



# WEST SOMERSET RAILWAY

P.L.C.

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Company Number 1010188

**The Companies Act 1985  
Company Limited by shares  
Special Resolutions  
Of**

**West Somerset Railway PLC**

At a General Meeting of the above named company duly convened and held at the Regal Theatre, Minehead, Somerset on the Twenty Second day of June 2002 the attached resolutions were duly passed.

Signed:

Secretary

Date: 08/07/02



COMPANY NUMBER

1010188

WEST SOMERSET RAILWAY PLC

THE STATION

MINEHEAD

SOMERSET TAUN SBG

**AS SPECIAL RESOLUTIONS:-**

3. That the Memorandum of Association of the Company be altered by substituting the clause set out below in place of the existing Clause 4(44) of the Memorandum:-

"4(44) As from the 22nd day of June 2002, being the date of alteration of this Memorandum of Association [the Memorandum] by adoption of this Clause the other provisions of the Memorandum shall be read in conjunction with this clause, and if there shall be conflict between such other provisions of the Memorandum and this Clause the provisions of this Clause shall take effect.

Notwithstanding the provisions of any other clause of this Memorandum, the Members of the Company shall not be entitled to participate in the income or profit of the Company by way of dividends [other than by the issue of free or complimentary rail travel] and no action shall be taken by the Company or its Members which would have the effect directly or indirectly of participation by the Members in the income or profits or the Company or any successor to the Company by way of dividends. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same may not be paid to or distributed amongst the Members. Such proceeds, land premises or assets shall be given or transferred to some other institution or institutions having objectives similar to this Company and which shall also prohibit the distribution of its or their income, profit or assets amongst its or their Members to an extent at least as great as imposed on this Company by virtue of this Clause. Such institution or institutions shall be determined by the Members of the Company by a majority vote at an Extraordinary General Meeting called for that purpose".

4. That the Articles of Association of the Company be amended by the deletion of the existing wording of Article 161 [Winding Up] by the incorporation of the following wording in its place:

"As and from the 22nd day of June 2002 being the date of adoption of this Article, all other provisions of these Articles of Association shall be read in conjunction with this Article and if there shall be a conflict between the provision of these Articles and this Article the provisions of this Article shall operate and take effect.

Notwithstanding any other provisions of these Articles, the Members of the Company shall not be entitled to participate in the income or profits of the Company by way of dividends [otherwise than by the issue of free and complimentary rail travel] and no action shall be taken by the Company or its Members which would have the effect directly or indirectly of participation by the Members in the income or profits of the Company or any successor to the Company by way of dividends. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same may not be paid to or distributed amongst the Members. Such proceeds, land, premises or assets shall be given or transferred to some other institution or institutions having objectives similar to this Company and which shall also prohibit the distribution of its or their income, profits or assets amongst its or their Members to an extent at least as great as imposed on this Company by virtue of this Article. Such institution or institutions shall be determined by the Members of the Company by a majority vote at an Extraordinary General Meeting called for that purpose'.

5. That the Articles of Association be amended by the addition of the following sentence at the end of Article 156:-

"Where a Member has given the Company an electronic address and has indicated his willingness in writing that he is prepared to accept notices in electronic form, notice may be given to such member electronically and shall be deemed to be effected at the expiration of twenty-four hours after the sending of the same".

COMPANIES HOUSE

09/07/02

COMPANIES HOUSE

28/06/02