

Rail Research UK Association – Constitution

I. NAME AND OBJECTS

1. Name

The name of the Association shall be the Rail Research UK Association (the Association).

2. Aim, objectives and activities

The Association is a partnership between the GB rail industry and Britain's Universities, established with the following aim and objectives

The aim of the Association shall be to be an effective bridge between industry and universities leading to

- the support and facilitation of railway research in academia
- the common understanding of research needs to support the rail industry and its future development
- the identification of research, development and application opportunities in railway science and engineering
- dissemination of research findings to appropriate industry stakeholders.

To achieve this aim the general objectives of the Association are to support and develop railway research in the UK through:

- increasing and disseminating knowledge of railway industry activities and needs among the academic community
- increasing and disseminating knowledge of research capabilities among the railway community
- acting as a focus to identify research, development and application needs in railway science and engineering
- promoting railway research methods and good practice in industry
- providing the railway industry with access to academic railway researchers
- Providing researchers with access to the railway industry
- facilitating dialogue and collaborative working between academia and the railway industry
- supporting knowledge transfer – acting as a bridge between new knowledge and those who wish to use it
- formulating advice on railway research to government bodies and other interested parties related to both specific problems and long term research objectives
- acting as a representative body for the university railway research community in the UK in relation to international bodies with similar objectives
- facilitating and encouraging training of graduates in railway research methods.

These objectives will be achieved through some or all of the following activities (undertaken as resources permit).

- organisation of an Annual Workshop / AGM – open to members and (subject to a fee) the wider industry – for dissemination of railway research and academic-industry networking
- organisation of focused technical briefings / project development seminars
- delivery, on request, of in-house seminars by RRUk-A technical experts for industry
- creation and maintenance of a website giving details of news and events, members' research activities (past, present and planned), an inventory of rail-related research expertise in UK universities
- publication of an Annual Report detailing the Association's activities and research highlights.

3. Office and Secretariat

The office of the Association shall be situated at any place or places as the Executive Committee may from time to time decide.

The secretariat for the Association shall be an individual or individuals or an organisation appointed for a period that the Executive Committee may from time to time decide.

The Secretariat will operate under the instructions of the Joint Chairs on behalf of the Executive Committee in organising and implementing the activities of the Association.

II. MEMBERSHIP

4. Membership

Members of the Association shall be Universities or other institutions eligible to receive research council funding and RSSB which represents the GB rail industry on matters relating to research, (which received funding for research on behalf of the rail sector) and whose members consist of all the principal players in the GB rail sector. In what follows University and other recipients of research council funding will be referred to, for the sake of clarity, as Institutional Members.

5 Acceptance of Members

Prospective Institutional Members of the Association should send a letter of application to the Secretariat, signed by an appropriate Institutional signatory, in a format specified by the Executive Committee of the Association. This will include the name of the primary institutional representative, an indication of their expertise that has potential to contribute to the railway sector and a list of

those currently involved in railway research within the institution. The application will be considered by the Executive Committee who will approve or reject it. All institutions that have a capability to undertake research that can be of benefit to the railway sector are entitled to be members, and the only requirements for a successful application is to demonstrate their capability.

RSSB members are entitled to participate in all activities of the association on terms established by the Executive Committee, but will not otherwise be considered to be members of the Association (Save for if Network Rail elects to join with RSSB as co funder, in which case it will fill the role identified for the second RSSB member of the Executive Committee and also be termed a full member of the Association)

6. Subscription

The Executive Committee may, if felt desirable, propose that an annual membership subscription is paid by Institutional Members, subject to approval by a General Meeting.

III. MANAGEMENT

7. Executive Committee

7.1 The management and control of the Association, its business and affairs shall be vested in an Executive Committee (herein called “the Executive Committee”).

7.2 Always subject to the availability of funding, the Executive Committee shall be empowered to appoint executive officers including a Secretary, and such ancillary staff as are considered necessary for the conduct of the business of the Association and to determine their terms of service and remuneration.

7.3 During the process of the setting up of the Association, modified rules will apply for the appointment of the first Executive and for its term of office. This process is set out in Annex 1 and shall be followed instead of Rules 10 and 11 below.

8. Constitution of Executive Committee

8.1 The Executive Committee shall consist of:

- (i) eight Executive Committee Members elected by the Institutional Members of the Association eligible to vote, who will serve for a period of four years, of which four shall retire each second year;
- (ii) two Executive Committee Members appointed by RSSB;

(ii) up to a maximum of four Executive Committee Members co-opted by the Executive Committee as then constituted for a period of up to four years.

8.2 Not more than one Executive Committee Member will be allowed from any Institutional Member.

9. Election of the Executive Committee

9.1 Not later than the last day of February in every second year the Chair of the Association shall issue to members a list of elected Executive Committee Members due to retire at the next Annual General Meeting and an invitation to Institutional Members to make nominations to fill the forthcoming vacancies.

9.2 Each nomination must be proposed and seconded by representatives Institutional Members of the Association, shall be accompanied by a concise statement of the qualifications of the person proposed and of his/her willingness to serve, if elected, and shall reach the Chair of the Executive Committee not later than the last day of March.

