

The Companies Act 2006

Private Company Limited by Guarantee

Articles of Association

of

TALYLLYN HOLDINGS LIMITED

Incorporated on 3rd October 1952

Company No. 00511996

Charity No. 1089053

Adopted by Special Resolution dated 26th August 2021



THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

TALYLLYN HOLDINGS LIMITED

1 Name

The Charity's name is Talyllyn Holdings Limited.

2 Interpretation

In these Articles, the following words shall have the following meanings, unless the context otherwise requires:

Address a postal address or, for the purposes of communication in electronic form, a fax number or an email address (but excluding a telephone number for receiving text messages) in each case registered with the Charity;

the Articles the Articles of Association of the Charity, as amended from time to time;

Chairman the chairman of the Directors appointed in accordance with these Articles;

the Charity the company regulated by the Articles;

Charity Commission the Charity Commission for England and Wales;

clear day in relation to a period of notice means that period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect;

Companies Act the Companies Act (as defined in section 2 of the Companies Act 2006) insofar as it applies to the Charity;

Connected Person any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of a Director, any firm or body corporate (including a limited liability partnership) of which a Director is a director, employee or shareholder having a beneficial interest in more than one per cent of the share capital;

the Council the Council for the time being of the Society;

Deputy Chairman	the deputy chairman of Directors appointed in accordance with the Articles;
a Director	a director of the Charity and "Directors" means all the directors. The Directors are charity trustees as defined by section 177 of the Charities Act 2011;
document	includes, unless otherwise specified, any document sent or supplied in electronic form;
electronic form	as defined in section 1168 of the Companies Act 2006;
Financial Expert	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
General Meeting	a general meeting of the Charity for the purposes of the Companies Act;
Haydn Jones Descendant	a person who is a direct descendant of the late Sir Henry Haydn Jones;
Haydn Jones Director	any person appointed to be a Director of the Company by the Haydn Jones Appointor in accordance with the provisions in Articles 58-60;
Members	the members of the Charity for the purposes of the Companies Act;
Month	calendar month;
Objects	the objects of the Charity as defined in Article 5;
the Office	the registered office of the Charity;
the Register	the register of Members of the Charity kept pursuant to the Companies Act;
Rules	the rules of the Charity made by the Directors pursuant to Article 82;
Services	(in context of remuneration for services as stipulated in Article 14) includes goods that are supplied in connection with the provision of those services;
the Society	The Talyllyn Railway Preservation Society;
Society Director	any person appointed to be a Director of the Charity by resolution of the Council for the time being of the Society pursuant to Article 57;
Talyllyn Railway Company	The Talyllyn Railway Company (company number ZC000204);
United Kingdom	Great Britain and Northern Ireland;

in writing or written the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;

Year calendar year.

2.1 Unless specifically stated otherwise

2.1.1 Other words or expressions bear the same meaning as in the Companies Act as in force on the date when the Articles become binding on the Charity.

2.1.2 Words denoting the singular include the plural and vice versa.

2.1.3 Words denoting any one gender include all genders.

2.1.4 Each reference to “person” includes a reference to a body corporate, unincorporated association, government, local authority, state, partnership, scheme, fund or trust (in each case, whether or not having separate legal personality).

2.1.5 All references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.

2.2 The relevant model articles for a company limited by guarantee are expressly excluded.

Liability of Members

3 The liability of the Members is limited.

4 Every Member undertakes to contribute such amount as may be required (not exceeding five pounds) to the assets of the Charity in the event of its being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Charity contracted before he ceases to be a Member and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves.

Objects

5 The Charity’s objects are specifically restricted to the following:

5.1 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 Talylyn Railway as are of historic, cultural, architectural, constructional or scientific interest or exhibit craftsmanship worthy of preservation;

5.2 The promotion of public knowledge, appreciation and understanding of the historic and cultural aspects of the Talylyn Railway and the area through which it runs;

- 5.3 The promotion of public access to the structures and equipment and public knowledge, appreciation and understanding of their architectural, constructional, scientific and craft features;
- 5.4 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.

