

125 Group

125group.org.uk



Membership Handbook V3.1 July 2019



Membership Handbook

Purpose of this document

This handbook is to provide members with an overview of how the 125 Group operates. It is not a legal document but is intended to provide members with a user friendly guide as to how we operate.

Organisation of 125 Group Limited

125 Group Limited is a company “Limited by Guarantee” - it does not have any shareholders. 125 Group Limited is also a registered charity. There is a Board of Directors, who have overall responsibility for the operation of the company and its finances. The Board meet regularly throughout the year to discuss items that have been brought to their attention as well as finance and ongoing projects. To ensure the efficient day to day running of the company, an Executive Committee comprising the Directors and a number of additional Committee Members operates to support the Directors with areas such as membership, sales, open days, publicity, etc.

The Board of Directors are elected by the membership of 125 Group Ltd – see below. Each Director shall serve for two years on a rotating basis and each year at the AGM those positions which are due for election shall be elected by the membership. The Company Secretary shall ask for nominations for the Board of Directors from eligible Group members; this will be in the form of a notice in the Group’s magazine prior to notice of that years’ Annual General Meeting. To be eligible, members must be at least eighteen years old on the AGM date and meet all the criteria as laid down in the relevant versions of The Companies Act. Close of nominations shall be not less than thirty days before the proposed date of the Annual General Meeting. All nominations must be signed by the nominee stating that they are prepared to serve on the Board on a voluntary, unpaid basis. Nominations received will be published along with the notice of the Annual General Meeting in the Group's Magazine.

The Executive Committee will be co-opted by the Board of Directors as necessary to achieve smooth and efficient running of 125 Group Ltd. The Executive Committee can only be selected from people who are members of 125 Group Ltd.

The Company can also appoint an Honorary President to act as a figurehead.

The company structure is illustrated in the diagram at the end of this handbook.

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Director vs Trustee

As 125 Group Limited is a limited company and a charity the Board members can be referred to in two ways:

- When dealing with the day to day running of the company as far as Companies House and HMRC are concerned then they are a **Board of Directors**.
- When dealing with the day to day running of the company as far as the Charities Commission are concerned then they are a **Board of Trustees**.

The two are interchangeable but for consistency in this document we will refer to the Board as a Board of Directors.

125 Group Limited Articles of Association

125 Group Limited is legally bound by its “Articles of Association” which are available – presently for free - from the Companies House website. The Articles are written in a very legalese way and this Handbook is to provide you with a more “user friendly” way of understanding how we operate.

Membership of 125 Group

Membership to 125 Group Limited is open to all and entitles the member to:

- A year’s worth of the Group’s magazine, One Two Five, posted to a nominated postal address;
- Vote at the Group’s Annual General Meeting.
- Other benefits that may be granted from time to time by the Executive Committee.

The Group reserves the right to exclude from the membership any person whose conduct is likely to be harmful to the Group's reputation or detrimental to the Group’s aims and objectives.

Membership shall cease in the event of:

- Subscription not being renewed within the specified period.
- Resignation
- Death
- Dissolution of the Group

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- Expulsion, subject to the terms below.

Members Conduct

Members must not use the name of the Group, or claim to represent the Group, or use any images or logos associated with the Group, in any communication with any railway, company, society, authority or person without written authority of the Group's Executive Committee.

Any breach of the rules laid down by the Group as detailed in this handbook will be dealt with by the Board of Directors. The member concerned will be notified in writing of the alleged breach of the rules and will be asked to explain themselves to the Board. If the Board deems the members actions to be gross misconduct then they may be expelled from the Group.

Membership Subscriptions

Membership subscriptions are always paid in advance for a period of twelve months, starting on the first month in which the membership application is requested or renewed to the last day of the preceding month in the following year.

Members will be reminded that their membership is due for renewal in the form of a renewal notice included with the magazine that coincides with their last magazine for which they are entitled to on their current membership.

Subscription fees are set by the Executive Committee and will be ratified at an Annual General Meeting (AGM) before taking effect.

Members can donate money at any time to 125 Group in addition to their membership subscriptions.

Members living overseas will be charged a special rate reflecting the pro-rata costs of postage to that country.

When a member joins and pays an additional £1 for a personal number that is their number at no extra cost when they rejoin at the expiry of their membership. However, should they re-join beyond three months after the expiry of their membership then they shall have no claim to their previous number. If their previous number is requested then to regain it, subject to it not being allocated to another member, they

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must pay the additional £1 again.

