

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4115126

The Registrar of Companies for England and Wales hereby certifies that
THE SWANAGE RAILWAY TRUST

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 27th November 2000



N041151267



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

HC007B



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

12

Declaration on application for registration

Company Name in full

THE SWANAGE RAILWAY TRUST

I,

DAVID TREHARNE MORGAN

of

9 GRAYS INN SQUARE, LONDON WC1R 5SP

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

D. T. Morgan

Declared at

9 GRAYS INN SQUARE, WC1R 5SP

Day Month Year

On

20 11 2000

• Please print name.

before me •

HILARY PALMER WRIGHT SON & PEPPER

Signed

[Signature]

Date

20th Nov. 2000

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

DAVID T. MORGAN

9 GRAYS INN SQUARE, LONDON WC1R 5SP

Tel (020) 7404 2646

DX number

128

DX exchange

LDE



A50
COMPANIES HOUSE

0617
21/11/00

Form revised June 1990

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh



Companies House

for the record

10

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

Company Name in full

THE SWANAGE RAILWAY TRUST

Proposed Registered Office

(PO Box numbers only, are not acceptable)

STATION HOUSE

Post town

SWANAGE

County / Region

DORSET

Postcode

BH19 4HB

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.



Agent's Name

DAVID T. MORGAN

Address

9 GRAY'S INN SQUARE

Post town

LONDON

County / Region

Postcode

WC1R 5JF

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

DAVID T. MORGAN

9 GRAYS INN SQUARE, LONDON WC1R 5JF

Tel (020) 7404 2646

DX number 128

DX exchange LDE



ASO
COMPANIES HOUSE

0615
21/11/00

Form revised July 1998

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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

THE SWANAGE RAILWAY TRUST

NAME

*Style / Title

MR.

*Honours etc

* Voluntary details

Forename(s)

MARK ROBERT

Surname

WOOLLEY

Previous forename(s)

Previous surname(s)

Address

95 HIGHER DAYS ROAD

Usual residential address

For a corporation, give the registered or principal office address.

Post town

SWANAGE

County / Region

DORSET

Postcode

BH19 2LE

Country

ENGLAND, UK

I consent to act as secretary of the company named on page 1

Consent signature



Date

29/7/2000

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

MR

*Honours etc

Forename(s)

WILLIAM TREVOR

Surname

BAGLEY

Previous forename(s)

Previous surname(s)

Address

149, KINGS ROAD WEST

Usual residential address

For a corporation, give the registered or principal office address.

Post town

SWANAGE

County / Region

D

Postcode

BH19 1HW

Country

DORSET

Day Month Year

Date of birth

05 03 1927

Nationality

BRITISH

Business occupation

RETIRED

Other directorships

I consent to act as director of the company named on page 1

Consent signature

W.T. Bagley

Date

29/7/00

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MR	*Honours etc	
* Voluntary details	Forename(s)	STEPHEN WILLIAM		
	Surname	DOUGHTY		
	Previous forename(s)			
	Previous surname(s)			
Address	14 UPPER HALL PARK			
Usual residential address	BERKHAMSTED			
For a corporation, give the registered or principal office address.	Post town			
	County / Region	HERTS	Postcode	HP4 2NW
	Country	UK		
	Day	Month	Year	
Date of birth	1	6	0	6
	1	9	5	7
	Nationality			BRITISH
Business occupation	SMES DEVELOPER MANAGER			
Other directorships	SWANAGE RAILWAY COMPANY LIMITED			
I consent to act as director of the company named on page 1				
Consent signature	S. Doughty			Date 29/7/00

This section must be signed by
Either

an agent on behalf
of all subscribers

Signed

J.T. Morgan

Date

29/10/2000

Or the subscribers

(i.e those who signed
as members on the
memorandum of
association).

Signed

M. B. B. B.

Date

29/07/2000

Signed

J. B.

Date

29/7/2000

Signed

T. B.

Date

29/7/2000

Signed

R. D. McGeer

Date

29/7/2000

Signed

S. Doughty

Date

29/7/2000

Signed

William B. B. B.

