

TALYLLYN RAILWAY PRESERVATION SOCIETY LIMITED

RULES*

1. Members fall into the following categories:-

	Category	Restrictions	Membership Fee
(a)	Life Members		£x
(b)	Senior Life Members	(over 65)	£x
(c)	Ordinary Members	(16 years and over)	£x
(d)	Senior Members	(over 65)	£x
(e)	Junior Members	(over 16 but under 21)	£x
(f)	Associate Life Members	(only the spouse or partner of a Life or Senior Life Member is eligible)	£x
(g)	Associate Senior Life Members	(over 65; only the spouse or partner of a Life or Senior Life Member is eligible)	£x
(h)	Associate Members	(only the spouse, partner or primary carer of a Life, Senior Life, Ordinary or Senior Member is eligible)	£x
(i)	Associate Junior Members	(child over 16 but under 21 of a Life, Senior Life, Ordinary or Senior Member is eligible)	£x
(j)	Junior Friends Members	(under 16) (these Members are members of the Society and therefore not company law members)	£x

Any reference to the age of members is, for the purposes of this rule only, to their age at 1st February of the relevant membership year for renewing members, and the date of application for new members. The age as at the date of their application or date of renewal of membership shall apply for the full year of membership.

2. Any subscription for the various categories of membership shall be decided by a simple majority of the members in a general meeting. The President and Vice-Presidents shall be entitled to Life Membership without charge.

*These Rules are made in accordance with Article 9 of the Society's Articles of Association.

3. Members in categories (a), (b), (c), (d) and (e) as defined in Rule 1 shall be entitled to receive copies of all reports and other information issued by the Company or the Society for distribution to members.
4. At intervals of not less than five years the Honorary Secretary may require Life and Senior Life Members to confirm in writing their continued interest in receiving such information. Members failing to give such confirmation shall not be entitled to receive such information until they so request in writing. When a Life or Senior Life Member dies, a spouse or partner who is an Associate Life or Associate Senior Life Member may on application become a Life Member without further charge.
5. Each member shall receive a membership card in return for the appropriate subscription. This must be signed by the member, unless under seven years of age and accompanied by an adult, to be valid. Production of a card valid for the current year will entitle the member to attend and vote at general meetings of the Society. It will also entitle the member to free third-class travel on the Talylyn Railway by trains open to the general public at the standard fares (subject to the Company's Byelaws, Regulations and Conditions of Issue of Tickets) but to no other privileges in connection with the Company.
6. Any membership card presented to claim any privilege of membership for a person other than the member to whom it was originally issued may be withdrawn immediately by a member of the Talylyn Railway's staff, or a Society official. The matter may then be referred for disciplinary action under Rule 11. Any member losing a membership card must notify the Membership Secretary immediately.
7. Membership of the Society shall be open to all. However, the Council has the right to refuse an application for Membership without disclosing the reason, in which case any moneys paid in respect of the application shall be refunded.

Subscriptions

8. The Council may approve a lower subscription rate for specified individuals or classes provided that the total number of members in this category does not exceed two per cent of the total membership.
9. Subscriptions fall due annually on 1st February and membership of the Society will lapse if a subscription is not paid by 31st March following. Subscriptions for new members received between 1st October and 31st December will cover membership until 31st January of the second year following, and subscriptions received in January will cover membership until 31st January of the following year.

Area Groups

10. Members are to be encouraged to form area groups on a geographical basis to promote the object of the Society and act as sales outlets for the Talylyn Railway's goods. Formation of an area group must be approved by the Council who may dissolve a group or arbitrate on boundary disputes between groups and shall appoint a liaison officer to maintain contact with area groups. Area groups may elect their own officers and committees. Any moneys raised, unless retained for working expenses or approved projects, shall be remitted to the Honorary Treasurer of the Society.

Discipline

11. Members may be subject to disciplinary action, on the grounds that their conduct is prejudicial to the Society, in accordance with the procedure contained in the Society's Disciplinary Procedure for Members and Volunteers. The process to expel members will allow them to appeal in person or by suitable electronic means to the Council and to address a General Meeting which can resolve to readmit them.

