

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Memorandum
AND
Articles of Association
OF
TALYLLYN HOLDINGS LIMITED

THURSDAY



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04/07/2019

#226

COMPANIES HOUSE

No. **511996**

Certificate of Incorporation

I Hereby Certify, That

TALYLLYN HOLDINGS LIMITED

is this day Incorporated under the Companies Act, 1948,
and that the Company is **Limited**.

Given under my hand at London this Third day of October
One Thousand Nine Hundred and Fifty-two

J.D. Todd
Registrar of Companies

TALYLLYN HOLDINGS LIMITED

At the Annual General Meeting of the Company held at 1931 on Friday, 31st. August, 2001 at 2, Rhianfa, Neptune Road, Towyn the following Resolutions were passed as Special Resolutions:—

RESOLUTIONS

1. That Clause 3 of the existing Memorandum of Association be deleted and there be substituted in its place the following new Clauses 3.1 and 3.2:—

3.1 Objects

The objects of the Company are:—

- (a) The preservation, restoration, maintenance and protection of such of the structures, rolling stock, plant, equipment and artefacts (“the structures and equipment”) of or connected with the Talyllyn Railway as are of historic, cultural, architectural, constructional or scientific interest or exhibit craftsmanship worthy of preservation.
- (b) The promotion of public knowledge, appreciation and understanding of the historic and cultural aspects of the Talyllyn Railway and the area through which it runs.
- (c) The promotion of public access to the structures and equipment and public knowledge, appreciation and understanding of their architectural, constructional, scientific and craft features.
- (d) Such other charitable purposes for the advancement of education associated with the Talyllyn Railway and its surrounding area and other narrow gauge railways as the Directors think fit.

3.2 Powers

The Company has the following powers, which may be exercised only in promoting its objects:—

- (a) To hold shares in The Talyllyn Railway Company.
- (b) To hold land and property which is next or near to or used in connection with the Talyllyn Railway and to operate the car parks used in connection with the Talyllyn Railway.
- (c) To hold and operate a hostel or similar accommodation for persons working on or in connection with the Talyllyn Railway.
- (d) To promote or carry out research.
- (e) To provide advice.
- (f) To publish or distribute information.
- (g) To co-operate with other bodies.
- (h) To support, administer or set up other charities.
- (i) To raise funds (but not by means of taxable trading).
- (j) To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993).
- (k) To acquire or hire property of any kind.
- (l) To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993).
- (m) To make grants or loans of money and to give guarantees.

- (n) To set aside funds for special purposes or as reserves against future expenditure.
- (o) To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification).
- (p) To delegate the management of investments to a financial expert, but only on terms that:—
 - (i) the investment policy is set down in writing for the financial expert by the Directors;
 - (ii) every transaction is reported promptly to the Directors;
 - (iii) the performance of the investments is reviewed regularly with the Directors;
 - (iv) the Directors are entitled to cancel the delegation arrangement at any time;
 - (v) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt;
 - (vii) the financial expert must not do anything outside the powers of the Directors.
- (q) To arrange for investments or other property of the Company to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Directors or of a financial expert acting under their instructions and to pay any reasonable fee required.
- (r) To insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required.
- (s) To insure the Directors against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Director concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty.
- (t) To employ paid or unpaid agents, staff or advisers save that a Director shall not receive remuneration for work undertaken whilst holding that office unless such remuneration has been approved in writing in advance by the Charity Commission.
- (u) To enter into contracts to provide services to or on behalf of other bodies.
- (v) To establish subsidiary companies to assist or act as agents for the Company.
- (w) To do anything else within the law which promotes or helps to promote the objects of the Company.

2. That Clause 5 of the existing Memorandum of Association be redesignated as Clause 5.1 and the following new Clause 5.2 be inserted thereafter:—

5.2 In the event that the Company is dissolved and its assets exceed the debts and liabilities of the Company and the costs, charges and expenses of dissolution, the surplus assets shall be given to one or more other charitable organisations with the object of preserving the Talylyn Railway as a going concern and failing that to one or more other bodies established for exclusively charitable purposes with objects the same

as or similar to the objects of the Company or in such other manner consistent with charitable status as the Charity Commission approves in writing in advance. A final report and statement of account must be sent to the Charity Commission.

John S. Robinson
Secretary

TALYLLYN HOLDINGS LIMITED

At an Extraordinary General Meeting of the Company held at 1925 on Friday, 31st. May, 2019 at Wharf Station, Neptune Road, Towyn the following Resolution was passed as a Special Resolution:—

RESOLUTION

That Clause 6 of the existing Memorandum of Association be deleted and there be substituted in its place the following new Clauses 6 and 7:—

Application of income and property

6 (1) The income and property of the charity shall be applied solely towards the promotion of the Objects.