Powers

- 6 The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so and, without prejudice to the foregoing:
 - 6.1 To hold shares in The Talyllyn Railway Company;
 - 6.2 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;
 - 6.3 To hold and operate a hostel or similar accommodation for persons working on or in connection with the Talyllyn Railway.
 - 6.4 To raise funds provided that, in doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - 6.5 To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 6.6 To sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 to 123 of the Charities Act 2011;
 - 6.7 To borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124 to 126 of the Charities Act 2011, if it wishes to mortgage land;
 - 6.8 To co-operate with other bodies and to exchange information and advice with them;
 - 6.9 To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - 6.10 To acquire, merge with or enter into any partnership or joint venture arrangement with any other charity;
 - 6.11 To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - 6.12 To employ and remunerate such staff or to engage such unpaid agents as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so

by Articles 7 to 19 and provided it complies with the conditions in those Articles;

6.13 To:

- (a) deposit or invest funds;
- (b) engage a Financial Expert as a professional fund manager and to delegate the management of investments to such a manager; and
- (c) arrange for the investments or other property of the Charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

6.14 To provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;

6.15 To enter into contracts to provide services;

6.16 To establish or acquire subsidiary companies; and

6.17 To do all such other things as are incidental or conducive to the attainment of the Objects or any of them.

Application of Income and Property

7 The income and property of the Charity shall be applied solely towards the promotion of the Objects.

8 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 when acting on behalf of the Charity.

9 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.

10 A Director may receive an indemnity from the Charity in the circumstances specified in Article 92.

11 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of a dividend bonus or otherwise by way of profit to any Member. This does not prevent a Member who is not also a Director receiving:

11.1 A benefit from the Charity in the capacity of a beneficiary of the Charity; or

11.2 Reasonable and proper remuneration for any goods or services supplied to the Charity.

Directors' Benefits

12 No Director or Connected Person may:

- 12.1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
 - 12.2 sell goods, services, or any interest in land to the Charity;
 - 12.3 be employed by, or receive any remuneration from, the Charity;
 - 12.4 receive any other financial benefit from the Charity;
- unless
- (a) the payment is permitted by Articles 13 to 18; or
 - (b) the Directors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.
- 13 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.
 - 14 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 to 188 of the Charities Act 2011.
 - 15 Subject to Article 19, a Director or Connected Person may provide the Charity with goods that are not supplied in connection with the services provided to the Charity by the Director or Connected Person.
 - 16 A Director or Connected Person may receive interest on money lent to the Charity at a reasonable rate, which must be not more than the Bank of England bank rate (also known as the base rate).
 - 17 A Director or Connected Person may receive rent for premises let by the Director or Connected Person to the Charity if the amount of the rent and the other terms of the lease are reasonable and provided that the Director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
 - 18 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.
 - 19 The Charity and its Directors may only rely on the authority provided by Article 15 if each of the following conditions is satisfied:
 - 19.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
 - (a) the Charity; and
 - (b) 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.

- 19.2 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.
- 19.3 The other Directors are satisfied that it is in the best interests of the Charity to contract with the supplier rather than someone who is not a Director or Connected Person. In reaching that decision, the Directors must balance the advantage of contracting with the Director or Connected Person against the disadvantages of doing so.
- 19.4 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.
- 19.5 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.
- 19.6 The reason for their decision is recorded by the Directors in the minute book.
- 19.7 A majority of the Directors then in office are not in receipt of remuneration or payments authorised by Article 12.

Members

- 20 Membership is open to individuals who:
 - 20.1 apply to the Charity in the form required by the Directors; and
 - 20.2 are approved by the Directors.
- 21 Membership is not transferable.
- 22 The Directors must keep a Register in accordance with the Companies Act.
- 23 Membership is terminated if:
 - 23.1 the Member dies;
 - 23.2 the Member resigns by written notice to the Charity unless, after the resignation, there would be less than the number of Members required for a quorum at a General Meeting;
 - 23.3 any sum due from the Member to the Charity is not paid in full within six months of its falling due; or
 - 23.4 the Directors or a committee of them, after due enquiry, resolve that the interests of the Charity so require.

General Meetings

- 24 The Directors, or the Chairman, may whenever they or he thinks fit call General Meetings and on the requisition of Members pursuant to the provisions of the Companies Act shall proceed to convene a General Meeting in accordance with those provisions. If at any time, there are not within the United Kingdom sufficient

Directors capable of acting to form a quorum any Director may call a General Meeting.

Notice of General Meetings

- 25 A General Meeting shall be called by at least 21 clear days' notice.
- 26 A General Meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights at that meeting of all Members.
- 27 The notice shall contain a statement setting out the rights of Members to appoint a proxy under section 324 of the Companies Act 2006.
- 28 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.

