

## Constitution of Campaign for Borders Rail

		<b><u>Proposed New Constitution</u></b>
<b>1</b>		<b><u>Name of Organisation</u></b>
	1.1	Campaign for Borders Rail
<b>2</b>		<b><u>Aims and Objectives</u></b>
	2.1	To promote the function of rail transport in the Borders community with the aim of reducing social isolation and the relief of persons living in deprived social or economic circumstances.
	2.2	To promote a more sustainable transport system.
	2.3	To support the Borders Railway helping to maximise its benefit to the Borders community.
	2.4	To represent the interests of Borders Railway users and campaign for improvements to the line and its services.
	2.5	To campaign for further railway development in the Borders including extension of the Borders Railway to Hawick and Carlisle.
<b>3</b>		<b><u>Powers</u></b>
	3.1	To effect insurance of all kinds as and when required
	3.2	To purchase, take on lease, hire or otherwise acquire any property or rights required for the organisation's activities. Such actions to require the approval of a General Meeting if total costs will exceed 25% of the organisation's net worth.
	3.3	To raise funds in pursuance of the association's objects and to accept grants, donations and legacies of all kinds and any reasonable conditions attached to them subject to the Donations Policy
	3.4	To pay bona fide expenses and running costs incurred in pursuance of the objects subject to the Expenses Policy
	3.5	To employ such staff or consultants as may be required by the organisation from time to time. Such actions to require the approval of a General Meeting if total costs will exceed 25% of the organisation's net worth.
	3.6	To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the organisation's objects.
	3.7	To do anything which may be incidental or conducive to the furtherance of any of the organisation's objects.
<b>4</b>		<b><u>Geographical Area</u></b>
	4.1	The geographical area that the organisation will operate in is the Borders of Scotland and England.
<b>5</b>		<b><u>Political Stance</u></b>
	5.1	The organisation shall operate independently of any political or commercial interest.
	5.2	The organisation may cooperate with all bona fide individuals and bodies that support the organisation's aims and objectives, including politicians of mainstream political parties.
	5.3	It is incumbent upon any individual seeking active involvement in the organisation to declare any interests, political or commercial, that could

		otherwise be perceived as a conflict of interest. This shall not preclude their participation, provided that the organisation's independence is respected.
<b>6</b>		<b><u>Membership</u></b>
	6.1	Membership is open to any individual or organisation who supports the aims of Campaign for Borders Rail and pledges to uphold its good name.
	6.2	Membership applications from organisations must be approved by the committee.
	6.3	The committee reserves the right to withdraw membership from any individual or organisation whose conduct or policies risk bringing Campaign for Borders Rail into disrepute, or which would be otherwise incompatible with its objects.
	6.4	Every member has one vote, which can be given personally or (in the case of an organisation) given via its authorised representative present at the meeting. Members may also nominate the Chair as a proxy to cast their votes at General Meetings which they cannot attend in person.
	6.5	Membership fees will be subject to a nominal charge, reviewed each year at the AGM.
	6.6	The organisation shall protect the data and privacy of its members in accordance with the Data Protection Policy.
<b>7</b>		<b><u>Management Committee</u></b>
	7.1	The committee shall consist of elected office bearers together with any other active members that the committee may from time to time decide to co-opt, subject to a minimum of nine and a maximum of fifteen committee members.
	7.2	The quorum for a committee meeting shall be nine members or sixty percent if the Committee has fewer than fifteen members
	7.3	Ordinary members may also attend committee meetings in an advisory and non-voting capacity.
	7.4	The committee shall meet as often as necessary but at least three times a year in addition to the AGM
	7.5	The date of the next meeting may be decided at the previous meeting by two-thirds majority; if a date was not set at the previous meeting, the chairperson shall propose a date to the committee giving at least fourteen days' notice in writing.
	7.6	Office bearers shall include the roles of: chairperson, vice-chairperson, secretary, treasurer and membership secretary. The committee may create other roles as needs arise.
	7.7	Every matter shall be determined by a majority of the members of the committee present and voting. In the case of equality of votes the chairperson shall have a second or casting vote.
	7.8	The committee may appoint one or more sub-committees and set the rules of operation for them, providing that all acts and proceedings of the sub-committees shall be fully and promptly reported to the management committee. Any sub-committee shall have at least one member of the management committee and may in addition co-opt further people who have particular skills.
	7.9	Minutes shall be kept as a record of the proceedings of the meetings of the Committee and any of its sub-committees.
	7.10	Committee members who are unable to attend more than two consecutive meetings may, at the discretion of the committee, be asked to step down to allow another member to take their place.