Date

29/7/2000

Robert A. Noble

29/7/2000

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

CHFP000

Company name

NAME *Style / Title

*Honours

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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CHFP000

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For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date



Please complete in typescript,
or in bold black capitals.

30(5)(a)

Declaration on application for registration of a company
exempt from the requirement to use the word "limited" or
"cyfyngedig"

Company Name in full

THE SWANAGE RAILWAY TRUST



F030A01T

I,
of

DAVID TREHARNE MORGAN

9 GRAYS INN SQUARE, LONDON WC1R 5JF

a [Solicitor engaged in the formation of the company] ~~person named as~~
~~director or secretary of the company in the statement delivered under~~
~~section 10 of the Companies Act 1985~~† do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

† Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

D.T. Morgan

Declared at

9 GRAYS INN SQUARE, WC1R 5JF

the

Twentieth

day of

November

~~One thousand nine hundred and ninety~~

Two Thousand

● Please print name.

before me ●

HILARY PALMER WRIGHT SON & PEPPER

Signed

[Signature]

Date

20-11-00

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

DAVID T. MORGAN

9 GRAYS INN SQUARE, LONDON WC1R 5JF

Tel (020) 7404 2646

DX number

128

DX exchange

LDE



A50
COMPANIES HOUSE

0616
21/11/00

Form revised March 1995

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for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

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4115126

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL



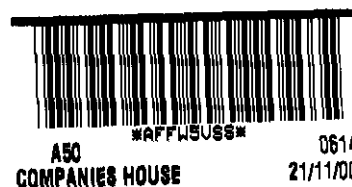
MEMORANDUM OF ASSOCIATION
OF
THE SWANAGE RAILWAY TRUST

111693

1. The name of the Company is The Swanage Railway Trust (hereinafter called "the Trust").
2. The registered office of the Trust will be situated in England.
3. The Trust is established for the purpose of restoring and preserving railway locomotives, carriages, wagons, vehicles and other artefacts of historical interest and buildings connected therewith and in particular but without prejudice to the generality of the foregoing to restore the rail link between Swanage, Corfe Castle and Wareham so as to bring the Isle of Purbeck into rail contact with the rest of the country for the benefit and education of the public and the preserving of books, drawings, records, documents, sound and visual recordings, cinematograph films and photographs relating to such artefacts and vehicles, their history and their development.

And in furtherance of the above objects but not further or otherwise the Trust shall have the following powers:-

- A. To advance public education and in particular to study, compile records on and acquire, restore, preserve and maintain railway lines, locomotives, rolling stock and other items of railway interest, and to provide training and instruction in such activities and in particular but without prejudice to the generality of the foregoing those associated with the Isle of Purbeck, the former London and South Western Railway, other Railways which were in existence in Southern England during and before the year of nineteen hundred and twenty-three, the Southern Railway, and the Southern Region of British Railways, and to enter into such agreements and to take all such steps as may be necessary for these purposes, and to organise, sponsor and support displays and such other shows and events for the provision and stimulation of information, education and interest in such vehicles and other items of railway interest.
- B. To take over the whole of the assets, rights and liabilities of the existing unincorporated Trust known as The Southern Steam Trust and to enter into such agreement and to take all such steps as may be necessary for the purpose.
- C. To manufacture, produce, print, engrave, publish, edit, distribute, buy, sell and deal in newspapers, periodicals, posters, leaflets, books, booklets, maps, guides, calendars, films, film strips, photographs, records, record cards prints, art works and other visual and audio aid material provided that the Trust shall not engage in any activities which are in the nature of permanent trading in raising funds for the said objects.



D. To acquire by gift, devise, purchase, lease, hire or otherwise, any real or personal property, and any estate or interest therein, and any rights or privileges necessary or convenient, or capable of being used or applied for any of the purposes of the Trust, and, subject to such consents as may be required by law, to sell, lease, lend or dispose of, or otherwise deal with all or any part of the same in such manner as may be thought fit with a view to the promotion of the objects of the Trust.

