

BLUEBELL RAILWAY PRESERVATION SOCIETY
Sheffield Park Station, Sheffield Park, Uckfield, East Sussex TN22 3QL

Notice of an Extraordinary General Meeting
Notice of the Deferred 60th Annual General Meeting
Notice of the 61st Annual General Meeting and Request for Nominations and
Motions

Dear Member

You will know that the various measures implemented by the Government to control the national Covid-19 pandemic meant that the 2020 EGM and AGM could not take place on 23rd May 2020 as planned. Since then, continuous social gathering restrictions, including the 30 people limit, have made it impossible to find an alternative date or venue for those meetings and we ended the year with even tighter restrictions before moving into lockdown once again at the start of 2021. The current lockdown will see most restrictions relaxed by 21st June at the earliest but it is likely that some social distancing measures will still be in place after that. The Society Committee has therefore decided to aim to hold the EGM and AGM in the autumn in the hope that they can be held without restrictions by then. The formal notices for these meetings are set out below but members should note that if restrictions are reimposed, then these plans may also have to change.

At the 2019 EGM, Society Members adopted new Rule 30 (Dissolution and Transfer of Assets and Obligations), which enabled the Trustees to proceed with the proposed conversion of the Society to a Company Limited by Guarantee (CLG), subject to the further approval of the Memorandum of Association and Articles of Association by the Society at another EGM. This authority was also conditional on assurances that all members would be transferred as members of the new company and all existing rights and obligations would be honoured. At that time, it was envisaged that the EGM and elections to the Board would be held in the Autumn with the new CLG, if approved, coming into effect at the start of 2020.

For various reasons, the work took much longer than anticipated but it was important to get the right outcome rather than work to an artificial timetable. Consequently, it was planned to hold an EGM prior to the 2020 AGM, to seek approval for the Articles of Association and a proposal to amend Rule 30(b) so as to defer the election of Directors to the Board of the CLG until the 2021 AGM. All those Officers and Trustees who were in office at the end of the AGM would become the initial Directors of the CLG in the interim.

One year on. We are re-submitting the motions we proposed for the 2020 AGM, albeit updated. If these are adopted, they will have the same outcome - all those Officers and Trustees who are in office at the end of the AGM will become the initial Directors of the CLG in the interim. The smaller Board for the CLG would then be elected in its entirety at the company's first AGM in 2022.

Gavin Bennett
General Secretary

NOTICE OF AN EXTRAORDINARY GENERAL MEETING

In accordance with Rule 24(c), notice is hereby given that an Extraordinary General Meeting will be held on **Saturday 2nd October 2021** at The Burgess Hill Academy, Burgess Hill, West Sussex, commencing at 7pm, to vote on the motion to adopt the proposed Articles of Association for the new Company Limited by Guarantee and on the consequent motion to amend Rule 30(b). Members wishing to submit amendments to the motions set out below must do so by 6pm on **Friday 7th August 2021** and **must** be clearly addressed to the General Secretary at Sheffield Park Station.

Motion 1: Adoption of the Proposed Memorandum of Association and Articles of Association

This Society resolves to adopt the proposed Memorandum of Association and the Articles of Association for the Company Limited by Guarantee and authorises the Trustees to proceed with the conversion of the Society to a Company Limited by Guarantee within the 30 weeks stipulated in Rule 30(d). *Proposed by the Committee*

Motion 2: Amendment to Rule 30(b)

This Society resolves to amend Rule 30(b) to read:

“(b) the first Directors shall be the current elected Officers and Trustees of the Society who will serve until the first Annual General Meeting of the Company to be held in 2022.” *Proposed by the Committee*

Explanatory Note: It would be better and simpler if the election of Directors to the CLG Board is carried out under the Articles of Association rather than the Society Rulebook. The Companies Act 2006 proscribes the election process and this requires members to vote for or against each candidate (or to abstain). The Society rules only require you to vote for your chosen candidate(s) by ranking them in order of preference.

Proxy voting forms for these two motions will be despatched in early September 2021 with the AGM papers and the combined Accounts booklet for 2020.