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Society Business

12. The Council elected shall meet within one month after the annual general meeting and appoint from its number:
- (a) A chairman
 - (b) A vice-chairman
 - (c) A secretary of Holdings and of the Company
 - (d) An accountant of Holdings and of the Company.

In the event of more than one nomination for any of these offices, election shall be by secret ballot. The officers appointed will hold office until the Council meeting following the subsequent annual general meeting or their earlier resignation.

13. At its meeting following the annual general meeting, the Council shall form such committees and delegate such powers to them as it considers desirable. These committees shall meet as soon as practicable and appoint a chair, vice-chair (if desired) and secretary, and may co-opt with full voting powers such members as they wish. The Council may also by resolution allow a committee to be formed some of whom shall be elected by a specified group of members.
14. Questions arising at meetings of the Council or any committee shall be decided by majority vote, and in the case of equality of votes the chairman shall have the right to a casting vote. The quorum necessary for a Council meeting shall be six Council Members and the quorum for a committee meeting shall be one-third of the members of the committee and the appropriate secretary shall give at least two weeks' notice of each meeting.
15. Capital or exceptional expenditure shall be authorised in accordance with the delegated authority limits issued by the Society to the Council from time to time.
16. The Council may invite any member, director, employee or professional adviser of the Company to attend a Council meeting, but such person(s) may not vote at such a meeting.
17. The Council shall elect as many directors of Holdings as shall be provided for in its Articles of Association. The Council shall also nominate who are to serve as directors of the Company and which one of them is to serve as chair of both boards of directors.

AGM

18. The annual general meeting (AGM) of the Society shall be held within nine months of the end of the preceding financial year in each year and where possible, at least four months' notice of the date, time and place of the meeting shall be sent to Members. In any event, notice of the AGM shall comply with the provisions in the Articles. Before the AGM Members entitled to receive notice shall receive an Annual Report containing:
- (a) The Agenda for the AGM
 - (b) Report of the Council
 - (c) Report of the Honorary Treasurer
 - (d) Reports of the directors of the Company and Holdings
 - (e) Financial Statements of the Society, Company and Holdings for the previous financial year
 - (f) The Report of the Auditor on these Financial Statements
 - (g) Statements from Members seeking election to the Council
 - (h) A record of attendance at Council meetings over the two previous years.
19. Elections to the Council shall be held annually at the annual general meeting. Any changes to the method of voting must be approved by a two-thirds majority of the annual general meeting. Members elected to the Council shall serve a term of up to three years before being required to seek re-election.
20. Any member over 16 other than a paid employee of the Society, Company or Holdings may be nominated by another member for election to the Council or to the roles of Honorary Treasurer or Honorary Secretary. The nomination must be accompanied by written confirmation of the

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nominee's willingness to serve. Nominations must be received by the Honorary Secretary at least three months prior to the annual general meeting. Should a member so elected cease to be a member or become an employee of the Society, Company or Holdings the member will cease to hold office.

21. At the annual general meeting, the members present shall elect a President of the Society. The President, who shall be a non-executive officer, shall retire annually. A President who is not re-elected, or stands down from the post, and who does not already hold the post of Vice-President, will automatically become a Vice-President without need for election to that position. Nominations for the office of President must be received by the Honorary Secretary at least three months prior to the date of the annual general meeting and must be accompanied by written confirmation of the nominee's willingness to serve.
 22. Any person over 18 may be nominated for election as a Vice-President by the Council or fifty members of the Society. The nomination must be accompanied by written confirmation of the nominee's willingness to serve and must be received by the Honorary Secretary at least three months prior to the annual general meeting. The annual general meeting shall consider each nomination for Vice-President separately and election shall require a majority vote of two-thirds of the members present. Vice-Presidents, who shall be non-executive officers, shall hold office for life unless expelled from the Society.
 23. Should there be more than one nomination for the office of President, Honorary Secretary, Honorary Treasurer or the nominations for Council exceed the vacancies election will be by ballot of those present at the annual general meeting.
- NB. Any defined terms used have the same meaning as in the Articles of Association of the Society in force from time to time.