - (iii) If more than two candidates remain they shall contest a further preliminary ballot. As many preliminary ballots as necessary shall be held, until two candidates remain;
 - (iv) A final ballot shall then be held, where a candidate who polls a simple majority of the votes shall be elected.
- (h) An Extraordinary General Meeting may be called by any fifteen fully paid up members of the Group. Alternatively, the Management committee may also requisition an EGM. Written notice of such a meeting shall be placed with the Group Secretary. All rules that are applicable to the AGM shall be applicable to the EGM.
- (i) The AGM will be chaired by the Chairman. If the Chairman is not available, then the Vice-Chairman will chair the meeting. If both the Chairman and Vice-Chairman are not available then an officer of the Management Committee shall chair the meeting in their place.

7) **REFERENDA**

- (a) The Management Committee shall call a referendum of Group members in the following circumstances:
- (i) In the event of a resolution being carried at an AGM or EGM to dissolve the Group;
 - (ii) In the event of a constitutional amendment being carried by an AGM or EGM;
 - (iii) In the event of a resolution or constitutional amendment change being carried, or rejected, at an AGM or EGM, which, in the opinion of the Management Committee would, if implemented, prove damaging to the Group's interests, the Management Committee may, within sixty days of the resolution being carried, or rejected, call a referendum of the Group members to decide the issue;
 - (iv) To decide any issue this, in the opinion of the Management Committee, should be submitted to a ballot of Group members.
- (b) In the case of sections 7(a)(i), 7(a)(ii), and 7(a)(iii) a two-thirds majority of votes cast in favour of the motion shall be required for the motion to be carried.
- (c) When a referendum is called the Management Committee shall be responsible for the distribution of the ballot papers.
- (d) The counting of the votes shall be supervised by scrutineers appointed by the Management Committee.

8) **FINANCE**

- (a) All monies donated to the Group by whatever means on or after the 4th day of March in the year 1989 shall be deemed to be the property of the Group and may be disposed of at the discretion of the Management Committee in accordance with the Group rules and Constitution.
- (b) The maintenance of a full record of the financial affairs of the Group shall be the responsibility of the Management Committee.
- (c) All expenditure must be sanctioned by the Management Committee.
- (d) A bank account shall be opened in the name of the Group and withdrawals shall be made in the name of the Group upon signature of any two members of the Management Committee.
- (e) The final accounts of the Group shall be prepared annually and shall be subject to independent examination as specified by the provisions of the Charities Act 2006.

9) **CONSTITUTIONAL AMENDMENTS**

- (a) The Constitution shall only be amended at an AGM or EGM called for that purpose.
- (b) No amendment shall be made to the Constitution that will cause the Group to cease to be a charity at law.
- (c) Any alterations to the Constitution of the Group must receive the assent of not less than two-thirds of the members eligible to vote at an AGM or EGM.
- (d) In the event of a resolution being passed at an AGM or EGM which seeks to amend the Constitution, a referendum in accordance with section 7(a)(ii) shall be held to ratify the amendment.

10) **RULES AND REGULATIONS**

No rule or regulation put into force by the Management Committee shall contravene the Constitution.

11) **DISCIPLINE**

- (a) If in the opinion of the Managing 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 shall be notified in writing of the Management Committee decision.
- (b) 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 shall be signed by at least one other member. In this case the Management Committee shall choose a panel of twelve members at random who shall consider written evidence from both the appellant and the Group Management Committee. The panel of members shall decide either in favour of the Management Committee or the appellant by a simple majority. An AGM or EGM shall have the power to over-ride any decision made by the Management Committee or the panel on this matter.
- (c) Appeals by the Management Committee members expelled from office under the provisions of section 5(i) shall follow the procedure laid down in section 11(b) for membership appeals.

12) **DISSOLUTION**

- (a) The Group may, at any time, be dissolved by a resolution, of which at least 21 days written notice has been given and supported by not less than two-thirds of those present and voting at an AGM or EGM of the Group.
- (b) Such a resolution may give instructions for the disposal of any assets held by, or in the name of, the Group provided that:
 - (i) If any such property remains after the satisfaction of all debts and liabilities it shall not be paid or distributed among the members of the Group, but shall be given or transferred to such other charitable institution or institutions having objectives similar to the objectives of the Group;
 - (ii) The instructions meet with the approval of the Charity Commissioners or other authority having jurisdiction under the Charities Act 1960.
- (c) In the event of a resolution to dissolve the Group being carried, a referendum shall be held as laid down in section 7(a)(i).

13) **GENERAL**

- (a) Any provision in this Constitution for written communication may also be satisfied by electronic means (such as e-mail). Where a disagreement arises on the appropriateness of the means of communication, the Management Committee will make a determination, having regard to the spirit and intention of the relevant section/paragraph of the Constitution.

17 November 2007