(2) (a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.

(b) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(c) A director may receive an indemnity from the charity in the circumstances specified in article 57.

(d) A director may not receive any other benefit or payment unless it is authorised by article 7.

(3) Subject to article 7, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:

(a) a benefit from the charity in the capacity of a beneficiary of the charity;

(b) reasonable and proper remuneration for any goods or services supplied to the charity.

Benefits and payments to charity directors and connected persons

7 (1) General provisions

No director or connected person may:

(a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;

(b) sell goods, services, or any interest in land to the charity;

(c) be employed by, or receive any remuneration from, the charity;

(d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting directors' or connected persons' benefits

(2) (a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.

(b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of

services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.

- (c) Subject to sub-clause (3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- (d) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

Payment for supply of goods only – controls

- (3) The charity and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:
 - (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
 - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - (c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
 - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
 - (f) The reason for their decision is recorded by the directors in the minute book.
 - (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.
- (4) In sub-clauses (2) and (3) of this article:
 - (a) 'charity' includes any company in which the charity:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company.
 - (b) 'connected person' includes any person within the definition in article 61 'Interpretation'."

John S. Robinson
Secretary

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

Memorandum of Association of
TALYLLYN HOLDINGS LIMITED

1. The name of the Company is Talyllyn Holdings Limited.
2. The Registered Office of the Company will be situate in England.

3.1 Objects

The objects of the Company are:—

- (a) The preservation, restoration, maintenance and protection of such of the structures, rolling stock, plant, equipment and artefacts (“the structures and equipment”) of or connected with the Talyllyn Railway as are of historic, cultural, architectural, constructional or scientific interest or exhibit craftsmanship worthy of preservation.
- (b) The promotion of public knowledge, appreciation and understanding of the historic and cultural aspects of the Talyllyn Railway and the area through which it runs.
- (c) The promotion of public access to the structures and equipment and public knowledge, appreciation and understanding of their architectural, constructional, scientific and craft features.
- (d) Such other charitable purposes for the advancement of education associated with the Talyllyn Railway and its surrounding area and other narrow gauge railways as the Directors think fit.

3.2 Powers

The Company has the following powers, which may be exercised only in promoting its objects:—

- (a) To hold shares in The Talyllyn Railway Company.
- (b) To hold land and property which is next or near to or used in connection with the Talyllyn Railway and to operate the car parks used in connection with the Talyllyn Railway.
- (c) To hold and operate a hostel or similar accommodation for persons working on or in connection with the Talyllyn Railway.
- (d) To promote or carry out research.
- (e) To provide advice.
- (f) To publish or distribute information.
- (g) To co-operate with other bodies.
- (h) To support, administer or set up other charities.
- (i) To raise funds (but not by means of taxable trading).
- (j) To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993).

- (k) To acquire or hire property of any kind.
- (l) To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993).
- (m) To make grants or loans of money and to give guarantees.
- (n) To set aside funds for special purposes or as reserves against future expenditure.
- (o) To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification).
- (p) To delegate the management of investments to a financial expert, but only on terms that:—
 - (i) the investment policy is set down in writing for the financial expert by the Directors;
 - (ii) every transaction is reported promptly to the Directors;
 - (iii) the performance of the investments is reviewed regularly with the Directors;
 - (iv) the Directors are entitled to cancel the delegation arrangement at any time;
 - (v) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt;
 - (vii) the financial expert must not do anything outside the powers of the Directors.
- (q) To arrange for investments or other property of the Company to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Directors or of a financial expert acting under their instructions and to pay any reasonable fee required.
- (r) To insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required.
- (s) To insure the Directors against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Director concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty.
- (t) To employ paid or unpaid agents, staff or advisers save that a Director shall not receive remuneration for work undertaken whilst holding that office unless such remuneration has been approved in writing in advance by the Charity Commission.
- (u) To enter into contracts to provide services to or on behalf of other bodies.
- (v) To establish subsidiary companies to assist or act as agents for the Company.
- (w) To do anything else within the law which promotes or helps to promote the objects of the Company.

4. The Liability of the Members is Limited.

5.1 Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before

he ceases to be a Member, and the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Five Pounds.