Proceedings at General Meetings

- 29 No business shall be transacted at any General Meeting unless a quorum of Members is present. Unless the Articles otherwise provide, three Members present in person or by proxy and entitled to vote on the business to be transacted shall be a quorum.
- 30 If, within 15 minutes from the time appointed for the holding of a General Meeting, a quorum is not present or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (but if that day falls on a bank holiday or public holiday, the meeting will be held on the first business day (excluding Saturdays and Sundays) after that holiday) at the same time and place, or to such day, time and place as the Chairman, or the Directors, shall appoint, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Members present in person or by proxy shall be a quorum.
- 31 The Chairman shall preside as chairman at every General Meeting of the Charity or if he shall not be present within 15 minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Deputy Chairman (if any) shall, if present and willing to act, preside as chairman failing which the Members present shall elect one of their number to be chairman of that meeting.
- 32 The chairman of any General Meeting 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 business which might properly have been transacted at the meeting had the adjournment not taken place.
- 33 When a General Meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business shall be transacted. Otherwise, it shall not be necessary to give any such notice.

- 34 At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded;
- 34.1 by the chairman of the meeting; or
- 34.2 by at least two Members present in person or by proxy having the right to vote on the resolution; or
- 34.3 by a Member or Members present in person or by proxy representing not less than one tenth of the total voting rights of all the members having the right to vote on resolution.
- 35 Unless a poll is so demanded, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the General Meeting 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.
- 36 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 37 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the General Meeting at which the poll is demanded.
- 38 No poll shall be demanded on the election of a chairman of a General Meeting or on a question of adjournment. A poll demanded on any other question shall be taken at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a General Meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the General Meeting shall continue as if the demand had not been made.
- 39 No notice need to be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 40 A proposed written resolution of the Members pursuant to the Companies Act 2006 lapses if it is not passed before the end of the period of 60 days beginning with its circulation date (as defined in the said Act).

Votes of Members

- 41 Every Member shall have one vote (whether on a show of hands or on a poll) to be cast by the Member either personally or by proxy.
- 42 No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid for all purposes. Any objection

made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

- 43 Every Member shall be entitled to appoint another person as his proxy in accordance with the Companies Act. A proxy does not need to be a Member.
- 44 Proxies may only be validly appointed by a notice in writing (a **proxy notice**) which states the name and address of the Member appointing the proxy, identifies the person appointed as proxy and the General Meeting in relation to which he is appointed, is signed by or on behalf of the Member or authenticated in such manner as the Directors may determine.
- 45 The Directors may require proxy notices to be delivered in a particular form.
- 46 Proxy notices may specify how the proxy appointed under them is to vote (or to abstain from voting) on one or more resolutions.
- 47 Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed as proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting and appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
- 48 The appointment of a proxy and any other authority under which it is executed may:
 - 48.1 in the case of an instrument in writing be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - 48.2 in the case of an appointment contained in a communication in electronic form, where an address has been specified for the purpose of receiving communications in electronic form:
 - (a) in the notice convening the meeting; or
 - (b) in any instrument of proxy sent out by the Charity in relation to the meeting; or
 - (c) in any invitation contained in a communication in electronic form to appoint a proxy issued by the Charity in relation to the meeting,it shall be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
 - 48.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

48.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of the meeting,

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this Article “address”, in relation to communications in electronic form, includes any number or address used for the purposes of such communications.

In calculating the period mentioned in this Article no account shall be taken of any day that is not a working day.

- 49 A Member who is entitled to attend, speak and vote at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that Member. If such a Member attends the General Meeting in person his proxy appointment shall be automatically terminated.
- 50 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the adjourned meeting to which it relates.
- 51 An appointment under a proxy notice may be revoked by delivering the Charity a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 52 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer’s behalf.

Directors

- 53 A Director must be a natural person aged 16 years or older and no one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 64.
- 54 A person shall not be entitled to act as a Director, whether on a first or any subsequent entry into office, until he has signed a declaration of acceptance and willingness to act in accordance with the Articles.
- 55 A Director may not appoint an alternate director or anyone to act on his behalf at meetings of the Directors.
- 56 The number of Directors shall not be less than three nor more than six consisting of:
- 56.1 No more than four Society Directors;
- 56.2 No more than one Haydn Jones Director;
- 56.3 No more than one Co-opted Director.
- 57 The Council shall be entitled by resolution to appoint or reappoint any person (being a member of the Council) to be a Society Director to hold office for a period

of one year but such person shall be eligible for reappointment. The Council shall be entitled by resolution to remove any Society Director.

