



1. NAME

1.1 The Name of the Association shall be AERA (Association of European Rail Agents)

2. PURPOSE

2.1 An Association aiming to bring together Rail Travel Agents, Rail Tour Operators and Rail Companies or their agents with a common purpose of promoting and selling rail products in a global market.

2.2 Collectively organising and promoting the products for both Leisure and Business Markets

3. MEMBERSHIP

3.1 Membership shall consist of the following Categories:

- (a) Company Member
- (b) Company Members assistant (at their own expense)
- (c) Founding Members

3.2 Any person wishing to become a member of the Association shall make an application for membership in such a manner, as the Association/Committee shall from time to time prescribe.

3.3 The Committee may decline the acceptance of any person from becoming a member of the Association (in any Category) at its absolute discretion.

3.4 The right to appeal against any decision made can be brought to the General meeting upon there being a clear 21 days written notice to the Committee

4. CESSATION OF MEMBERSHIP

4.1 Membership of any category shall cease

- (a) Upon Receipt by the Committee of a members written resignation
- (b) Upon Non-payment of the members Annual subscription

4.2 The Committee may at its absolute discretion and without assigning any reason thereof, resolve that the Membership of any member be terminated.

4.3 The right to appeal against any decision made can be brought to the General meeting upon there being a clear 21 days written notice.

5. SUBSCRIPTIONS

5.1 The Subscription period shall be from the 1st January to the 31st December of each year, or for such other period as the Association/Committee shall from time to time decide, and agreed by the overall membership at a General Meeting of the Association.

5.2 The Amount of the Annual subscription shall be determined and fixed by the Members at the Annual General Meeting or any other such General Meeting deemed necessary for that purpose.

- 5.3 Any Member whose annual subscription is unpaid by the 31st December will be sent a "one month reminder" notice, and shall be deemed to have lapsed his/her membership upon non-payment.

6. COMMITTEE

- 6.1 The affairs of the Association shall be managed by a 'Committee', which shall have full powers to undertake any decision deemed necessary in order to carry out the objects of the Association.
- 6.2 The Officers and members of the Committee shall be elected at the Association's Annual General Meeting, and will hold office from the end of that meeting until the close of the next Annual General Meeting.
- 6.3 The Association shall annually Elect an Executive Committee of Five members consisting of:
- (a) Chairperson
 - (b) Vice Chairperson
 - (c) Secretary
 - (d) Treasurer
 - (e) One ordinary member (or in the event of the growth of the Association additional members as is deemed necessary)
- 6.4 The Committee may co-opt additional members in order to assist the Committee in making urgent difficult decisions as required.
- 6.5 When a Committee Member is classified as a Member's assistant, their expenses are to be covered by the association.

7. OFFICERS RESPONSIBILITIES

- 7.1 The Chairperson shall be the Spokesperson for the Association and will represent the Association.
- 7.2 The Chairperson shall only have a vote upon there being a split vote.
- 7.3 The Vice Chairperson shall take over the Chairperson responsibilities in the event of the Elected Chairperson being incapacitated.
- 7.4 The Secretary shall be responsible for keeping the written records of the Association and advising members of the date and venue of the next due meeting.
- 7.5 The Treasurer shall be responsible for keeping the Banking and written Records of the Association's Funds and Membership, keeping such Books as is necessary to give True and Accurate Report of the Association's Finances.
- 7.6 The Treasurer shall maintain the Association's Bank account, and see that all cheques over £300 and/or authorities to such Bank or any other financial Institution shall bear the Signatures of not less than two of the Elected Officers of the Association (one being the Treasurer).
- 7.7 An Interest bearing deposit account should be operated in unison with the Bank account.

8. THE ANNUAL GENERAL MEETING

- 8.1 The Annual General Meeting shall be held annually within the First Two months of each year, at a place determined by the Committee together with Members of the Association.
- 8.2 The business of the Annual General Meeting shall be:
- (a) To receive and approve the annual Reports of each officer of the committee

- (b) To receive and approve the Financial Statement of the Association's Accounts for the previous year ending the 31st December
- (c) To approve any of the Committee's business proposals for the coming year including unforeseen financial expenditures that may be necessary to incur
- (d) To hold Election and/or Re-Election of Officers to the Committee as indicated in Paragraph 6, sub-paragraph 6.3

8.3 The Members present at the Annual General Meeting shall approve/amend any of the Rules of the Constitution, upon there having been given 21 days notice of any proposed change deemed necessary to ensure the effectiveness in running of the Association.

9. EXTRA-ORDINARY GENERAL MEETINGS

9.1 An 'Extra-Ordinary General Meeting' of the Association may be called by the Committee subject to 21 days notice of the same, to undertake business as is deemed necessary in accordance with the rules and Constitution of the Association.

9.2 Any Member, whose subscriptions are fully paid up, may together with a Secunder, and not less than six paid up members, or a quorum of 33.33% of the total membership, whichever is the less, give notice to the Committee of their wish to call an Extra-Ordinary General Meeting of the Association. The business of the meeting shall be limited to the 'motion' submitted to the Committee.

10. PROCEDURES - VOTING

10.1 Voting

(a) All motions raised at any General Meeting of the Association shall be resolved by a simple majority vote of those present at the meeting who are entitled to vote.

(b) No Company shall be entitled to cast more than one vote.

(c) In the event of a split vote the Chairperson will be entitled cast a second deciding vote.

(d) Members Proposing to stand for Election to the Committee at the next "AGM", should be notified to Secretary (together with Proposer and Secunder) 21 Days prior to the date of the "AGM"

(e) Founder Members will be entitled to full voting rights

10.2 Quorums

(a) The Committee shall consist of 50% of the Committee membership, excluding whoever chairs the meeting, to form a quorum.

(b) At General meetings, 33.33% of the paid up membership, including the officers on the Committee, shall form a Quorum.

11. DISSOLUTION OF THE ASSOCIATION

11.1 The Association may be dissolved by:

(a) A Resolution passed to that effect by the paid up members present at a General Meeting

(b) A proposal made by the Committee, as a result of insolvency, or loss of overall membership, or lack of attendance at General meetings, which, in turn, prevent the Association from undertaking its Purpose, Aims and/or Objectives.

11.2 Upon dissolution, the Committee shall realise and convert into cash any remaining assets of the Association, which after payment of all liabilities, shall be divided equally amongst the paid up members of the Association, at a date of such resolution. In that event a decision will be made by an EGM.

12. GENERAL

12.1 General Meetings – All Members and Associates will be invited to Ordinary General meetings that are to be held on a regular basis. (i.e. Quarterly), with at least one meeting being held outside of London (e.g. North of England).

- 12.2 Founder members will be granted Rail Travel within the UK at the cheapest fare available, in order to get to the General Meetings.
- 12.3 The Association shall not be responsible for any loss or injury, however sustained, by any member or visitor, to or at, any activity or event that the Association holds. The Acceptance of this Rule shall be a condition of the participation in any activity by any member of this Association. Therefore by their participating, such persons shall be deemed to have accepted such condition as stated.
- 12.4 Any person who becomes a Member of this Association thereby accepts and agrees to be bound by the Rules and Constitution of the Association.