

# SIGNALLING RECORD SOCIETY

(founded in 1969 for the study of railway signalling and operation in the British Isles and overseas.)  
A Charitable Incorporated Organisation registered in England and Wales, 1176506

## RULES

Issue 3, June 2023

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# SIGNALLING RECORD SOCIETY

## RULES

**These rules are made under the authority given by Clause 26 of the Society's Constitution and are to be read in conjunction with that Constitution. They were authorised by the trustees on 18<sup>th</sup> February 2018.** A record of Amendments appears page 6.

### 1 NAME

- 1.1 The name of the society is the Signalling Record Society ("the Society").

### 2 MEMBERSHIP

- 2.1 Eligibility for membership and admission procedures are set out in Clause 9 of the Constitution.
- 2.2 Applications for membership shall be in writing or by completion of an on-line form and sent to the membership secretary.
- 2.3 Subscriptions will not normally be refunded on termination of membership.
- 2.4 Any permanent change of physical or email address should be notified promptly to the membership secretary.

### 3 CONDUCT OF MEMBERS

- 3.1 Members may not use the name of the Society nor claim to represent it without the authority of the committee, neither may they use names of other members without the consent of those members.
- 3.2 Membership of the Society confers no right of access to property which is not open to the public.
- 3.3 Members are expected to abide by the Constitution and rules of the Society, and to act with reasonable behaviour to each other, both verbally and in writing. Discrimination of any sort against any member of the Society is unacceptable.
- 3.4 Any member who has cause to complain about another member's conduct may contact the Secretary who will record the complaint and the matter will be dealt with in accord with the Society's complaints handling policy.

### 4 SUBSCRIPTION

- 4.1 The classes of membership and the associated level of fees shall be determined by the trustees in accordance with clause 9 of the constitution.
- 4.2 The annual subscription for any calendar year shall be payable on or before the first day of December of the preceding year or on such date as the committee may determine.
- 4.3 The committee may allow that subscriptions paid by new members joining late in the calendar year are extended up to and including the end of the calendar year following the date on which the application is made. In such circumstances the new member shall have no entitlement to receive issues of the journal or other material published or distributed prior to their joining.

- 4.4 Honorary life membership may be granted by a general meeting of the Society to persons who have given outstanding service to the Society over an extended period, or who have promoted the aims of the Society in an outstanding way such as through their research, publication or public speaking. The proposal for such an award should be made by a specific motion to the general meeting in accordance with the rules in force at the time of the proposal.
- 4.5 The membership secretary will contact listed life members every five years to ensure that there has been no change in their circumstances.

## 5 COMMITTEE

- 5.1. The trustees shall be members of the Society.
- 5.2. The affairs of the Society shall be managed by the committee of trustees which shall consist of the chair, secretary and the treasurer (“the Officers”), and not more than nine ordinary members. The chair, secretary and treasurer shall be elected annually. At least half of the non-officer members of the committee shall be elected at each annual general meeting and shall hold office for no more than two years after which they shall retire and be eligible for re-election.
- 5.3. The committee shall have the authority to appoint members including trustees to other positions as it considers necessary for the efficient conduct of the Society’s business. These may include appointments to such positions as editor; research co-ordinator; membership secretary; archivist; webmaster etc. The Committee will determine the conditions and terms of reference for such appointees.
- 5.4. All appointments are honorary.
- 5.5. Society Officers, trustees and members appointed to specific tasks shall be entitled to be indemnified by the Society in respect of any liability incurred by them in good faith on behalf of the Society.

## 6 LOCAL AREAS and LOCAL OFFICERS

- 6.1 The committee may allocate funds and appoint members to organise and co-ordinate aspects of the society’s activities in localised geographical areas.
- 6.2 The activities of local area officers shall be recorded by the Secretary, and monitored by the committee.
- 6.3 Each local area officer shall pass statements for that local area’s funds to the treasurer in time for their inclusion in the Society’s general accounts.
- 6.4 The committee shall disband or re-organise local areas and personnel as it considers appropriate.
- 6.5 Local area officers shall be entitled to be indemnified by the society in respect of any liability incurred by them in good faith on behalf of the society.

