



National Transport Trust

Preserving the past for the future

Old Bank House, 26 Station Approach
Hinchley Wood, Esher KT10 0SR

March 2021

The National Transport Trust is modernising

...and we hope we can count on your support for the changes we have been working on.

Our existing governing documents, the Memorandum and Articles of Association, date from June 1980. Other than a minor amendment relating to the auditors, they have never been changed.

Trustees have agreed that we should move to a standard Charity Commission (CC) model, a Charitable Incorporated Organisation (Association Model). This achieves a number of objectives:

- to modernise the existing Trust document, to bring it in line with current practice and to allow for electronic meetings;
- to remove the need for annual reporting to both HMRC and the CC ;
- to take the opportunity to review the existing objects of the charity;
- and to change the name to the National Transport Trust.

However, in order to do this, the 'regulated clauses' on the current governing document and the CIO model must match word for word, and we need the approval of members meeting in a Special General Meeting to approve such changes.

The Charity Commission have made clear that they will accept a vote other than through a physical meeting in the present circumstances, so we are inviting all members to vote on two Special Resolutions.

The first changes the regulated clauses in our existing governing document.

The second is conditional on two things: your approval of the first Special Resolution and the Charity Commission approving the changes. By giving your approval to the Second Special Resolution now, we will not need to come back to you again, but your approval can only apply if the conditions are met.

We have made available on the website a transcript of the original governing document (the scanned original is on the Companies House website and we have at least one physical copy) and the proposed new CIO model document. We will supply printed copies of one or both documents to members on request but we are not distributing them automatically because of the cost.

I hope we can count on your support for these changes which will help us modernise the way we transact Trust business, and will allow us to engage with members in ways other than attendance at meetings should the need arise. Please do vote. Your vote will count and we can only proceed if sufficient members return their vote in support of these changes.

A handwritten signature in black ink, appearing to read "Stuart Wilkinson".

Stuart Wilkinson
Chairman

This document is accompanied by a separate Voting Slip. All members are invited to vote on the two Special Resolutions. The voting slip should be returned to the Trust's registered office, post paid please, by 30th April 2021.

NOTICE is hereby given that a ballot is to be held in place of a Special General Meeting of the National Transport Trust to consider the following resolutions which are proposed as Special Resolutions:

Special Resolution 1

THAT the 'Regulated Clauses' of The Transport Trust (Company Number 1509733, Charity Number 280943) as identified by the Charity Commission of England and Wales be amended as follows:

[Note: the clause in the existing governing document is given in italics followed by the proposed new clause(s)]

1. *The name of the Company (hereinafter called "the Trust") is " THE TRANSPORT TRUST".*

BECOMES:

1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is The National Transport Trust.

3. *The Trust is established for the purpose of promoting the permanent preservation for the benefit of the Nation of: –*

(A) *transport relics of historical interest showing the evolution and development of all forms and aspects of transport by road, rail, water and air, and of*

(B) *books, drawings, records, documents, sound and visual recordings, cinematograph films and photographs relating to such forms and aspects of transport as aforesaid.*

BECOMES:

3. Object[s]

The objects of the CIO are to encourage to the greatest extent possible, for the benefit of the United Kingdom, the promotion of national cultural mobile heritage through the celebration, recording, protection, permanent preservation and continued use of:

(A) physical assets of historical interest showing the evolution and development of all forms and aspects of transport on land, water and in the air, and of

(B) books, drawings, models, manufacturing instructions, specifications, records, documents, sound and visual recordings, cinematograph films and photographs, and all such things in physical, digital and analogue formats relating to such forms and aspects of transport as set out in (A) above.

Nothing in this constitution shall authorise an application of the property of the CIO for the purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008.

- (4) *The income and property of the Trust shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Trust and no member of its Council of Management or Governing Body shall be appointed to any office of the Trust paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Trust.*

BECOMES [The Charity Commission model clause]:

6. Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services or any interest in land from the CIO on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the CIO;
- (c) be employed by, or receive any remuneration from, the CIO;
- (d) receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

7. *If upon a winding up or dissolution of the Trust there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as it is imposed on the Trust under or by virtue of Clause 4 hereof, such charitable institution or institutions to be determined by the members of the Trust at or before the time of dissolution, or in default thereof by the Secretary of the National Council for Voluntary Organisations for the time being, and if and so far as effect cannot be given to such provision then to the National Trust for Places of Historic Interest or Natural Beauty, or some other charitable object.*

BECOMES [The Charity Commission model clause]:

2. Voluntary winding up or dissolution

(1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:

- (a) at a general meeting of the members of the CIO called in accordance with clause [11] (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
- (b) by a resolution agreed in writing by all members of the CIO.

- (2) Subject to the payment of all the CIO's debts:
- (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
 - (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- (3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:
- (a) the charity trustees must send with their application to the Commission:
 - (i) a copy of the resolution passed by the members of the CIO;
 - (ii) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - (iii) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.
- (4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

Special Resolution 2

THAT the assets, rights and liabilities of The Transport Trust will be transferred to the Charitable Incorporated Organisation, The National Transport Trust Charity Number 280943 on such date or dates as may be determined by the Trust's Council of Management

THAT this Trust (Company Number 1509733) will be liquidated on such date as may be determined by the Council of Management.

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