- 58 The Haydn Jones Appointor shall be Daniel Haydn Withers Poulson. He may by written notice to the Charity appoint to succeed him any person being a Haydn Jones Descendant, such notice to state either that it is to take effect upon receipt or upon his death. Should no successor be appointed then after his death a second Co-opted Director may be appointed under the terms of Article 61.
- 59 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. The Haydn Jones Appointor shall be entitled to remove any Haydn Jones Director.
- 60 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.
- 61 The Society Directors shall be entitled by resolution to co-opt one person to be a Director. The appointment shall take effect on the passing of the resolution. The Society Directors or the Council shall be entitled by resolution to remove any Co-opted Director.
- 62 Any appointment or removal of a Director by the Council or the Haydn Jones Appointor shall be effected by notice in writing handed to the Secretary of the Charity or delivered to the registered office of the Charity and shall in the case of the removal of any Director or the appointment of a Society Director take effect forthwith on delivery of such notice and in the case of the appointment of a Haydn Jones Director on the delivering of such notice and the passing of any requisite resolution of the Society Directors.

Powers and Duties of the Directors

- 63 Subject to the provisions of the Companies Act and the Articles, the business of the Charity shall be managed by the Directors who may exercise all the powers of the Charity. No alteration of the Articles shall have retrospective effect to invalidate any prior act of the Directors which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of the Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

Disqualification, Removal and Resignation of Directors

- 64 The office of a Director shall be vacated if:
- 64.1 he ceases to be a Member;
 - 64.2 he ceases to be a director by virtue of any provisions in the Companies Acts or is prohibited by law from being a director;

- 64.3 he dies or becomes subject to a bankruptcy order or interim order or he makes any arrangement or composition with his creditors;
- 64.4 in the written opinion, given to the Charity, of a registered medical practitioner treating that person, he has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- 64.5 by notice in writing to the Charity he resigns his office (but only if the number of Directors necessary for a quorum at a Directors' meeting will remain in office when the notice of resignation is to take effect);
- 64.6 he is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- 64.7 he absents himself from the meetings of the Directors during a continuous period of six months without special leave of absence from the Directors and they pass a resolution that he has by reason of such absence vacated office;
- 64.8 he is removed from office by a resolution of the Members duly passed pursuant to section 168 of the Companies Act 2006; or
- 64.9 he is directly or indirectly interested in any proposed or actual transaction or arrangement with the Charity and fails to declare the nature and extent of his interest as required by section 177 of the Companies Act 2006.

Chairman and Deputy Chairman

- 65 The Directors may elect from their number a Chairman and Deputy Chairman (and may determine for what period they are to hold office) and the Directors may remove a person from such office at any time. A Chairman or Deputy Chairman elected without any determination of the period for which he is to hold office shall, unless previously removed from such office, serve for a term of three years if and for so long as he shall remain a Director. A retiring Chairman and Deputy Chairman may be re-elected.

Proceedings of the Directors

- 66 Subject to the Articles, the Directors may regulate their proceedings as they think fit.
- 67 Unless otherwise resolved by the Directors, the Directors shall meet at least two times each Year.
- 68 The Chairman or Deputy Chairman of the Directors may, and on the request of two Directors shall, at any time call a meeting of the Directors.
- 69 The quorum necessary for the transaction of business of the Directors shall be three Directors. Questions arising at any Directors' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

70 The Chairman shall be entitled to preside at all meetings of the Directors. If there shall be no Chairman or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Deputy Chairman shall act as chairman of the meeting and if no Deputy Chairman is elected or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Directors present shall choose one of their number to be chairman of the meeting.

71 Any of the Directors, or any committee of the Directors, can take part in a Directors' meeting or committee meeting by way of a:

71.1 video conference or telephone or similar equipment designed to allow everybody to take part in the meeting; or

71.2 series of video conferences or conference telephone calls from the chairman.

Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the chairman will be treated as taking place where the chairman is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the chairman of the meeting is, unless the Directors decide otherwise.