E. To accept any bequest, devise, gift or donation whatsoever (whether of money or of property of any description) towards the objects of the Trust and to apply the same or the proceeds of sale or realisation thereof to the objects of the Trust or to invest the same or such proceeds, and to apply the income arising therefrom, for any of the objects of the Trust.

F. Generally to obtain money for the objects of the Trust in any lawful manner and to invest, apply or deal with in such lawful manner as may be considered most desirable for effecting such objects.

G. To invest any moneys of the Trust not immediately required for its purposes in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

H. Subject to such consents (if any) as may be required by law, to borrow or to raise money and for the purpose of securing any debt or obligation of the Trust to mortgage or charge all or any part of its property and assets, present or future.

I. To aid and co-operate with any charitable association, society or corporation in Great Britain or Northern Ireland having among its objects the preservation of any transport relics or other material or things the preservation of which is included within the objects of the Trust and to liaise and co-operate with any company operating the Swanage to Wareham railway or any part thereof.

J. To subscribe, make donations or loans (provided such loans are made in direct furtherance of its objects or for investment purposes) to any such association society, trust or corporation as aforesaid with a view to obtaining any advantages or benefits for or promoting the objects of the Trust or to amalgamate with any such body having charitable objects similar to those of the Trust.

K. To set up, maintain, manage or to assist in the setting up and maintenance or management of, charitable museums or other premises for the purpose of the preservation and public exhibition of transport relics, books, drawings, records documents, sound and visual recordings, cinematograph films and photographs as aforesaid and to act in any trust for or as trustee of any property devoted to such purposes.

L. To do all such other lawful things or to enter such agreements as may be appropriate or necessary to the attainment or furtherance of the above objects.

PROVIDED THAT:-

- (1) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (2) The objects of the Trust shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
 - (3) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the Council of Management or Governing Body of the Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated.
4. The income and property of the Trust shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit, to members of the Trust and no member of its Council of Management or Governing Body shall be appointed to any office of the Trust paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Trust.

Provided that nothing herein shall prevent any payment in good faith by the Trust

- (a) of reasonable and proper remuneration to any member, officer or servant of the Trust (not being a member of its Council of Management or Governing Body) for any service rendered to the Trust;
- (b) of reasonable professional or other proper charges to any member of its Council of Management or Governing Body being a solicitor accountant or other person engaged in any profession or business for work done by him or his firm for the Trust;

- (c) of interest on money lent by any Member of the Trust (or of its Council of Management or Governing Body) for any service rendered to the Trust;
- (d) of reasonable and proper rent for premises demised or let by any member of the Trust or of its Council of Management or Governing Body;
- (e) to any member of its Council of Management or Governing Body or any other member of reasonable out-of-pocket expenses;
- (f) of fees, remuneration or other benefit in money or money's worth to a company of which a Member of its Council of Management or Governing Body may be a member holding not more than one hundredth part of the capital of such company.

5. The liability of members is limited.

6. Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of debts and liabilities of the Trust 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 contributors among themselves, such amount as may be required not exceeding one pound sterling.

7. If upon winding up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 hereof, such charitable institution or institutions to be determined by the members of the Trust at or before the time of dissolution, or in default thereof by the Secretary of the Heritage Railway Association and if so and so far as effect cannot be given to such provision then to the Transport Trust or some other charitable object.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MARK ROBERT WOOLLEY
95 HIGHER DAVIS ROAD
SWANAGE
DORSET
BH19 2LF

OCCUPATION - BANK OFFICIAL



MICHAEL JOHN HAYNE
297 RINGWOOD RD
POOLE
DORSET BH12 3LH

BANK OFFICIAL



ROBERT DAVID MCGAW
50 FAIRMILE ROAD
CHRISTCHURCH
DORSET BH23 2LL

SHOEFITTER



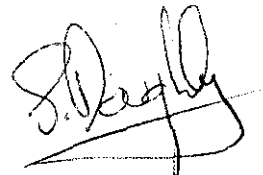
WILLIAM STANLEY TRITE
25 SWAN BROOK MEWS, KINGS RD,
SWANAGE, DORSET BH19 1HR.

