

Constitution

of

Rail Users Ireland

A. Name: The name of the body is “Rail Users Ireland” which shall supersede all previous names including “Platform 11”

B. Main Object: the main object for which the body is established is to work for the benefit of rail passengers in Ireland by enabling rail passengers to contribute to the development of rail policy and services.

C. Subsidiary Object(s): In furtherance exclusively of the foregoing main object, the body shall have the following subsidiary objects:

- providing information about rail transport in Ireland
- facilitation of discussion and information sharing between rail users
- promotion of the current and future needs of rail passengers in Ireland

D. Powers. To the extent that the same are essential or ancillary to the promotion of the main object of the body as heretofore set out the body may exercise the following powers:

In furtherance of the said objects but not otherwise the Association may:-

- (1) Employ and pay any person or persons to supervise, organise and carry on the work of the Association and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (2) Establish where necessary local branches (whether autonomous or not).
- (3) Bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals.
- (4) Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof.
- (5) Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses.

- (6) Collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in this country or overseas.
- (7) Undertake, execute, manage or assist any charitable trusts which may lawfully be undertaken, executed, managed or assisted by the Association.
- (8) Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the said objects.
- (9) Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain and alter any buildings or erections necessary for the work of the Association.
- (10) Make regulations for any property which may be so acquired.
- (11) Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- (12) Subject to such consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary.
- (13) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise PROVIDED THAT the Association shall not undertake permanent trading activities in raising funds for the said objects.
- (14) Invest the moneys of the Association not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- (15) Do all such other lawful things as are necessary for the attainment of the said objects.

E. Rules

- (a) Full membership of the Association shall be open to:-
 - (1) Individuals of 18 years and over who are interested in furthering the work of the Association and who have paid the annual subscription as laid down from time to time by the Executive Committee hereinafter mentioned, and
 - (2) National, international and local voluntary or other non-profit distributing organisations, whether corporate or unincorporated, which are interested in furthering the said work and have paid the annual subscription as aforesaid.

- (b) Each member organisation shall appoint one individual person to represent it and vote on its behalf at General Meetings of the Association. In the event of such individual person resigning or otherwise leaving an organisation, he or she shall forthwith cease to be a representative thereof.
- (c) Junior membership shall be open to those under the age of 18 years who are interested in furthering the work of the Association. Junior members shall not be entitled to vote.
- (d) Honorary members may be appointed at the discretion of the said Executive Committee. Honorary members shall not be entitled to vote.
- (e) The said Executive Committee shall have the right:-
 - (1) To approve or reject applications for membership, and
 - (2) For good and sufficient reason to terminate the membership of any individual or organisation PROVIDED THAT the individual member concerned or the individual representing such organisation (as the case may be) shall have the right to be heard by the said Executive Committee before a final decision is made.

4. HONORARY OFFICERS

- (a) At the Annual General Meeting hereinafter mentioned the Association shall elect a Chairperson, Treasurer, Secretary and such other Honorary Officers as the Association shall from time to time decide.
- (b) The Chairperson and the Honorary Officers as the Association shall hold office until the conclusion of the Annual General Meeting of the Association next after their election but shall be eligible for re-election.
- (c) The Chairman and the Honorary officers shall be ex officio members of the Association, the said Executive Committee and of any other committee.
- (d) The Association may appoint one or more qualified auditors and may determine their remuneration (if any).

5. EXECUTIVE COMMITTEE

- (a) subject as hereinafter mentioned the policy and general management of the affairs of the Association shall be directed by an Executive Committee (hereinafter called "the Committee") which shall meet not less than four times a year and when complete shall consist of not less than five or more than sixteen members.
- (b) The members of the Committee shall be elected at the Annual General Meeting of the Association in accordance with Clause 7 hereof.
- (c) All Committee members should be re-elected at the Annual General Meeting each year. There is no limit on the time served on the committee.

- (d) In addition to the members so elected and to those serving by virtue of Clause 4 hereof the Committee may co-opt up to two further members being full members of the Association whether individual or representative or a combination of both who shall serve until the conclusion of the next Annual General Meeting after individual co-opted members shall not exceed one-third of the total membership of the Committee at the time of co-option. Co-opted members shall be entitled to vote at meetings of the Committee.
- (e) Any casual vacancy in the Committee may be filled up by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Association and shall be eligible for election at the Meeting.
- (f) The proceedings of the Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.
- (g) The Committee shall appoint and fix the remuneration of a General Secretary and of all such other staff (not being members of the Committee) as may in their opinion be necessary.
- (h) The Committee may appoint such special or standing committees as may be deemed necessary by the Committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the Committee as soon as possible.

(6) MEETINGS OF THE ASSOCIATION

- (a) An Annual General Meeting of the Association shall be held at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as the Committee shall determine. At least 14 clear days' notice shall be given in writing or by electronic means by the Secretary to each member. At such Annual General Meeting the business shall include the election of Honorary Officers; the consideration of an annual report of the work done by or under the auspices of the Committee and of the accounts; and the transaction of such other matters as may from time to time be necessary.

7. NOMINATION OF HONORARY OFFICERS AND COMMITTEE MEMBERS

Only full members of the Association whether individual or representative shall be eligible to serve as Honorary Officers or members of the Committee.

8. RULES OF PROCEDURE AT ALL MEETINGS

- (a) Quorum The quorum at a general meeting of the Association or of the Committee or any committee appointed under Clause 5 (h) hereof shall be five and the quorum at a committee meeting shall be three or such other number as the Association may in General Meeting from time to time determine.

- (b) Voting Save as otherwise herein provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- (c) Minutes Minutes books shall be kept by the Committee and all other committees, and the appropriate secretary shall enter therein a record of all proceedings and resolutions.
- (d) Standing Orders and Rules The Committee shall have power to adopt and issue Standing Orders and/or Rules shall come into operation immediately PROVIDED ALWAYS that they shall be subject to review by the Association in General Meeting and shall not be inconsistent with the provisions of this Constitution.

F. Income and Property

The income and property of the body, shall be applied solely towards the promotion of its main object as set forth in this Constitution. No portion of the body's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the body. No Officer shall be appointed to any office of the body paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the body. However, nothing shall prevent any payment in good faith by the body of:

- a) reasonable and proper remuneration to any member of the body (not being an Officer) for any services rendered to the body;
- b) interest at a rate not exceeding 5% per annum on money lent by Officers or other members of the body to the body;
- c) reasonable and proper rent for premises demised and let by any member of the body (including any Officer) to the body;
- d) reasonable and proper out-of-pocket expenses incurred by any Officer in connection with their attendance to any matter affecting the body;
- e) fees, remuneration or other benefit in money or money's worth to any Company of which an Officer may be a member holding not more than one hundredth part of the issued capital of such Company.

G. Winding-up

If upon the winding up or dissolution of the body there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the body. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the body. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the body under or by virtue of Clause **F** hereof. Members of the body shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object.

H. Additions, alterations or amendments

No addition, alteration or amendment shall be made to or in the provisions of this Constitution for the time being in force unless the same shall have been previously approved at an Annual General Meeting of the membership.

I. Keeping of Accounts

Annual accounts shall be kept and presented at the Annual General Meeting of the membership.

Signed:
Chairperson

Signed:
Secretary

Signed:
Treasurer

Date