<b>8</b>		<b><u>Election of Office Bearers</u></b>
	8.1	The term of office for all office bearers and other committee members shall be one year and subject to re-election at every AGM.
	8.2	There shall be no limitation on the number of consecutive years for office bearers appointments
	8.3	Any member co-opted by the committee to fill vacant posts, newly created posts or as general committee members during the year may serve until the next AGM at which point they may stand for election, subject to clause 6.1.
<b>9</b>		<b><u>General Meetings</u></b>
	9.1	General Meetings, including the Annual General Meeting (AGM) and Special General Meetings (SGM), will be open to all members with the location and date being determined by the committee. Members shall be given twenty-one days' notice of General Meetings.
	9.2	An SGM may be convened by the Chairperson or by written notice of a motion signed by at least nine members. On receipt of such a motion, notice of a meeting must be given within twenty-one days.
	9.3	No business shall be transacted at a General Meeting unless nine members or half of the membership are present, whichever is the lesser.
	9.4	The business of the AGM shall be to receive an annual report by the Chairperson, to consider the annual accounts and appoint an independent examiner, and to elect the management committee/office bearers.
	9.5	If there is an equal number of votes for and against any resolution, the Chairperson of the meeting shall be entitled to a casting vote.
<b>10</b>		<b><u>Finance</u></b>
	10.1	The income and property of Campaign for Borders Rail shall be applied solely towards the aims and no part of the income or the property shall be paid, transferred, distributed or otherwise applied, either to members of Campaign for Borders Rail or to any other person for any other purpose.
	10.2	The treasurer shall keep good and proper accounts of the financial affairs of Campaign for Borders Rail and shall prepare a financial statement to be presented to the AGM; this financial statement shall be independently examined in accordance with any current legislation. A copy of the financial statement shall be distributed to the membership at least 21 days in advance of the AGM.
	10.3	Cheques drawn on a Campaign for Borders Rail account shall be signed by two out of three or more signatories appointed by the committee from their number; signatories shall not be related.
	10.4	Payments to be made by electronic banking shall be authorised in advance by two signatories.
<b>11</b>		<b><u>Changes to the Constitution</u></b>
	11.1	Amendments to the Constitution can only be made at an AGM or SGM.
	11.2	A motion to alter the Constitution at an AGM or SGM must be received by the Chairperson or Secretary twenty-eight days prior to the meeting.
	11.3	Members shall be given twenty-one days' notice in writing of the proposed alteration(s) as per clauses 8.1 and 8.2.
	11.4	Any changes to the Constitution must be agreed by 2/3rds of members present at the meeting.

	11.5	No amendments may be made if their effect would be to change the non-profit-distributing status of the organisation.
<b>12</b>		<b><u>Dissolution</u></b>
	12.1	Dissolution of Campaign for Borders Rail can only occur during an AGM/SGM proposed for that process and will only take effect if agreed by 2/3rds of the members present and voting.
	12.2	Any assets remaining of Campaign for Borders Rail after satisfaction of debts will be evenly distributed throughout other charitable or non-profit-distributing groups that share the similar aims, as identified by the membership at the meeting.

This amended constitution was approved at the Annual General Meeting on 20<sup>th</sup> October 2018.

SIMON WALTON

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Chairperson

NICHOLAS BETHUNE

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Secretary