

SHREWSBURY TO ABERYSTWYTH RAIL PASSENGERS' ASSOCIATION
(SARPA)

Constitution and Rules of Association as adopted on 7th October 2006

1. NAME

The name of the Association shall be the “**Shrewsbury to Aberystwyth Rail Passengers' Association**” (SARPA), hereafter called "the Association".

2. OBJECTS

The objects of the Association shall be:

- a)** To seek the retention, improvement, development and marketing of the railway from Shrewsbury to Aberystwyth and Dovey Junction to Pwllheli and to liaise with any other organisations which are relevant to achieving this object.
- b)** To represent the Association's members, current and potential passengers and the general public both to stakeholders and those responsible for the maintenance and operation of the railway detailed in Object (a).
- c)** To create a greater awareness throughout the rest of Wales and Britain as a whole of the value and potential of the Shrewsbury to Aberystwyth and Dovey Junction to Pwllheli railway lines and of rail transport in general and to liaise with organisations having similar objects.

3. POWERS

To further the Objects above the Association may also:

- a)** Publish reports, papers and other literature and documentation.
- b)** Hold meetings, lectures, exhibitions and similar events.
- c)** Organise fundraising activities and events.
- d)** Organise excursions using any form of transport.
- e)** Make representations to any appropriate organisation or individual.
- f)** Affiliate with or join any organisation.
- g)** Undertake research
- h)** Take any other lawful action that may be deemed necessary from time to time.

4. MEMBERSHIP

- a)** The Association shall consist of Individual, Organisational and Honorary Members.
- b)** All persons and organisations that are interested in the furtherance of the objects of the Association shall be eligible for membership on the completion of an application form which will include an agreement to abide by the Constitution and Rules of the Association.
- c)** Acceptance of any application for membership shall be at the discretion of the Committee of the Association.
- d)** A copy of the Constitution and Rules of the Association shall be given to every Member.
- e)** The annual subscription payable becomes due immediately on joining and thereafter on January 1st each year and only members (both individual and organisations) in good standing shall be entitled to serve on the Committee and vote at meetings.
- f)** Members will be reminded by letter when their subscription becomes due. If six months after this reminder and following one verbal or written reminder, payment has not been received, membership shall have deemed to have lapsed.
- g)** Organisational members shall nominate a member of their organisation to act as their representative at the Association's meetings.
- h)** No Member shall use the name of the Association or represent themselves as a official spokesperson without the authority of an Officer of the Association nor shall the name of the Association be used by any Member for any purpose of individual trade or profit.
- i)** Membership is not transferable to anyone else except in the case of a Member representing an organisation.

5. HONORARY MEMBERS

- a)** The Committee shall have power to confer the status of Honorary Life Member upon any individual who in Committee's opinion have made outstanding contributions to the work of the Association or to the realisation of its objects.
- b)** Honorary Life Members shall be excused the payment of the subscription but in every other way shall enjoy the Rights of ordinary individual Members of the Association including the right to be elected or coopted to the Committee including being an officer.
- c)** Honorary Life Members shall be subject to the Constitution and Rules of the Association and shall be required to sign or have signed a formal agreement to this effect.

6. MANAGEMENT

- a)** The management of the Association shall be conducted by a Committee consisting of the Officers (Chairman, Secretary, Treasurer and Newsletter Editor) and at least three other Ordinary Members all of whom are Members or Honorary Members of the Association. One of these Ordinary Members shall be a representative of the Shrewsbury Rail Users' Federation.
- b)** Each Officer and Ordinary Member shall be elected at the Annual General Meeting of the Association for a term of three years and shall be eligible for re-election after this on a yearly basis.
- c)** No member shall be appointed either an Officer or an Ordinary Member if they would be disqualified from acting as a Trustee under the Charity Act (2006) or as a Director under the Companies Act (2006).
- d)** The Committee shall meet at least three times every year.
- e)** The Committee shall have the power to appoint SubCommittees, the Members of which may be either Members of the Committee or other Members of the Association or non members of the Association provided that there is a majority of members of the Association and that the Chairman of all such SubCommittees is a member of the Committee.
- f)** The Committee shall have the power to coopt Members and nonmembers to carry out specified duties on behalf of the Association. Coopted Members may attend but do not have the right to vote at Committee meetings.
- g)** The Committee shall have powers to coopt Members to the Committee until the next Annual General Meeting to replace any members who resign during the year.
- h)** If a Committee Member fails to attend three consecutive Committee meetings without giving valid reasons they shall be deemed to have resigned from the Committee.
- i)** A Committee Member must absent themselves from any discussions of the Committee in which it is possible that a conflict will arise between their duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest) and take no part in the discussions or the voting on the matter. Committee Member is here defined to include any person related to the Member or company or organisation connected to the Member.
- j)** Each voting Member of the Committee shall have one vote, but the Chairman shall have a casting vote in the event of a tie.
- k)** Any Member wishing to stand for election to the Committee, as either an Officer or an Ordinary Member must give at least seven days notice in advance of the Annual General Meeting, in writing to the Secretary. Any nomination for election to the Committee must be seconded by another Member of the Association.
- l)** The annual subscription shall be determined by the Committee and announced at the Annual General Meeting.

7. QUORUM

- a)** The quorum at the Annual General Meeting and a Special General Meeting shall be ten members of the Association present and voting.
- b)** The quorum at a Committee meeting shall be at least one of the officers named in **6(a)** together with two other Committee members.
- c)** If a properly convened meeting does not have quorum, business may be transacted but must be ratified at the next quorate meeting.

