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SVR Rolling Stock Trust Company Limited.

Registered Office The Railway Station, Bewdley, Worcs DY12 1BG
Registered in England No 4341280 Registered Charity No 1092723
(Limited by Guarantee)

EXTRAORDINARY GENERAL MEETING



RC2

15/06/2012

#2

COMPANIES HOUSE

FRIDAY

At an Extraordinary General Meeting ("the Meeting") of SVR Rolling Stock Trust Company Limited ("the Company") held at The Valley Suite, Kidderminster Town Railway Stations on 4th May 2012 at 7 30pm the following resolutions were duly passed as Special Resolutions of the Company

- 1 That the name of the Company be and it is hereby changed to 'Severn Valley Railway Chantable Trust Limited'
- 2 That the Company's Objects as set out at Clause 3 of the Memorandum of Association be and they are hereby amended as follows
 - 1 by the insertion in sub-clause 3(a) after the word "maintenance" of the following
"lending out"
 - 2 at the end of sub-clause 3 (a) of the following
"station buildings and other associated railway buildings, tracks, lines, signalling equipment and other associated infrastructure "
 - 3 by the insertion at the end of sub-clause 3 (b) of the following
"including without limitation locomotives, coaches, wagons, track, lines, signalling equipment and all manner of artefacts related to the foregoing "
 - 4 by the insertion at the end of sub-clause 4 (d) of the following
"station buildings and other associated railway buildings, tracks, lines, signalling equipment and other associated infrastructure "
 - 5 by insertion as sub-clauses 4(j) and 4(k) of the following
"(j) to provide indemnity insurance for the directors of the Charity in accordance with and subject to the conditions in section 73F of the Charities Act 1993

(k) to make grants "

- 6 by the insertion in line 6 of clause 8 of the Memorandum of Association of the
- 6 by the insertion in line 6 of clause 8 of the Memorandum of Association of the following after the word "above"

"or applied directly for the objects of the Charity or transferred to any charity or charities for use for the particular purposes that fall within the objects of the Charity"

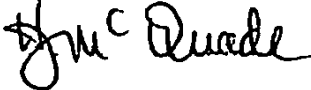
- 7. That clauses 3,4,5,6,7 and 8 of the memorandum of association as amended by the foregoing resolutions shall be included in the Articles of Association of the Company as Articles 1A, 1B, 1C, 1D, 1E and 1F respectively and references in the body of clauses 3,4,5,6,7 and 8 to such clause numbers shall be amended to reflect their amended article numbers in the Articles of Association

- 3 That the Articles of Association be and are hereby amended as follows

- a by the deletion of Article 25 of the Articles of Association and the insertion in its place of the following
"25 There shall be a maximum of nine trustees unless otherwise determined by ordinary resolution of the members of the Charity Of the nine trustees, three shall be ex officio the chairman from time to time of each of Severn Valley Railway (Holdings) plc, Severn Valley Railway Company Limited and Severn Valley Railway Association or if any such chairman does not wish to act as a trustee, such other person nominated by such chairman to act as trustee Such a trustee (whether a chairman or his nominee) shall be referred to as an "ex officio trustee" Any person nominated by a chairman to act as trustee may from time to time be removed and replaced by his appointor Up to six trustees shall be elected as provided subsequently in these Articles ("the elected trustees") "
- b by the deletion in Article 29 of the word "quarter" and the insertion in its place of the word "third"
- c by the insertion at the end of Article 31 of the following
"or unless the trustee has already served a term of 6 or more years as a trustee and the trustees have not resolved that he should be re-elected"
- d by the deletion in line 1 of Article 32(2) of the words "in the case of elected members"
- e by the insertion at the end of Article 33(2) after the words "Article 38" of the following
"or
(3) if he has already served a term of 6 years or more as a trustee of the Charity unless the trustees have resolved that he may be appointed as a trustee for a further term or he is an ex officio trustee "

- f the deletion in lines 1 and 2 of Article 40 of the Articles of Association of the words " clause 5 of the memorandum " and the insertion in their place of the words " clause 5 of the memorandum " and the insertion in their place of the words" article 1C of the Articles of Association"
- g by the deletion in line 1 of Article 41 of the Articles of Association of the words " clause 5 of the memorandum " and the insertion in their place of the words" article 1C of the Articles of Association"

Certified a true copy



Chairman and Director

SVR Rolling Stock Trust Company Limited

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4TH MAY 2012