72 The Directors for the time being may act notwithstanding any vacancy in their body but if and so long as their number is less than the number fixed as the quorum it shall be lawful for them to act for the purpose of filling up vacancies in their body or of calling a General Meeting but not for any other purpose.

73 All acts bona fide done by any meeting of the Directors, or of any committee of the Directors, or by any person acting as Director, shall be valid notwithstanding the participation in any vote of a Director:

73.1 who was disqualified from holding office;

73.2 who had previously retired or who had been obliged by the Articles to vacate office;

73.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without the vote of that Director and that Director being counted in the quorum, the decision has been made by a majority of the Directors at a quorate meeting.

74 Article 73 does not permit a Director or a Connected Person to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of the Directors if, but for Article 73, the resolution would have been void, or if the Director has not complied with Article 76.

75 A resolution in writing signed or approved by all the Directors or all the members of any committee of the Directors entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such committee duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by one or more persons.

Declaration of Directors' Interests

- 76 A Director must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

Conflicts of Interest

- 77 If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:

- 77.1 the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- 77.2 the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
- 77.3 the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

In this Article, a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or Connected Person.

Committees

- 78 The Directors may appoint one or more committees consisting of three or more persons appointed by them at least one of whom must be a Director for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Directors would be more conveniently undertaken or carried out by a committee, provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Directors.
- 79 Any committee of the Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business provided always that the quorum shall never be less than three members of the body concerned.

Minutes

- 80 The Directors must keep minutes of all:
- 80.1 Appointments of Directors and officers made by the Directors;
 - 80.2 Proceedings at General Meetings of the Charity;

80.3 Meetings of the Directors and committees of the Directors including;

- (a) the names of the persons present at the meeting;
- (b) the decisions made at the meetings; and
- (c) where appropriate the reasons for the decisions.

81 Any minutes of any meeting, if purporting to be signed by the Chairman of that meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes.

Rules

82 The Directors may from time to time make such reasonable and proper rules, regulations or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity and may add to, repeal or vary any such rules. All rules so made and for the time being in force shall be binding on all Members and the Directors shall adopt such means as they think fit to bring such rules to the notice of Members. Rules may concern the following subjects:

- 82.1 the procedure at General Meetings and meetings of the Directors and its committees insofar as such procedure is not regulated by the Articles;
- 82.2 the conduct of Members in relation to one another, and to the charity's employees and volunteers;
- 82.3 any other subjects which the Articles provide may be covered by rules;
- 82.4 generally, all such matters as are commonly the subject of company rules or bye-laws provided that no rule shall contravene any of the provisions of the Articles or the Companies Act.

Accounts

83 The Directors shall comply with the requirements of the Companies Act as to keeping accounting records, the audit or examination of annual accounts and the preparation and submission to the Registrar of Companies and the Charity Commission of annual accounts.

Annual Report

84 The Directors shall comply with their obligations under the Charities Act 2011 with regard to the preparation of any annual report and its transmission to the Charity Commission.

Annual Return

85 The Directors shall comply with their obligations under the Charities Act 2011 with regard to the preparation of any annual return and its transmission to the Charity Commission.

Notices

- 86 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Directors or of any of its committees) shall be in writing to the Address for the time being notified for that purpose to the person giving the notice.
- 87 The Charity may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his Address or by leaving it at that Address or by giving it in electronic form to an Address for the time being notified to the Charity by the Member.
- 88 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic form was sent shall be conclusive where the Charity can show that it was properly addressed and sent in accordance with section 1147 of the Companies Act 2006. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic form, at the expiration of 48 hours after the time it was sent.
- 89 Notwithstanding any other provisions of the Articles, the Charity may send or supply any document or information to Members that is required or authorised to be sent or supplied by the Charity under the Companies Acts or pursuant to the Articles or the Regulations by making it available on a website to Members. The relevant provisions which apply when documents sent under the Companies Act are made available on a website, shall (with any necessary changes) also apply when any document or information is sent or supplied under the Articles or Regulations to Members.

Disputes

- 90 If a dispute arises between the Members about the validity or propriety of anything done by the Members under the Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Dissolution

- 91 In the event that the Charity is dissolved and its assets exceed the debts and liabilities of the Charity 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 Charity or in such other manner consistent with charitable status as the Charity Commission approves in writing in advance.

Indemnity

- 92 The Charity may indemnify a Director or former Director against any liability incurred by him in that capacity to the extent permitted by sections 232 to 234 of the Companies Act.