The Group also operates a paperless direct debit donation scheme with a minimum donation of £5 per month. Any person signing up to this scheme shall be granted free membership of the Group. Free membership carries all the benefits of normal membership and all rules regarding normal membership shall apply to those granted free membership. From time to time, as seen fit by the Executive Committee, members who subscribe to the direct debit scheme may be granted additional benefits. Free membership will cease 12 months from the date of last payment should any member cancel their direct debit and drop out of the donation scheme with a minimum of 12 months donations having been paid. I.e. the minimum time in the scheme is 12 months and 12 payments.

General Meetings

The Group will hold an Annual General Meeting (AGM) every year at a location pre-determined by the Executive committee.

The business of the meeting shall be:

- Apologies for Absence.
- Chairman's Report.
- Officers Reports.
- Financial Report, endorsed by the Executive committee and proposed rates of subscription.
- Election of Directors.
- To appoint auditors, if requested.
- Consideration of any resolutions put by the membership.
- Any other business.

Resolutions that are to be put to the membership must be received at the very least twenty eight (28) days prior to the proposed date of the meeting. Each resolution must be in writing, proposed and seconded, and shall be in sent to members either by e-mail or by post not less than seven (7) days before the meeting.

General Meetings other than the Annual General Meeting that are held shall be known as Extraordinary General Meetings. They may be convened at any time by the Executive Committee or on a written request signed by at least ten members stating full and specific reasons for such a request. The costs of convening an Extraordinary General

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Meeting shall be borne by the requisitionists unless at the meeting the membership decree otherwise. Twenty eight (28) days' notice must be given for convening such a meeting.

Non receipt of notice by any member who is entitled to receive it, or unintentional omission to give any members notice of General Meetings, shall not invalidate proceedings, or resolutions passed at such meetings.

A General Meeting shall be inquorate if at least five (5) members who are entitled to vote, which excludes the Chairman, are not present at the start of the meeting.

All business at a General Meeting shall be decided upon on a majority vote of those present that are entitled to vote.

All members present and eligible shall cast one vote only, voting will be normally by a show of hands. A unanimous show of hands will be sufficient to pass a motion, in all cases other than a unanimous vote, the Chairman of the meeting shall count the votes for and against and confirm the numbers to the General Meeting. Should a tie occur a casting vote by the Chairman of the meeting, who otherwise is not allowed to vote, will be permitted.

Only members holding valid membership cards are permitted to attend General Meetings.

Alterations to these Rules

No alteration shall be made to the Member's Handbook except at the Annual General Meetings or at an Extraordinary General Meeting for this purpose and the notice calling such a meeting shall state the alteration proposal but no such alteration shall take effect unless it is confirmed by a two-thirds majority of those voting.

The new rule shall take effect on the day of passing and be published in the next Newsletter.

No rule(s) or regulation(s) put into force by the Executive Committee shall contravene the Articles of Association, UK law or laws passed in any areas which the group may operate within.

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Magazine

The Group shall endeavor to produce a magazine no less often than four times per year to keep the members abreast of current news regarding the Group and the HST fleet.

During their period of membership, members shall be entitled to receive one copy of the magazine free of further cost on all appropriate occasions.

The Editor shall be responsible for the compiling of the magazine, and any news, details, complaints, or criticisms regarding the newsletter should be forwarded to him/her.

The Editor's publication policy will be with regard to the aims and objectives of the Group as defined in the Company's Articles of Association.

Any opinion or view expressed in any Group publication is not necessarily that of the Group or its Executive Committee or its Honorary President.

Correspondence

Any correspondence to the Group shall be addressed to the Officers concerned and mailed to the mailing address given in the Group magazine. If a reply is sought, a Stamped Addressed Envelope must be enclosed.

Change of Address

Any change of Address, excluding temporary changes, shall be notified to the Membership Secretary.

Liability

Neither the group, nor its Executive Committee nor its Honorary President shall be held responsible for any personal loss or injury sustained by a member or any other individual participating in any of the Group's activities.

General

The Executive Committee shall be empowered to decide upon any matter not provided for in this handbook.

Document Revision

V3.1 01/07/19 Updated Address

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125 Group Limited Organisation Chart