5.2 In the event that the Company is dissolved and its assets exceed the debts and liabilities of the Company and the costs, charges and expenses of dissolution, the surplus assets shall be given to one or more other charitable organisations with the object of preserving the Talyllyn Railway as a going concern and failing that to one or more other bodies established for exclusively charitable purposes with objects the same as or similar to the objects of the Company or in such other manner consistent with charitable status as the Charity Commission approves in writing in advance. A final report and statement of account must be sent to the Charity Commission.

Application of income and property

6 (1) The income and property of the charity shall be applied solely towards the promotion of the Objects.

(2)(a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.

(b) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(c) A director may receive an indemnity from the charity in the circumstances specified in article 57.

(d) A director may not receive any other benefit or payment unless it is authorised by article 7.

(3) Subject to article 7, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:

(a) a benefit from the charity in the capacity of a beneficiary of the charity;

(b) reasonable and proper remuneration for any goods or services supplied to the charity.

Benefits and payments to charity directors and connected persons

7 (1) General provisions

No director or connected person may:

(a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;

(b) sell goods, services, or any interest in land to the charity;

(c) be employed by, or receive any remuneration from, the charity;

(d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting directors' or connected persons' benefits

(2)(a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.

- (b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- (d) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

Payment for supply of goods only – controls

- (3) The charity and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:
 - (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
 - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - (c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
 - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
 - (f) The reason for their decision is recorded by the directors in the minute book.
 - (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.
- (4) In sub-clauses (2) and (3) of this article:
 - (a) 'charity' includes any company in which the charity:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company.
 - (b) 'connected person' includes any person within the definition in article 61 'Interpretation'."

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

William George Trinder	84, High St., Banbury, Oxon. Radio Engineer.
G. Haydn Jones	Pantyneuadd, Towyn, Merioneth. Widow.
Edward Thomas	Trefri, Towyn, Merioneth. Company Director.
Raymond Kenneth Cope	"Brynglas", Beckman Road, Pedmore Stourbridge, Worcestershire. Transport Manager.
William Harry Donald Faulkner	"Redcliffe", Red Hill, Hunnington, Halesowen, Worcestershire. Transfer Printer.
Lionel Thomas Caswall Rolt	The Cottage, Stanley Pontlarge, Gretton, Cheltenham, Glos. Railway Manager.
Patrick Bruce Whitehouse	344, Lordswood Road, Birmingham, 17. Building Contractor

DATED this 5th day of August 1952

Witness to the above signatures:—

PATRICK J. GARLAND

36, Waterloo Street,
Birmingham, 2.
Chartered Accountant.

TALYLLYN HOLDINGS LIMITED

At an Extraordinary General Meeting of the above named Company held at Bodwennol, Aberdovey on Saturday the 8th December 1973 at 16.10 o'clock in the afternoon the following Resolution was passed as a Special Resolution:

RESOLUTION

That the Articles of Association of the Company be amended

(a) by deleting the whole of the present Article 27 and substituting therefor the following new Article:—

27. There shall not be more than five Directors of the Company of whom three may be appointed and removed by the Council for the time being of the Talyllyn Railway Preservation Society and two may be appointed and removed by Mrs. Margaret Eryl Haydn Mathias during her lifetime and after her death as she may by Will appoint or remove and in default of appointment or on the death removal or resignation of any persons so appointed whether during the lifetime of Mrs. Margaret Eryl Haydn Mathias or by her Will the personal representatives of Mrs. Margaret Eryl Haydn Mathias may exercise the power of appointing and removing two Directors of the Company previously held by Mrs. Margaret Eryl Haydn Mathias providing that any person so appointed shall be the issue of the late Sir Henry Haydn Jones. Any appointment shall be made by notice in writing sent or delivered to the Company at its registered office signed by or on behalf of the persons entitled to make the same shall take effect forthwith upon lodgement at the registered office.

(b) by adding to the end of Article 28 of the Company's Articles of Association the following new sub-clause (g):

(g) is removed from office by a Notice in writing under the provisions of Article 27.

R.A. Hope,
Secretary.

TALYLLYN HOLDINGS LIMITED

At an Extraordinary General Meeting of the members of the above-named Company held at 3.0pm on Saturday 24th February 1996 at Plas y Coed, Tywyn, Gwynedd the following resolution was passed as a Special Resolution:

RESOLUTION

That the Article 27 of the existing Articles of Association be deleted and that there be substituted therefor the following new Article 27:—

27 Appointment of Directors

In these regulations:

“The Society” means	The Talyllyn Railway Preservation Society.
“The Haydn Jones Appointor” means	Hugh Gordon Haydn Mathias and after his death any person being a direct descendant of the late Sir Henry Haydn Jones who has been appointed by the said Hugh Gordon Haydn Mathias by will or codicil to be the Haydn Jones Appointor.
“Society Director” means	any person appointed to be a director of the Company by resolution of the Council for the time being of the Society in accordance with the provisions set out below.
“Haydn Jones Descendant” means	a person who is a direct descendant of the late Sir Henry Haydn Jones.
“Haydn Jones Director” means	any person appointed to be a director of the Company by the Haydn Jones Appointor in accordance with the provisions set out below.

