

THE RULES OF THE HIGHLAND RAILWAY SOCIETY

Revised September 2025

1. TITLE

The name of the Society shall be The Highland Railway Society, hereinafter called the Society, an Unincorporated Association.

2. AIMS

- 2.1. To assist members enhance their knowledge of the Highland Railway, its constituents and successors.
- 2.2. To encourage research into all aspects of the Highland Railway, its constituents and successors.
- 2.3. To promote the safe-keeping of records and information appertaining to the Highland Railway, its constituents and successors.
- 2.4. To promote the preservation of surviving equipment of the Highland Railway.
- 2.5. To encourage more accurate modelling of Highland Railway subjects.

3. OBJECTIVES

The Society may, insofar as resources permit:

- 3.1. Provide facilities for the publication of the results of members' research;
- 3.2. Publish a magazine, to be known as The Highland Railway Journal;
- 3.3. Assist members locate and record the whereabouts of statistics, photographs, drawings and other relevant information pertaining to the Highland Railway;
- 3.4. Arrange meetings;
- 3.5. Assist members locate and record surviving equipment and artefacts of the Highland Railway;
- 3.6. Provide members with facilities, products and publications to further the aims of the Society;
- 3.7. Do all other things incidental or conducive to the aims of the Society.

4. TRUSTEES

- 4.1. There shall be three trustees of the Society who shall be appointed from time to time as is necessary by the Society in general meeting from the members who are willing to be so appointed.
- 4.2. A trustee shall hold office during his/her life or until he/she shall resign by notice in writing to the committee or until a resolution removing him/her from office shall be passed at a general meeting by a majority comprising two thirds of the members present and entitled to vote.
- 4.3. All the property of the Society including land and investments shall be held by the trustees for the time being in their own names so far as necessary and practicable for the use and benefit of the Society.
- 4.4. On the death, resignation or removal from office of a trustee the Committee shall take steps to procure the appointment by the Society in a general meeting of a new trustee to take his/her place: and shall as soon as possible thereafter take all lawful and practicable steps to procure the vesting of all Society property into the names of the trustees as soon as possible after appointment.
- 4.5. The trustees shall in all respects act in regard to any property of the Society held by them in accordance with the direction of the Committee and shall have power to sell, lease, mortgage or pledge Society property in accordance with the Committee's directions.
- 4.6. No purchaser, lessee or mortgagee shall be concerned as to enquire whether such direction has been given.

- 4.7. The trustees shall on the directions of the Committee represent the Society in any litigation.
- 4.8. The trustees shall be entitled to an indemnity of the property of the Society in respect of any action taken by them on the direction of the Committee.

5. MEMBERSHIP

- 5.1. Membership is open to all persons interested in the aims of the Society and will commence with the acceptance by the Society of a subscription paid in advance, subject to hereinafter.
- 5.2. The Committee shall have the power to suspend or terminate membership or to decline a renewal of subscription of any member, thus refusing that member his or her future membership. Any member whose membership is so refused shall have the right of appeal by attendance at the next following Annual General Meeting, where, by simple majority, the members there present shall confirm or deny the decision of the Committee, Any member who has failed to renew his or her membership by 30th June following the due date of that subscription shall be deemed to have resigned from the Society
- 5.3. Any person ceasing to be a member of the Society shall forfeit all rights in or claims upon the Society, its funds or property.

6. SUBSCRIPTIONS

- 6.1. All members shall pay a subscription annually, the amount of which shall be determined from time to time by the Committee.
- 6.2. Reduced rate subscriptions may be available at the discretion of the Committee to members aged 65 years or more and members under the age of 18. If this discretion is used it shall be applied equally to all members of the ages specified. The Committee may grant, at their discretion, Honorary Membership to persons that they consider deserving of such honour or whose such membership would be beneficial to the Society.
- 6.3. Subscriptions will be due for payment on 1st April of each year.

7. MANAGEMENT

- 7.1. The Management of the Society shall be vested in a committee, which shall be elected at each Annual General Meeting. The Annual General Meeting shall elect a Chairman, a Secretary, a Treasurer and at least three other committee members.
- 7.2. The Committee shall have the power to co-opt members to the Committee and in the event of a vacancy arising for Chairman, Secretary or Treasurer, to appoint a temporary holder of that post from its number to hold office until the next Annual General Meeting.
- 7.3. All members of the Committee and all officers shall act in an honorary capacity and be members of the Society.
- 7.4. The Committee will meet at least once each year other than the Annual General Meeting and more frequently at their discretion. Meetings may take place in person or by any electronic medium which permits all committee members to take part simultaneously
- 7.5. At any Committee Meeting four members shall form a quorum.
- 7.6. The Committee will manage the affairs of the Society and may expend such monies as they decide in furtherance of the interests of the members and the objectives of the Society. The Committee will report annually to the members at the Annual General Meeting through the Chairman.
- 7.7. All decisions of the Committee shall be carried by majority vote.
- 7.8. All monies belonging to the Society shall be held in accounts in the name of the Society at a bank or other financial institution as decided by the committee. The Treasurer will maintain correct and proper records of all receipts, payments and other information required to enable him to prepare accounts annually made up to 31st March. These accounts shall be reviewed by the committee and then presented for approval to the members at the Annual General Meeting.
- 7.9. At the Annual General Meeting the members shall appoint an Independent Examiner to report on the accounts for the year ended 31st March following his appointment. The Independent Examiner's report shall be presented at the Annual General Meeting along

with the accounts.