## 7 EXPENDITURE AND ACCOUNTS

- 7.1 The committee will not be responsible for any expenditure or commitment made by any member of the Society unless the said expenditure has been authorised in advance by the committee.

- 7.2 Officers and committee members may receive reasonable travelling expenses when supported by tickets, receipts, etc for attendance at committee meetings. Such expenses shall be set by the committee and be shown as an item in the accounts at the annual general meeting.
- 7.3 The committee will be responsible for the finances of the society.
- 7.4 In accordance with all applicable statutory requirements, the committee shall appoint an independent examiner or auditor, who has the requisite ability and practical experience to carry out a competent examination or audit, as the case may be, of the annual report and accounts. The appointed person(s) shall not be members of the society. The committee's decision shall be notified to the Annual General Meeting each year.
- 7.5 In the event that the appointed independent examiner or auditor becomes unable or unwilling to undertake the examination or audit, the committee shall appoint a new independent examiner or auditor as defined in rule 7.4.
- 7.6 The financial year shall be from the first day of January to the last day of December of the same calendar year.

## 8 CALLING OF MEETINGS and CONDUCT OF ELECTIONS

- 8.1 The secretary shall be responsible for calling general and committee meetings, and shall keep proper and accurate minutes of all such meetings.
- 8.2 The secretary shall be responsible for ensuring that elections are conducted in a proper manner and in accordance with these procedures.
- 8.3 Members may be nominated for more than one position. Nominations must have the support of at least two other members who shall be designated proposer and seconder respectively.
- 8.4 The secretary will contact all nominees after the close of nominations set in accordance with Rule 9.2 advising them that there will be a ballot and of the procedure for the election.
- 8.5 The names of each person nominated shall be shown on the agenda for the meeting together with the names of the persons proposing and seconding their nomination.
- 8.6 Scrutineers will be appointed to count the votes and shall ensure that no member is able to vote more than once in each ballot. Scrutineers must be members but must not be seeking election to any of the positions at that meeting or be supporters any of the candidates.
- 8.7 A separate ballot will be held in turn for Chair, Secretary and Treasurer and each of the ordinary trustee positions that is vacant. In each ballot members will be given the option of casting a vote either 'For' or 'Against' or 'Abstain'.
- 8.8 At the meeting, each candidate may be allowed a one-minute speech in support of their candidacy or, if they are not themselves present, the speech may be delivered on their behalf by either their named proposer or seconder or they may provide a written hand-out comprising no more than 100 words. This may be followed by a short period for any questions from the floor.
- 8.9 On completion of each ballot, the scrutineers will advise the result to the Secretary who will announce the result of that ballot and the total numbers of votes 'For', and 'Against' and 'Abstain'.
- 8.10 A candidate can only be elected, even if they are the sole candidate for the position, if the number of votes cast 'For' exceeds the number of votes cast 'Against' them in that ballot. Abstentions are excluded for this purpose.
- 8.11 If the number of candidates for ordinary trustee posts exceeds the number of vacancies, the member(s) with the greatest number of votes cast 'For' shall be elected. In the event that there is a tie amongst the candidates with the lowest number of