DISTRICT COUNCILLOR



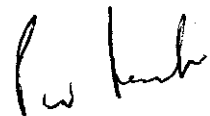
STEPHEN WILLIAM DOUGHTY
14 UPPER HALL PARK
BERKHAMSTED, HERTS, HP4 2ND

BUSINESSMAN



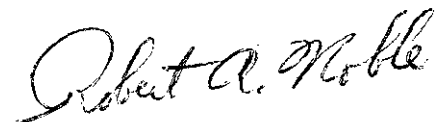
PETER WILLIAM LEHART
52 WALDITCH GARDENS
POOLE DORSET BH17 9ES

CIVIL SERVANT



ROBERT ASH NOBLE
7 SOUTH ROAD
SWANAGE DORSET
BH19 2QR

RETIRED



DATED the 19th day of August 2000

WITNESS to the above Signatures:-



S. PAYNE

(SUSAN PAYNE)

122 KINGS ROAD WEST
SWANAGE BH19 1HS

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF THE SWANAGE RAILWAY TRUST

GENERAL

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column therefore, if not inconsistent with the subject or context:-

WORDS

MEANINGS

The Act	The Companies Act 1985
These presents	The Articles of Association and the regulations of the Trust from time to time in force.
The Trust	"The Swanage Railway Trust"
The Council	The Council of Management for the time being of the Trust, being its directors
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar Month
In Writing	Written, printed or lithographed and other modes of representing or reproducing words in a visible form.
Member	An individual member (including a life member), a corporate member and an honorary life member.

And words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.

Subject as aforesaid, and words or expressions defined in the Act or any statutory modifications thereof in force at the date on which these presents become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The Trust is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

3. The number of members with which the Trust is proposed to be registered is unlimited.

4. The provisions of Section 352 of the Act shall be observed by the Trust and every member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member.

5. The members of the Trust shall be the persons who subscribed to the Memorandum of Association, every person who at the date of incorporation of the Trust is a member of the existing organisation known as "The Southern Steam Trust" and who within twelve months after the incorporation of the Trust deposit at the office a written request to become a member (except Life and Premier Life Members) and such other persons as the Council shall admit to membership.

6. The Trust shall consist of Individual Members, Corporate Members and Family Members (two adults and their children aged under eighteen). Individual Members may be Annual Members, Life Members, Premier Life Members, Junior Members, Student Members or Senior Citizen Members.

7. Any individual who supports the objects of the Trust shall be eligible for admission as a Member, provided he has attained 18 years of age. Any such individual who has not yet attained the age of 18 shall be eligible for Junior Membership, which shall not entitle him to vote at any General Meeting of the Trust but he shall be entitled to attend such meetings.

8. (a) Any body corporate supporting the objects of the Trust shall be eligible for admission as a Corporate Member. A Corporate Member shall be entitled to appoint one representative, and any such representative shall be entitled to exercise on its behalf the same voting and all other rights as an Individual Member and shall by virtue of its appointment as such representative be eligible for election or appointment to any office of the Trust or to membership of the Council.

(b) No firm or other unincorporated Trust may as such become a member of the Trust, but if any firm or other unincorporated association which would, if incorporated, have been eligible for membership, should desire to obtain the advantages of membership it shall nominate one of its members to act as its representative, apply in its name for membership and sign the application form as its representative and exercise the rights of membership on its behalf. Every person so nominated who is admitted to membership shall have the same rights and be subject to the same incidents and liabilities as any other Individual Member, except that if his nomination is revoked by the body nominating him he shall forthwith cease to be a member of the Trust.

9. The Council may also admit individuals who have rendered outstanding service to the Trust to Honorary Membership, and such persons, being duly admitted, shall enjoy all the privileges of membership (including the right to vote) except that they shall not by virtue of their Honorary Membership alone be deemed to be members of the Trust for the purposes of registration within the meaning of Article 3 of these presents or be on the Register of Members of the Trust or be under any liability for the debts and liabilities of the Trust.

10. Every person wishing to join the Trust and eligible for election as a Member must apply in writing and shall deposit along with such application the requisite subscription which shall be returned in the event of non-election by the Council.