The duty of the Independent Examiner shall be to examine the accounting records maintained by the treasurer, without conducting an audit, and to report to the members whether, in any material respect:

- The accounting records were not kept in accordance with rule 7.8 or
- The accounts presented did not accord with the accounting records

The Examiner should also include in his report any matters to which attention should be drawn.

- 7.10. All other Assets of the Society shall be held by such person(s) and in such places as shall be determined by the Committee. The Secretary shall maintain a record of all of the Society's assets and their whereabouts, such records to be made available to inspection by any member at a place convenient to the Secretary upon the member giving twenty eight days notice in writing to the Secretary.
- 7.11. The Committee will ensure that the Society and its assets are adequately insured against foreseeable risks. All policies will be held by the Secretary who will report to the members at the Annual General Meeting that the Committee are properly discharging this duty.
- 7.12. The Society will indemnify the Committee and Officers against any losses or actions arising from their duties in the management of the Society.

8. POWER TO MAKE LOANS AND GRANTS

- 8.1. The Society shall have the power to make loans, grants and gifts to other individuals or organisations for and only for specific purposes which further the aims of the Society.
- 8.2. Such loans, grants and gifts may be in the form of money or of artefacts in the Society's possession.
- 8.3. Clear agreements shall be made in writing, signed by both parties setting out the precise terms of each loan, grant or gift.
- 8.4. Loans, grants or gifts made in any financial year shall not exceed a total value of 25% of the Society's assets as shown in the most recent completed end of year accounts.

9. MEETINGS

9.1. ANNUAL GENERAL MEETING

- 9.1.1. An Annual General Meeting of the Society shall be held in every year not later than the 30th day of November to transact the following business:
- a. To receive and, if approved, adopt the reports of the various Officers of the Society;
 - b. To receive and, if approved, adopt the Society's accounts for the year ended on the preceding 31st March and the report of the Independent Examiner thereon.
 - c. To appoint the Officers and other members of the Committee;
 - d. To appoint an independent examiner to report on the accounts for the following year ended 31st March.
 - e. To consider and, if approved, sanction any duly made alterations to the Rules of the Society;
 - f. To deal with any other business the Meeting is competent to discuss.
- 9.1.2. Notice convening the Annual General Meeting and the Agenda thereof shall be deemed to have been notified to the Members of the Society by publication in the Society's Journal not less than twenty one days before the date of the Meeting.
- 9.1.3. Only fully paid up members shall be entitled to attend and vote at the Annual General Meeting. Proxy and /or postal votes will not be accepted at the Annual General Meeting. Ten members shall form a quorum at the Annual General Meeting. Members under the age of 18 years may attend the Annual General Meeting but they shall not be entitled to vote nor shall they be counted as part of the necessary quorum.

9.2. EXTRAORDINARY GENERAL MEETINGS

- 9.2.1. An Extraordinary General Meeting shall be convened by the Secretary at the request of the Committee or on receiving a written request for such Meeting from not less than ten members. Written Notice of such Meeting and the Agenda thereof shall be sent to all members stating the time and place that the Meeting shall be held at least fourteen- days prior to the date of the Meeting. This notification may be sent to either the postal or email address currently held by the Society.
- 9.2.2. An Extraordinary General Meeting shall only deal with those matters set out in the Agenda. At any Extraordinary General Meeting twenty fully paid up members shall form a quorum. Members under the age of 18 years may attend any Extraordinary General Meeting but may not vote nor form part of a quorum.
- 9.2.3. An Extraordinary General Meeting may not be called to discuss the same or similar matters as discussed at a previous Extraordinary General Meeting within a 12 Month period from the date of holding that previous Extraordinary Meeting without the approval of the Committee or the approval by majority vote at the next following Annual General Meeting, except as specifically allowed otherwise within these Rules.

9.3. CHAIRMAN'S CASTING VOTE

- 9.3.1. At Committee Meetings, the Annual General Meeting and any Extraordinary General Meetings the Chairman shall preside and shall have a casting or additional vote in the event of an equality of votes. In the absence of the Chairman the meeting shall elect a Chairman to act for that Meeting.

10. AMENDMENT OF RULES

- 10.1. The Committee shall have the power to change these Rules, but no alteration shall take effect until the same has been confirmed by a vote of at least two thirds of eligible members present and voting at the Annual General Meeting or at an Extraordinary General Meeting convened for that purpose.

11. DISSOLUTION

- 11.1. The Society may at any time be dissolved by the consent of two thirds of the membership of the Society voting in a postal ballot held for that purpose and consequent upon a resolution to dissolve the Society first having been carried at an Extraordinary General Meeting of the Society. In the event of the quorum required as above not existing at this Extraordinary General Meeting, then a further Extraordinary General Meeting shall be called to take place not less than thirty days and not more than sixty days from the date of this Extraordinary General Meeting at which the quorum shall be the number of members attending and decisions thereat shall be adopted upon a simple majority. The assets remaining after satisfying all debts and liabilities of the Society shall be disposed of in accordance with a further resolution taken at the said Extraordinary General Meeting.

12. GENERAL

- 12.1. Neither the Society nor its Officers shall be liable for any loss, damage or injury howsoever caused in respect of any persons or property present at or participating in any meeting or other activity of the Society.
- 12.2. Membership of the Society implies full acceptance of the Rules of the Society.