- votes 'For', then the number of votes 'Against' shall be taken into account in determining which candidate(s) is elected. Abstentions are excluded for this purpose.
- 8.12 Pending the announcement of the result of a ballot, the meeting may proceed to the next ballot or item of business unless it is appropriate to wait for the result before proceeding.
- 8.13 If all attendees at the meeting are physically present in the meeting room, the vote shall be taken on a show of hands unless the members present demand a secret ballot. If the meeting agrees to the ballot being 'secret' then either the provisions of Rule 8.16 shall apply or a secure electronic voting system, if available, may be used.
- 8.14 If all attendees at the meeting are attending on-line then the vote shall be taken using an appropriate on-line poll system.
- 8.15 If some attendees are present in person and others are attending on line (hybrid meeting) then the votes cast by those physically present shall be cast using the provisions of Rule 8.13 following which those attending on-line shall vote using an appropriate on-line poll system. The results shall not be announced until all votes have been counted.
- 8.16 When it is appropriate for voting in a ballot in the room to be secret and no secure electronic voting system is in use, the Scrutineers shall provide each member present with a ballot slip allowing them to cast their vote. Completed ballot slips shall be handed to the scrutineers who will proceed in accord with Rule 8.6.
- 8.17 The committee may, at its sole discretion, authorise ballot papers to be distributed in advance of the meeting and make such requirements as may be appropriate for their return in advance of the meeting. Distributed ballot papers returned after the time for their return has expired shall not be counted. Ballot papers returned shall be retained by the Scrutineers for at least six months after the date of the meeting.

## 9 GENERAL MEETINGS

- 9.1 General meetings of the members shall be called in accordance with Clause 11 of the Constitution.
- 9.2 Nominations for trustee appointments and members' proposed resolutions must be received by the secretary in accordance with, and by the date specified in, the notice of the meeting which date shall be not less than six weeks prior to the date of the meeting. Written notice of the date, place and business including of nominations and proposed resolutions shall be sent to every member not less than 14 days before the date of the meeting.
- 9.3 A special general meeting shall only consider the specific business for which it was convened.
- 9.4 Nominations for trustees, including the "Officers" defined in Rule 5.2, shall be in a format laid down from time to time by the trustees. Nomination forms shall be submitted in writing and signed by the nominee, proposer and seconder. Where the signatories are unable to meet in person or it is impracticable for them to do so, individual electronic messages clearly identifiable as coming from each relevant signatory shall be accepted as an alternative to written forms.
- 9.5 Members' proposed resolutions shall be signed by the proposer and seconder.

## 10 SOCIETY ACTIVITIES

- 10.1 Each member attending any Society visit to the premises of any railway or another authority or company shall be entirely at that member's own risk and responsibility. Each member shall absolve the Society and the railway or other authority or company whose premises are visited

from any responsibility for their safety or for the safety of any article that members may have with them.

- 10.2 During visits arranged by the Society, members and visitors must obey the instructions given by the leader and officials in charge of the party.

## 11 COPYRIGHT

- 11.1 Copyright may exist in any drawings, publications and photographs owned or sold by the Society and they may not be further reproduced without the specific written permission of the Society (and, where appropriate, any other copyright holder) for which a fee may be demanded.
- 11.2 Drawings, publications and photographs may be sold to members at reduced prices on the understanding that they may not be resold.
- 11.3 The sale of drawings, publications and photographs to members and others does not include the right of further reproduction.

## 12 AMENDMENTS TO THE RULES

- 12.1 These rules may be amended at an annual general meeting or at a special general meeting by means of a proposed resolution from the committee or from the membership.
- 12.2 Proposed resolutions to amend the rules must be adopted by not less than two-thirds of those present and voting or they are lost.
- 12.3 Changes of the existing rules shall have effect from the end of the general meeting at which they were adopted.

## 13 INTERPRETATION OF THE RULES

- 13.1 The committee is the sole authority for the interpretation of these rules and the bye laws made by it from time to time.
- 13.2 The decision of the committee upon any question of interpretation or upon any matters affecting the Society is final and binding on the members.

## ISSUES AND RECORD OF AMENDMENTS

1. Initial issue authorised by the Trustees on 18<sup>th</sup> February 2018 and operative from 16<sup>th</sup> June 2018 when the former Society transferred into the CIO.
2. Additional rules 3.3 & 3.4 and amendments to rules 7.4, 7.5 & 9.4 agreed by the Annual General Meeting held on 15<sup>th</sup> May 2021 and operative from that date.
3. Rule 8 completely re-written and agreed by the Annual General Meeting held on 13<sup>th</sup> May 2023 and operative from that date.