9.3 If the number of nominations exceeds the number of vacancies, a secret ballot will be held. Each Institutional Member will be entitled to cast the same number of votes as there are vacancies. Scrutineers appointed by the Chair will count the votes and prepare a list of candidates ranked by number of votes received. In the event of a tie, the outcome will be decided by the drawing of lots.

9.4 The vacancies will be filled by the required number of candidates from the top of the ranked list but if a candidate is from an institution already represented on the Executive Committee member then that candidate will be deemed ineligible and the next ranked candidate or candidates deemed to have been elected.

9.5 The full result of the election will be announced by the Chair at the Annual General Meeting including any candidates elected but ineligible due to the University representation limit.

9.6 In the event of an insufficient number of nominations being received, the Executive Committee may co-opt a sufficient number of persons to fill the vacancies.

9.7 Elected members may serve for a term of four years and will be eligible for re-election on completion of their term.

10. Officers

The Officers of the Association shall be the University and the RSSB chairs.

11. Period and Method of Appointment of Officers

11.1 The Chair will be held jointly by one University and one RSSB member of the Executive Committee. The University Chair shall serve for the two years between elections to Executive Committee. Meetings of the Executive committee will be chaired alternately, and in the event of the non attendance of the Chair who is due to chair the meeting, the other Chair will assume the role for that meeting.

11.2 Every two years, the Executive Committee (excluding RSSB members) will elect from their number a University Chair.

12. Vacation of Office

A member of the Executive Committee or holder of any other office shall vacate office if:

12.1 by notice in writing to the Chair the member resigns his/her office or:

12.2 the institution to which the Executive member belongs ceases to be an Institutional Member of the Association or:

12.3 the Executive Member(s) nominated by RSSB ceases to be employed by RSSB or RSSB advises that it wishes to nominate someone to the Executive Committee in place of its current nomination(s)

12.4 the Executive Committee Member is absent from meetings of the Executive committee during a continuous period of twelve months and the Executive committee pass a resolution that by reason of such absence the office has been vacated.

13. Vacancies on the Executive Committee

13.1 Vacancies among the Officers of the Association for Institutional Members of the Executive, arising in pursuance of the provisions of rule 12 or on death shall be deemed casual vacancies and shall be filled by the Executive Committee. Any person so appointed by the Executive Committee shall hold office only for the remainder of the unexpired term of office but shall be eligible for re-election. Vacancies among the RSSB nominated members shall be filled by further nomination.

13.2 The Executive Committee shall have power to fill any casual vacancy which may arise among elected members on the Executive Committee (clause 8.2 regarding University representation would still apply). Any person appointed to fill such vacancy shall remain in office only for the unexpired term of his/her predecessor but shall be eligible for re-election.

13.3 No act or resolution of the Executive committee shall be invalidated by reason of the existence of any vacancy or vacancies among members of the Executive Committee.

14. Executive Committee : Special Advisers

Executive Committee shall have the power to co-opt special advisers for specific purposes. Such special advisers may attend and speak at Executive Committee meetings, but shall not have the power to vote.

15. Executive Committee : Delegation of Authority

The Executive Committee may appoint one or more sub-committees including three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee.

16. Executive Committee Meetings

The Chairs of the Association shall preside as Chair of Executive Committee on an alternating basis. If the Chair is not other Chair shall preside as Chair. If neither is present the most recent Past Chair will act as Chair. If no Past Chair is present, members shall choose one of their number to act as Chair.

The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they shall think fit, unless and until the Executive Committee otherwise resolves:

16.1 the Executive Committee shall meet at least once and normally twice in each year between Annual General Meetings;

16.2 either of the Chairs may convene additional meetings in the light of the business to be transacted;

16.3 in the event of urgent matters arising between Executive committee Meetings which are not of a financial nature and do not affect the policy of the Association, the Chairs, by agreement between the two, shall have power to deal with them and shall report their actions to the next Executive Committee Meeting;

16.4 the Chairs shall, upon written request of six members of the Executive Committee, by giving seven days clear notice convene a meeting.

16.5 All decisions of a financial nature shall be decided by a unanimous decision of the Executive Committee, provided that at least one RSSB nominee is present at the that committee or has expressed their support for the proposal in advance

17. Executive Committee Meetings : Quorum

A quorum at a meeting of the Executive Committee shall be not less than five members entitled to vote. The Chairs of the Executive Committee shall be entitled to vote, and in the event of a split vote, shall have a casting vote as well. .

IV. GENERAL MEETINGS

18. General Meetings : Frequency

A General Meeting of the Institutional Members of the Association shall be held once in every calendar year at such time as the Executive Committee may appoint. Such meetings shall be deemed to be Annual General Meetings and may be held in connection with the annual conference.

19. General Meetings : Notification

The Chairs shall send to every Institutional Member twenty-one clear days notice of General Meetings, but the non-receipt of such notice by any Institutional member shall not invalidate the proceedings of any General Meeting.

20. General Meetings : Proceedings

The business of the Annual General Meeting shall be the report of the Executive Committee since the last preceding Annual General Meeting, in every second year to fill vacancies on the Executive Committee, , and to transact any other business that the rules permit.