11. Members may resign by notice in writing or may be removed by a majority of those present and voting at a duly convened meeting of the Council with reimbursement of membership fees paid being at the discretion of the Council. Provided always that no member shall be removed unless:-

(a) He has conducted himself in a manner which in the judgement of the Council is prejudicial to the interests of the Trust or unfits him for membership of the Trust, or has by any act or conduct made known to the Council that he is no longer supportive of the aims and objects of the Trust as declared in Clause 3 of the Memorandum.

(b) Such member shall have at least 28 days notice in writing of the date of the meeting and of the grounds upon which his removal is sought.

(c) Such member has had an opportunity of stating his case to, and of defending himself before the Council, and

(d) Each member of the Council shall have had at least 28 days notice prior to the meeting that the business of the day will be or include the question of the removal of a member.

Any member who is more than six months in arrears with his membership subscription as and when due shall be deemed to have resigned his membership.

12. The Council may from time to time propose the rates of payment of such sums of money by way of annual subscriptions by members of all classes for the Trust and may from time to time propose such sum the payment of which shall make a person a Life or Premier Life Member of the Trust. After commencing payment of a Life or Premier Life Membership subscription as and when due the Life or Premier Life Member shall be entitled to all the privileges of membership, but shall be subject to all the obligations of membership and otherwise by an ordinary individual member. Provided always that no increase in the rate of annual subscription shall be effectual unless approved by the Trust in general meeting.

GENERAL MEETINGS

13. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except for the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Trust holds its first Annual General meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

14. The Council may whenever they think fit convene an Extraordinary General meeting, specifying the nature of the business to be conducted thereat. In addition and without prejudice to the provisions of Section 368 of the Act as to the requisitioning of meetings, an Extraordinary General Meeting may be convened by a signed requisition of not less than one hundred members or one tenth of the Membership whichever is the less.

15. Twenty-one days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days notice in writing at least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Trust, but with the consent of all Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members think fit.

16. The accidental omission to give notice of a meeting or to send any voting or other ballot paper or other document to, or the non-receipt of such notice, voting or ballot paper or other document by, any person entitled to receive such notice, voting or ballot paper or other document, shall not invalidate any resolution passed, or proceeding held, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

18. No business shall be transacted at any General Meeting unless a quorum is

present when the meeting proceeds to business. Save as herein otherwise provided one hundred members or one-tenth (or the number nearest thereto) of the total membership of the Trust (whichever shall be the lesser number) present in person shall be a quorum.

19. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not 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, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

20. The Chairman or in his absence the Deputy Chairman of the Council shall occupy the Chair at General Meetings. If neither is present or if at any meeting neither is present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the Chair, they shall choose some member of the Trust who shall be present to preside.

21. The Chairman of a General Meeting at which a quorum is present may (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 have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

22. 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 upon the declaration of the result of the show of hands, demanded by the Chairman of the Meeting or by at least ten members present in person or by proxy, or by a 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, and unless a poll be so demanded a declaration by the Chairman of the meeting 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 Minute Book of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

23. Subject as hereinafter provided, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

26. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

27. Subject to Article 7 above and as hereinafter provided, every member shall have one vote. A Corporate Member shall have one vote which shall be exercisable by its representative. Voting rights of Family Members may not exceed two adults.

28. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Trust in respect of his membership shall be entitled to vote on any question either personally, through its representative, or by proxy at General Meeting.

29. Votes may be given on a poll either personally, by post or by proxy. A member present only by proxy may vote on a show of hands. A Corporate Member may vote by its duly authorised representative as provided by Section 375 of the Act or by proxy. A proxy need not be a member.

30. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf. In the case of a representative of a Corporate Member, any proxy shall be appointed by the member itself or its attorney and not by the representative.

31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the registered office of the Trust not less than forty-eight hours before the time appointed 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. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

32. 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 the death, insanity or revocation as aforesaid shall have been received at the registered office of the Trust before the commencement of the meeting or adjourned meeting at which the proxy is used.

33. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-
- "I
of
a member of
hereby appoint
of
and failing him,
of
to vote for me and on my behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting of the Trust to be held on the day
of and at every adjournment thereof.

As witness my hand this day of 20 ."

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

BALLOT PROCEDURE

34. In addition to a poll being conducted by ballot as directed by the Chairman in accordance with Articles 22 and 23 hereof, Members may be balloted on any proposal to be put to a General Meeting, if the Council so resolves.

35. Where a poll is taken by ballot, one ballot paper shall be sent to each member entitled to vote including corporate members and ballot papers shall be despatched not less than twenty one days before the Meeting at which such proposal is to be decided.

36. Properly completed ballot papers received at the Registered Office of the Trust or such other place as may be determined by the Council not later than forty-eight hours before the time fixed for the Meeting at which the result is to be declared shall alone be taken into account.

COUNCIL OF MANAGEMENT

37. The number of the elected members of the Council shall not be less than 6 nor more than 16. The Council may appoint up to four additional persons who shall not necessarily be Members of the Trust. The first members of the Council shall be those members of the Council of the existing unincorporated Trust known as The Southern Steam Trust. At the first General Meeting all the members of Council shall retire from office, and at every subsequent Annual General Meeting one half of the Council who are subject to retire by rotation, or if their number is not two or a multiple of two, the

larger number nearest to one half, shall retire from office; but, if there is only one who is subject to retirement by rotation, he shall retire.

38. Subject to the provisions of the Act, the members of the Council to retire by rotation shall be those who had been longest in office since their last appointment or reappointment but as between persons who became or were last reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

39. If the Trust, at the meeting at which a member of Council retires by rotation, does not fill the vacancy the retiring member shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for his reappointment is put to the meeting and lost.

40. No person other than a member of Council retiring by rotation shall be appointed or reappointed at any General Meeting unless not less than fifty six nor more than one hundred and fifty days before the date appointed for the meeting, notice executed by two members qualified to vote at the meeting has been given to the Trust of the intention to propose and second that person for appointment or reappointment stating the particulars which would if he were so appointed or reappointed be required to be included in the Trust register of directors together with notice executed by that person of his willingness to be appointed or reappointed.

41. Not less than fourteen clear days before the date appointed for holding a General Meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who has been nominated and seconded for election or re-election to the Council. The notice shall give the particulars of that person which would, if he were to be so appointed or reappointed, be required to be included in the Trust's register of directors.

42. Subject as aforesaid, the Trust may by ordinary resolution appoint a person who is willing to act to be a member of Council to fill a vacancy.

43. The Council may from time to time and at any time appoint any member of the Trust or representative of a Corporate Member as a member of the Council either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the following Annual General Meeting. Any member so appointed shall be eligible for re-election.

44. Section 293 of the Act shall be read as if the age therein mentioned was eighty-five and therefore, no person shall be appointed a member of the Council of the Trust who has attained the age of eighty-five, and a Council Member shall vacate his office at the next Annual General Meeting after he attains the age of eighty-five, and in respect of such vacation of office no provision contained in these Articles for automatic re-appointment of retiring Council Members in default of other appointment shall apply but any such vacancy may be filled as a casual vacancy. Provided always that a person

may be appointed a Council Member at any age and a Council Member may continue in office after attaining any age and shall not be required to retire upon attaining the age of eighty-five as aforesaid, if his appointment or continuance as a Council Member is approved by the Trust in General Meeting and special notice has been given of the resolution appointing him or approving his appointment and such notice to the Trust and by the Trust to its members has stated the age of the person to whom it applies.

POWERS OF THE COUNCIL

45. The business of the Trust shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation establishment and registration of the Trust as they think fit, and may exercise all such power of the Trust, and do on behalf of the Trust by all such acts as may be exercised and done by the Trust in General Meeting, subject nevertheless to such limitations as may be fixed by a Special Resolution of the members voting at a General Meeting, to any regulations of these presents, and to the provisions of the statutes for the time being in force and affecting the Trust.