8. THE ASSOCIATION FUNDS

- a)** All monies raised by the Association shall be used for the furtherance of the aims of the Association.
- b)** The funds of the Association shall be kept in such bank account(s) as the Committee shall direct, and/or be invested in such manner as it sees fit.
- c)** In no circumstances shall any of the assets of the Society at any time be given or paid to any member except by way of reimbursement of expenses, or as proper remuneration for services rendered to the Association.

9. ANNUAL GENERAL MEETING

- a)** An Annual General Meeting of the Association shall be held each year and not more than fifteen months may elapse between successive Annual General Meetings.
- b)** The Annual General Meeting shall be held in either September or October at such time and place as the Committee shall decide.
- c)** Notice of the Annual General Meeting shall be sent to all Members of the Association not less than twentyone days before the date of such a meeting, together with the Committee's report and the accounts for the preceding financial year.
- d)** Any Member wishing to propose a motion for discussion at the Annual General Meeting must give at least seven days notice, in writing to the Secretary. Matters that have not been notified in this way may only be discussed at the discretion of the Chairman, under "Any Other Business"

10. SPECIAL GENERAL MEETING

- a)** The Committee may at any time, on not less than fourteen days notice to Members, call a Special General Meeting. It shall be bound to do so within twenty-one days of the receipt of letters of request from each of five members, specifying the business for which the Special General Meeting is to be convened.

b) At a Special General Meeting the resolution of two thirds of the Members present and entitled to vote shall be binding. The Chairman shall have a casting vote in addition to his vote as a Member of the Association or of the Committee.

c) Dissolution of the Association shall be effected only by the resolution of a Special General Meeting at which a simple majority of those present is required. Any such resolution shall provide for the disposal of the Association's assets, which shall be donated to an organisation, or organisations, having similar aims to the Association, in such manner as may be decided.

d) A Special General Meeting is needed to alter or repeal or add to the Constitution and Rules. A majority of two thirds of the Members present and entitled to vote shall carry the motion or motions. Details of the proposed alteration(s) shall be sent to all Members at least fourteen days before the date of the Meeting

11. OFFICERS

a) The Officers of the Association shall consist of a Chairman, Secretary, Treasurer and Newsletter Editor.

b) For any reason which shall appear sufficient to two thirds of the members of the Committee present, the Committee shall have power to suspend an Officer or an Ordinary Member of the Committee in the exercise of their office or position and to remove the Officer or Ordinary Member and declare the post vacant.

c) In the event of any vacancy occurring among the Officers or Ordinary Members of the Committee, the Committee may appoint a Member to fill the vacancy until the next Annual General Meeting.

12. CHAIRMAN

a) The duty of the Chairman shall be to preside at meetings of the Association and of the Committee.

b) In the event of an equality of votes at meetings of the Association or of a Sub Committee the Chairman shall have a double, or casting vote.

c) If the Chairman of the Committee or of the SubCommittee is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Committee Members present may appoint one of their number to chair that meeting.

13. SECRETARY

- a)** The Secretary shall be responsible for the organisation of Committee Meetings, the Annual General Meeting and Special General Meetings of the Association.
- b)** The Secretary shall be responsible for keeping minutes recording the business transacted at Council Meetings, the Annual General Meeting and at Special General Meetings of the Society, and such minutes shall be signed, after adoption, by the Chairman of the appropriate meeting next following.
- c)** The Secretary shall be responsible for the proper conduct of all correspondence that is not specially assigned to other Officers or Ordinary Members of the Committee.

14. TREASURER

- a)** The Treasurer shall be responsible to the Committee for all matters relating to the financial affairs of the Society.
- b)** All cheques drawn on the Association's Bank in payment of the Association's obligations shall be signed by the Treasurer and by one other officer appointed by the Committee; in the absence of the Treasurer another Member shall be appointed by the Committee to sign on the Treasurer's behalf.
- c)** At a convenient date toward the time of the Annual General Meeting the Treasurer shall prepare a statement of the Society's financial affairs for submission to the Association's auditor to whom the Treasurer shall furnish all facilities necessary for the auditing of the accounts.
- d)** The Treasurer shall each year sign the accounts and submit them, when audited, to the Committee, and to the Annual General Meeting, to which the Treasurer shall at the same time submit a report for the year in question.
- e)** The Committee shall nominate each year a competent person to audit the Treasurer's accounts and shall have authority to pay the auditor.

15. THE NEWSLETTER EDITOR

- a)** The Newsletter Editor shall be responsible for the compilation and production of the Association's Newsletter.
- b)** The Newsletter will be published quarterly and sent to all members in good standing.
- c)** The Newsletter Editor shall produce the Newsletter to a budget agreed by the Committee.

16. ELECTION OF OFFICERS AND COMMITTEE MEMBERS

a) The Committee for the time being shall prepare a list of names of such Members as it shall recommend to fill the offices of Chairman, Secretary, Treasurer and Newsletter Editor for the following year and also the names of such members as it shall recommend as ordinary Members of the Committee.

b) The list prepared by the Committee shall be sent to every Member of the Association not less than twentyone days prior to the day fixed for the Annual General Meeting.

c) The list prepared by the Committee shall be submitted for approval at the Annual General Meeting unless seven or more days prior to that meeting a Member has signified in writing their desire to nominate some other member to serve as an Officer or Ordinary Member of the Committee and has the consent of the nominated person. In that event a ballot shall be held at the Annual General Meeting in such manner and under such conditions as the Chairman may determine.

17. VOLUNTEERS

a) Members working on behalf of the Association do so at their own risk and at all times must comply with any conditions or instructions concerning their duties which may be laid down by the Association or any other relevant authority.

18. MATTERS NOT COVERED BY THIS CONSTITUTION AND RULES

a) Matters not covered by this Constitution and Rules or where there is a dispute shall be resolved by reference to and adherence with the Charities Act (2006) and any information issued by the Charity Commission.