21. Extraordinary General Meetings

The Executive Committee may, whenever they think fit, and shall upon a requisition signed by five or more of the Institutional Members of the Association convene an Extraordinary General Meeting. The requisition shall state the object of such meeting and be lodged with the Chair at the offices of the Association. If within fourteen days after the delivery of such requisition a meeting be not convened in accordance therewith the persons requiring such meeting may convene the same. The notice convening the meeting shall

specify the nature of the business to be transacted, and no other business shall be entered into at any such Extraordinary General Meeting.

22. General Meetings : Chair

22.1 The Chairs of the Association shall, if present, jointly preside at every General or Extraordinary General Meeting of the Association, otherwise the single Chair present, shall preside.

22.2 If neither of the Chairs is present at the meeting, the most recent Past Chair will act as Chair. If no Past Chair is present, members shall choose one of their number to act as Chair.

23. General Meetings : Quorum

23.1 A quorum for a General Meeting shall consist of representatives of eight or more Institutional Members all of whom must be present in person and one RSSB nominated member.

23.2 If at the time appointed for a General Meeting a quorum is not present, the meeting shall stand adjourned to such time as the Chair shall direct and, if at such adjourned General Meeting a quorum is not present, it shall be adjourned indefinitely.

24. General meetings : Votes

At any General Meeting a vote on any issue can be demanded by four or more Institutional Members or by the RSSB nominated member(s), and shall be taken in such a manner as the Chair directs. Each Institutional Member shall have one vote and RSSB shall have two votes. Any vote on a matter relating to the funding and application of association funds can only be carried if the RSSB vote (s) are cast in favour of the resolution. The result of any vote that is carried shall be deemed to be the resolution of the Association in General Meeting. In case of an equality of votes at any General Meeting the Chairs shall be entitled only to a casting vote (subject to the same condition as above in relation to financial issues).

V. PROPERTY AND ACCOUNTS

25. Property of the Association

The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in these Rules and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, gift, division, bonus or otherwise howsoever by way of profit to the members of the Association. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper amounts by way of honoraria to any person in return for services actually

rendered to the Association provided that no payment shall be made a member of the Executive Committee. The funds paid into the association by RSSB, or collected from members or other sources will be kept in an account

26. Winding-up Procedure

The Association may be wound up voluntarily by a resolution approved by at least two-thirds of the members present and voting at a General Meeting of the Association. If upon the winding-up or dissolution of the Association there remain, after the satisfaction of all its debts and liabilities, any property or funds whatsoever, the same shall be distributed or transferred in the following manner:

26.1 all books, journals, literature and correspondence of general interest to a library or libraries to be determined by a majority vote of members in General Meeting;

26.2 all funds, investments, moneys, and the proceeds from the sale of all other property to some other charitable institution or institutions having objects similar to the objects of this Association, such institution or institutions to be determined by a majority vote of the members in General Meeting; or alternatively to some charitable institution or institutions. In no case shall any part of such proceeds be distributed amongst the members or Officers of the Association;

26.3 all correspondence not of general interest to be destroyed.

27. Financial Year

The financial year shall be from January 1st to December 31st next following.

27. Accounts

27.1 The Honorary Treasurer shall be responsible to the Executive Committee for the keeping of proper books of accounts of:

- (a) all sums of money received and expensed by the Association and the matters in respect of which the receipt and expenditure take place;
- (b) all sales and purchases of goods by the Association;
- (c) all assets and liabilities of the Association.

27.2 Particulars of all income and expenditure of the Association shall be presented at each meeting of the Executive Committee.

28. Audit

At least once in every year the accounts of the Association shall be audited and the correctness of the Income and Expenditure Account and Balance Sheet ascertained.

VI MISCELLANEOUS

29. Minutes

Minutes of the proceedings at every meeting of the Association or the Executive Committee shall be permanently recorded, consecutively numbered and signed by both Chairs. The minutes are to be posted on the Association web site and accessible to all members.

30. Alteration to Rules

The Rules may be altered by a resolution passed by not less than two thirds of the Institutional Members present and voting at a general meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.

31. Honorary Fellows

The Executive Committee shall have the power to appoint as Honorary Fellows persons who have rendered outstanding service to the Association or to railway research in general.

Annex 1 Establishment of the Association

The Council of the current EPSRC research programme “Rail Research UK” together with RSSB will have overall and joint responsibility for the formation of the Association. The following procedure shall be used in the establishment of the Association.

- The Council will invite RSSB to a meeting in July 2010 at which both parties will commit themselves to the new association and will adopt the new constitution
- The Council will then make the necessary arrangements for
 - the enrolment of members;
 - the election of the first Executive Committee, which will take place in September / October 2010;
 - the facilitation of the first meeting of the Executive Committee of the Association in November / December 2010.
- At that meeting the Executive Committee will take over responsibility for the Association as outlined in this constitution, electing a University Chair, noting the nomination of the RSSB Chair and co-opting further members if appropriate.
- Of the elected members, the four with the largest number of votes will serve for four years, with the other four serving for two years.