46. Without prejudice to other powers given by these Articles the Council may exercise all powers of the Trust to borrow money, and to mortgage or charge its undertaking and property or any part thereof, to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Trust, subject to Clause 3H of the Memorandum of Trust.

47. The Council shall have the power from time to time to adopt and make alter or revoke rules for the regulation of the Trust and otherwise for the furtherance of the purposes for which the Trust is established, provided that no alteration shall be made to Clause 3 (Objects) Clause 7 (Dissolution) or this Article until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained, and no alteration shall be made which would have the effect of causing the Trust to cease to be a charity in law. All such rules for the time being in force shall be binding upon all members until the same shall cease to have effect as hereinbefore provided or shall be varied or set aside by a special resolution of the Trust.

48. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Trust filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

49. Subject to Section 10 of the Companies Consolidation Act 1985, the Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions with the provisions of Clause 4 of the Memorandum of Trust as they may think fit, and any Secretary so appointed may be removed by them. The

provisions of Sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the Secretary should there be no Secretary or no Secretary capable of acting. The Secretary if not in receipt of remuneration shall be ex-officio a member of the Council.

TREASURER

50. The Council may from time to time appoint a Treasurer or Honorary Treasurer, determine his powers and duties, fix his salary, if any, and at their discretion remove or suspend him from office. The Treasurer or Honorary Treasurer if not in receipt of remuneration shall be ex-officio a member of the Council.

51. The Council may also at any time appoint a temporary substitute for the Treasurer, who shall for the purpose of these Articles be deemed to be the Treasurer.

52. All monies payable to the Trust shall be received by the Treasurer or such other officers of the Trust or such Bank as the Council shall appoint to receive the same. The receipt of the Treasurer or such other officer or Banker shall be a sufficient discharge.

BANKERS

53. All bank accounts shall be kept in the name of the Trust. At such Bank or Banks as the Council shall from time to time appoint, and cheques shall only be drawn, signed and endorsed in such manner as the Council shall from time to time direct.

THE SEAL

54. The Seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the Seal shall be affixed in their presence, and in favour of any purchaser or person at the time dealing with the Trust such signature shall be conclusive evidence of the fact that the Seal has been properly affixed. A Register shall be kept of such dealings.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

55. The office of a member of the Council shall be vacated:-

- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (b) If he becomes of unsound mind.
- (c) If he ceases to be a Member of the Trust or a representative of a

Corporate Member of the Trust.

- (d) If by notice in writing to the Trust he resigns his office.
- (e) If he becomes prohibited from holding office by reason of any order made under the Act.
- (f) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.
- (g) If he shall not attend any of the six consecutive meetings of the Council he shall, unless the Council otherwise determines be deemed to have retired as a member of the Council and shall not be eligible to serve as a member of the Council for one year after such retirement.

ROTATION OF MEMBERS OF THE COUNCIL

56. At the time of the Second Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, such members of the Council for the time being who shall have held office since their election at the Annual General Meeting held two years previously shall retire from office together with those members appointed by the Council since the preceding Annual General Meeting. A retiring member of Council shall be eligible for re-election. A member of the Council who shall be due to retire shall retain office until the close or adjournment of the Annual General Meeting.

57. The Trust shall give notice to all members not less than 90 days before the proposed date for the next Annual General Meeting of the Trust of those Council Members who shall retire at such meeting. The notice shall state a date by which the next Annual General Meeting of the Trust shall be held and that nominations for the Council shall be received by the Council at least fifty-six days before that date.

58. All Members of the Trust, except Junior Members, shall be eligible for election to membership of the Council at any General meeting, provided that within the prescribed time before the day appointed for the meeting there shall have been given to the Trust Secretary notice in writing by two members duly qualified to be present and vote at the meeting for which such notice is given, of their intention to propose and second such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected.

59. The Trust may from time to time in General Meeting increase or reduce the number of members of the Council and determine to what rotation such increased or reduced number shall go out of office and may make the appointment necessary for effecting any such increase.