The Haydn Jones Appointor shall be entitled to appoint or reappoint any person including himself to be a Haydn Jones Director provided that no person other than the Haydn Jones Appointor or a Haydn Jones Descendant shall hold office as a Haydn Jones Director unless his appointment or reappointment has first been approved by resolution of the Society Directors.

Any person (other than the Haydn Jones Appointor) holding office as a Haydn Jones Director shall cease to hold that office on the expiration of three years from the date of his appointment or reappointment but so that such person shall be eligible for reappointment.

No more than two Haydn Jones Directors may hold office at any one time.

The Council for the time being of the Society shall be entitled to appoint or reappoint any person (being a member of the Council of the Society) to be a Society Director to hold office for a period of one year but he shall be eligible for reappointment.

No more than three Society Directors may hold office at any one time.

There shall not be more than five directors of the Company.

Any appointment of a Society Director or a Haydn Jones Director shall be effected by notice in writing handed to the Secretary of the Company or left at the registered office of the Company and shall in the case of the appointment of a Society Director take effect forthwith on delivery of such notice and in the case of a Haydn Jones Director on the delivery of such notice and the passing of any requisite resolution of the Society Directors.

The Haydn Jones Appointor shall be entitled to remove any Haydn Jones Director by notice in writing handed to the Secretary or delivered to the registered office of the Company and such removal shall take effect forthwith on delivery of such notice.

and That Article 36 of the Company's Articles of Association be deleted.

W.S. McCanna
Chairman

TALYLLYN HOLDINGS LIMITED

At the Annual General Meeting of the Company held at 1931 on Friday, 31st. August, 2001 at 2, Rhianfa, Neptune Road, Towyn the following Resolutions were passed as Special Resolutions:—

RESOLUTIONS

1. That Article 27 of the existing Articles of Association be amended by the substitution for the words:—

“No more than three Society Directors may hold office at any one time.
There shall not be more than five directors of the Company.”

the words:—

“No more than four Society Directors may hold office at any one time.
There shall not be more than six directors of the Company.”

2. That Article 29 of the existing Articles of Association be deleted and there be substituted in its place the following new Article 29:—

29 A Director may not vote as a director on any resolution relating to a contract or arrangement in which he has a personal financial interest.

3. That Article 30 of the existing Articles of Association be deleted and there be substituted in its place the following new Article 30:—

30 The Directors shall not receive remuneration or other payments or benefits from the Company except reimbursement of reasonable out of pocket expenses (including hotel and travel costs) actually incurred in connection with the business of the Company and in exceptional cases other payments or benefits approved in writing in advance by the Charity Commission.

4. That the last paragraph of Article 35 of the existing Articles of Association (beginning “and every director”) be deleted.

5. That Article 38 of the existing Articles of Association be deleted and there be substituted in its place the following new Article 38:—

38 The quorum necessary for the transaction of the business of the Directors shall be three.

John S. Robinson
Secretary

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

Articles of Association of
TALYLLYN HOLDINGS LIMITED

1. In these Articles:—

"The Act" means	The Companies Act, 1948.
"The Company" means	Talyllyn Holdings Limited.
"The Seal" means	the Common Seal of the Company.
"The Secretary" means	any person appointed to perform the duties of the Secretary of the Company.
"The United Kingdom" means	Great Britain and Northern Ireland.

2. The number of members with which the Company proposes to be registered is 25 but the Directors may from time to time register an increase of members.

3. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to the membership shall be members of the Company.

4. The Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or the following year. The Annual General Meeting shall be held at such time and place as the directors shall appoint.

5. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

6. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

7. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed:—

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at that meeting of all the members.

8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

9. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets, and the reports of the directors and Auditors, and the appointment of and fixing of the remuneration of the Auditors.

10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall be a quorum.

11. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

12. The chairman, if any, of the board of directors, shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their number to be chairman of the meeting.

13. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be chairman of the meeting.

14. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:—

- (a) by the chairman; or
- (b) by at least three members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minute book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

16. Except as provided in article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

19. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

20. Every member shall have one vote.

21. On a poll votes may be given either personally or by proxy.

22. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

23. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

24. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

25. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS.

26. Any person may be appointed or elected as a Director whatever his age and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of 70 years or any other age.

27. Appointment of Directors

In these regulations:—

"The Society" means	The Talyllyn Railway Preservation Society.
"The Haydn Jones Appointor" means	Hugh Gordon Haydn Mathias and after his death any person being a direct descendant of the late Sir Henry Haydn Jones who has been appointed by the said Hugh Gordon Haydn Mathias by will or codicil to be the Haydn Jones Appointor.
"Society Director" means	any person appointed to be a director of the Company by resolution of the Council for the time being of the Society in accordance with the provisions set out below.
"Haydn Jones Descendant" means	a person who is a direct descendant of the late Sir Henry Haydn Jones.
"Haydn Jones Director" means	any person appointed to be a director of the Company by the Haydn Jones Appointor in accordance with the provisions set out below.

The Haydn Jones Appointor shall be entitled to appoint or reappoint any person including himself to be a Haydn Jones Director provided that no person other than the Haydn Jones Appointor or a Haydn Jones Descendant shall hold office as a Haydn Jones Director unless his appointment or reappointment has first been approved by resolution of the Society Directors.

Any person (other than the Haydn Jones Appointor) holding office as a Haydn Jones Director shall cease to hold that office on the expiration of three years from the date of his appointment or reappointment but so that such person shall be eligible for reappointment.

No more than two Haydn Jones Directors may hold office at any one time.

The Council for the time being of the Society shall be entitled to appoint or reappoint any person (being a member of the Council of the Society) to be a Society Director to hold office for a period of one year but he shall be eligible for reappointment.

No more than four Society Directors may hold office at any one time.

There shall not be more than six directors of the Company.

Any appointment of a Society Director or a Haydn Jones Director shall be effected by notice in writing handed to the Secretary of the Company or left at the registered office of the Company and shall in the case of the appointment of a Society Director take effect forthwith on delivery of such notice and in the case of a Haydn Jones Director on the delivery of such notice and the passing of any requisite resolution of the Society Directors.

The Haydn Jones Appointor shall be entitled to remove any Haydn Jones Director by notice in writing handed to the Secretary or delivered to the registered office of the Company and such removal shall take effect forthwith on delivery of such notice.

28. The office of Director shall be vacated if the Director

- (a) By notice in writing to the Company, resigns the office of Director.
- (b) Ceases to be a Member of the Company

- (c) Becomes bankrupt or insolvent or enters into any arrangement with his creditors.
- (d) Becomes of unsound mind.
- (e) Is prohibited from being a Director by any order made under any provision of the Act.
- (f) Is removed from office by a resolution duly passed under Section 184 of the Act.
- (g) Is removed from office by a notice in writing under the provisions of Article 27.

29. A Director may not vote as a director on any resolution relating to a contract or arrangement in which he has a personal financial interest.

30. The Directors shall not receive remuneration or other payments or benefits from the Company except reimbursement of reasonable out of pocket expenses (including hotel and travel costs) actually incurred in connection with the business of the Company and in exceptional cases other payments or benefits approved in writing in advance by the Charity Commission.

31. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as a security for any debt, liability or obligation of the Company or of any third party.

32. The business of the Company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

33. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

34. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

35. The directors shall cause minutes to be made in books provided for the purpose:—

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
- (c) of all the resolutions and proceedings at all meetings of the Company, and of directors, and of committees of directors.

36. [Deleted by special resolution of 24th. February, 1996.]

37. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A director may, and the Secretary on the requisition of a director shall, at any time summon a meeting of the directors. It shall

not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom.

38. The quorum necessary for the transaction of the business of the Directors shall be three.

39. The continuing directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Company, but for no other purpose.

40. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

41. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit: any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed upon it by the directors.

42. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

43. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

44. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

45. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

46. The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

47. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a director and the Secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the Secretary.

48. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the directors for the purpose.

49. The directors shall cause proper books of account to be kept with respect to:—

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

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

50. The books of account shall be kept at the registered office of the Company, or, subject to Section 147(3) of the Act, at such other place as the directors think fit, and shall always be open to the inspection of the directors.

51. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the directors or by the Company in general meeting.

52. The directors shall from time to time in accordance with sections 148, 150 and 157 of the Act, cause to be prepared and laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

53. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the Auditors' report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

54. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act.

55. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.