

Company Number: 3445246

3

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE  
Special Resolutions of  
**Constitution Hill Ltd.**

At a general meeting of the above-named company duly convened and held at:

Aberystwyth Cliff Railway, Cliff Railway House, Cliff Terrace, Aberystwyth,  
CEREDIGION SY23 2DN

on the 26th day of August 1998, the following resolutions were duly passed:

**The following resolutions were duly passed:**

To change Article 3.1 of the Constitution which currently reads

3.1 The acquisition of the Aberystwyth Cliff Railway;

to:

3.1 To advance the education of the public through conservation of the  
Aberystwyth Cliff Railway for the public benefit and through the promotion  
and encouragement of voluntary work in support of the Aberystwyth Cliff  
Railway;

and to change Article 4.2 of the Constitution which currently reads:

4.2 To establish, maintain or join and subscribe to any retirement benefit scheme  
(within the meaning of the national legislation relating to such schemes and  
applying at the date of incorporation of the company) for the benefit of any  
persons who are or were at any time employees or Directors of the Company  
or their dependants.

by removing the words "or Directors" so that it reads:

4.2 To establish, maintain or join and subscribe to any retirement benefit scheme  
(within the meaning of the national legislation relating to such schemes and  
applying at the date of incorporation of the company) for the benefit of any  
persons who are or were at any time employees of the Company or their  
dependants.

Signed: *Pamela Marden*

\* Director/Secretary

Date: *26/8/98*

\* Delete as appropriate



THE COMPANIES ACT 1985  
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL  
MEMORANDUM OF ASSOCIATION OF  
CONSTITUTION HILL LTD.

1. The name of the Company (hereinafter called "the Company") is Constitution Hill Ltd.
2. The registered office of the Company will be situated in Wales.
3. The objects for which the Company is established are:-
  - 3.1 To advance the education of the public through conservation of the Aberystwyth Cliff Railway for the public benefit and through the promotion and encouragement of voluntary work in support of the Aberystwyth Cliff Railway;
  - 3.2 To provide and manage, improve and preserve the site and activities from which the Aberystwyth Cliff Railway operates for the enjoyment of the public;
  - 3.3 To engage in any business, trade or industry which may seem to the Company directly or indirectly conducive to the interests or convenience of the Company's members or any section thereof or of the community in the Company's area of activity generally;
  - 3.4 To promote and encourage and assist in the development of other initiatives elsewhere in the United Kingdom which will pursue objects similar to or compatible with those of the Company.
4. In furtherance of the above objects, but not otherwise, the Company shall have the following powers:
  - 4.1 To carry on any other objects whatsoever which can in the opinion of the Company be incidental with or conducive to or ancillary to any of the objects of the Company or are calculated directly to benefit the Company or enhance the value or render profitable any of the Company's property or rights or any required by any client or customer of or persons (legal or natural) dealing with the Company.
  - 4.2 To establish, maintain or join and subscribe to any retirement benefit scheme (within the meaning of national legislation relating to such schemes and applying at the date of incorporation of the Company) for the benefit of any persons who are or were at any time employees or their dependants.