60. In addition and without prejudice to the provisions of Section 303 of the Act, the Trust may by Special Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another

qualified member in his stead; but any person so appointed shall retain his office so long as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

61. The Council shall meet together at least four times a year 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 which shall not be less than six. Matters for resolution 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. At least seven days notice of every Council Meeting must be given to each Council Member.

62. On the request of four members of the Council the Secretary shall, at any time summon a meeting of the Council, within twenty-one days of such application being received by written notice served upon the several members of the Council. At least fourteen days written notice of such meeting shall be given to every member of the Council with details of the business to be considered thereat.

63. The Council shall from time to time elect a Chairman and a Deputy Chairman. The Chairman shall preside at all meetings of the Council at which he is present, and the Deputy Chairman shall preside in the Chairman's absence. The Council shall determine for what period they are to hold office. If at any meeting the Chairman or Deputy Chairman are not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council shall choose one of their number to act as temporary Chairman until the Chairman or Deputy Chairman arrives.

64. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Council generally.

65. The Council may delegate any of their powers except under Article 11 to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. All acts and proceedings of such committees shall be reported back to the Council as soon as possible.

66. All acts bona fide done by the meeting of the Council or of any committee of the Council or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member 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 or had

duly continued in office and was qualified to be a member of the Council.

67. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

68. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

69. A member of the Council shall not vote in respect of any contract with the Trust in which he has a direct or indirect interest, whether pecuniary or otherwise or on any matter arising therefrom.

ACCOUNTS

70. The Council shall cause accounting records to be kept in accordance with Section 221 of the Act.

71. The accounting records shall be kept at the office, or, subject to Section 222 of the Act at such other place or places as the Council shall think fit, and shall be open to the inspection of the Members of the Trust at all reasonable times.

72. The Trust in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than members of the Council, of the accounts and books of the Trust, or any of them, and subject to such restrictions the accounts and books of the Trust shall be open to the inspection of such members at all reasonable times during business hours.

73. At the Annual General Meeting in every year the Council shall lay before the Trust a proper profit and loss account for the period since the last preceding account made up to a date not more than ten months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting subject nevertheless to the provisions of Section 240 of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 236 of the Act.

AUDIT

74. Once at least in every calendar year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

75. Auditors shall be appointed and their duties regulated in accordance with Sections 221-3, 235 and 384-92 of the Act the members of the Council being treated as the Directors mentioned in those Sections.

NOTICES

76. A notice shall be served by the Trust upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

77. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Trust.

78. Any notice, if served by post, shall be deemed to have been served three days after the date on which the letter containing the same is put into the post, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

79. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.

80. Subject to the provisions of Section 310 of the Act, these Articles, and of the Memorandum of Association, every member of the Council, Auditor, Secretary or other officer of the Trust shall be entitled to be indemnified by the Trust against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MARK ROBERT WOOLLEY
95 HIGHER DAKS ROAD
SWANAGE
DORSET BH19 2LF

OCCUPATION - BANK OFFICIAL

[Signature]

MICHAEL JOHN HAYNE
207 RIMWOOD RD
POOLE

BANK OFFICIAL

[Signature]

DORSET BH12 3LH
ROBERT DAVID MCCALL
50 FAIRMILE ROAD
CH RISTCHURCH
DORSET BH17 2LL

SHOPFITTER

[Signature]

WILLIAM STANLEY TRITE,
25 SWANBROOK MEWS,
KINGS RD, SWANAGE, DORSET BH19 1HR

DISTRICT COUNCILLOR

[Signature]

STEPHEN WILLIAM DEIGHTY
14 UPPER HALL PARK
BERKHAMSTED, HERTS, HP4 2NU

BUSINESSMAN

[Signature]

PETER WILLIAM RENAUT
52 WALDITCH GARDENS
POOLE
DORSET
BH17 9ES

CIVIL SERVANT

[Signature]

ROBERT A. NOBLE
7 SOUTH ROAD
SWANAGE DORSET
BH19 2QR

RETIRED

[Signature]

DATED the 19 day of August 2000
WITNESS to the above Signatures: *[Signature]*

S. PAYNE
(SUSAN PAYNE)

122 KINGS ROAD WEST
SWANAGE BH19 1HS