NOTICE OF THE DEFERRED 60th ANNUAL GENERAL MEETING

In accordance with Rule 24(c), notice is hereby given that the deferred 60th Annual General Meeting of the Society will be held on **Saturday 2nd October 2021** at The Burgess Hill Academy, Burgess Hill, West Sussex, commencing immediately after the preceding EGM. The sole business of this meeting will be the formal adoption of the 58th and 59th AGM minutes and the minutes of the Extraordinary General Meeting, all held on Saturday 18th May 2019, and the adoption of the Society Accounts for 2019.

NOTICE OF THE 61st ANNUAL GENERAL MEETING AND REQUEST FOR NOMINATIONS AND MOTIONS FOR DEBATE

In accordance with Rule 24(c), notice is hereby given that the 61st Annual General Meeting of the Society will be held on **Saturday 2nd October 2021** at The Burgess Hill Academy, Burgess Hill, West Sussex, commencing no earlier than 8pm.

Members wishing to submit motions for debate at the Annual General Meeting must do so by 6pm on **Friday 7th August 2021**. Motions should be succinct and make a substantive proposal. Composite motions which seek to achieve two different objectives will not be accepted. Submitted motions **must** be clearly addressed to the General Secretary at Sheffield Park Station.

Nominations are invited for the Society posts set out below. The closing date for all nominations is **Friday 7th August 2021**. All nominations shall be proposed and seconded by adult members not in default and shall carry the candidate's written consent that they are willing to stand for election or re-election, together with the financial interest declaration.

ELECTION OF A SOCIETY CHAIRMAN

Notice is hereby given under Rule 16 that an election for Society Chairman is to be held. Mr Steve Bigg is currently acting Society Chairman, having been in post since Graham Aitken resigned as Society Chairman in March 2020. Mr Bigg is not seeking election to this post and will revert to Vice-Chairman to complete his term of office which expires in 2022.

ELECTION OF A SOCIETY TREASURER

Notice is hereby given under Rule 16 that an election for Society Treasurer is to be held. The post is currently filled on a temporary basis by former Treasurer Nigel Longdon who resigned as Treasurer in May 2020 and was succeeded by Mr Jan Kozminski as Treasurer-elect, pending the formal AGM. Subsequently Mr Kozminski resigned and the Society is grateful to Mr Longdon for stepping into the breach.

ELECTION OF TRUSTEES (FIVE to be elected)

Mr Robert Hayward's retirement by rotation under Rule 14(a) has been carried forward from 2020 and he offers himself for re-election. Mr Roger Kelly also retires by rotation and offers himself for re-election. There are three vacancies as Mr Roger Garman resigned as a Trustee in August 2019, Mrs Sheina Foulkes resigned as a Trustee in January 2020 and Mr Ben Coughlan resigned as a Trustee in May 2020.

ELECTION OF A SOCIETY GOVERNOR TO BRT TRUSTEE LIMITED

In accordance with Rule 29, Mr Colin Tyson retires by rotation and, being eligible, offers himself for re-election for a further three-year term. NB: This post is not affected by the CLG changes.

Eligibility for office

With the exception of the Society Governor post, all candidates for election should understand that in the event that the Society agrees to proceed with incorporation at the preceding EGM, all Officers and Trustees in post at the end of the AGM will become Directors of the Company Limited by Guarantee on vesting day. Those Directors will then retire at the first Company AGM in 2022 and a reduced number will be elected to serve as Directors.

Candidates for election must be adult members of the Society not in default and must show a minimum of three years continuous paid up membership of the Society. In accordance with Rule 13(b), they must also declare any financial interest in Bluebell Railway plc, whether as a shareholder, employee, contractor, supplier or commercial customer.

As provided for in Rule 14(c), candidates can choose to provide an election statement of not more than 200 words. **The words used in the financial interest declaration do not count towards the 200 word limit.** Candidates are also invited to provide a passport sized photograph of themselves for inclusion alongside their written statement. Any statements and/or photographs must be received by 7th August 2021 please, and sent to the General Secretary either by post to Sheffield Park Station, Sheffield Park, UCKFIELD, East Sussex, TN22 3QL or by email to <gavin.bennett@bluebell-railway.com>.

