

FILE COPY



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

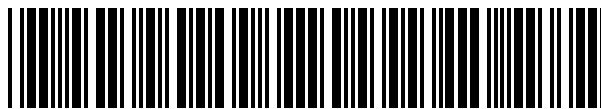
Company Number **14975813**

The Registrar of Companies for England and Wales, hereby certifies that

COTSWOLD MAINLINE DIESEL GROUP LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **3rd July 2023**



N14975813P



Companies House



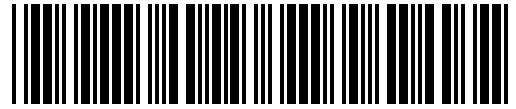
**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **29/06/2023**

XC607AGJ

Company Name in full:

COTSWOLD MAINLINE DIESEL GROUP LIMITED

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**14 ACORN WAY
HARDWICKE
GLOUCESTER
ENGLAND GL2 4AY**

Sic Codes:

91020

Proposed Officers

Company Secretary ***1***

Type: **Person**

Full Forename(s): **MR NEAL**

Surname: **WHITEHEAD**

Former Names:

Service Address: **19 BULRUSH CLOSE**
 ST. MELLONS
 CARDIFF
 WALES CF3 0AZ

The subscribers confirm that the person named has consented to act as a secretary.

Company Director *1*

Type:	Person
Full Forename(s):	MR SIMON DANIEL
Surname:	TOWNSEND
Former Names:	
Service Address:	recorded as Company's registered office
Country/State Usually Resident:	ENGLAND

Date of Birth: ****/04/1982** *Nationality:* **BRITISH**
Occupation: **ADMINISTRATOR**

The subscribers confirm that the person named has consented to act as a director.

Company Director 2

Type:	Person
Full Forename(s):	MR PAUL JAMES
Surname:	FULLER
Former Names:	
Service Address:	131 DONNINGTON CLOSE REDDITCH ENGLAND B98 8QF
Country/State Usually Resident:	ENGLAND

Date of Birth: ****/07/1983** *Nationality:* **BRITISH**
Occupation: **ADMINISTRATOR**

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	3
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	0.03
<i>Prescribed particulars</i>			

FULL RIGHTS REGARDING VOTING, PAYMENT OF DIVIDENDS AND DISTRIBUTIONS

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	3
		<i>Total aggregate nominal value:</i>	0.03
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **SIMON TOWNSEND**

Address **14 ACORN WAY
HARDWICKE
GLOUCESTER
ENGLAND
GL2 4AY**

Class of Shares: **ORDINARY**

Number of shares: **1**
Currency: **GBP**
Nominal value of each share: **0.01**
Amount unpaid: **0**
Amount paid: **0.01**

Name: **PAUL FULLER**

Address **131 DONNINGTON CLOSE
REDDITCH
ENGLAND
B98 8QF**

Class of Shares: **ORDINARY**

Number of shares: **1**
Currency: **GBP**
Nominal value of each share: **0.01**
Amount unpaid: **0**
Amount paid: **0.01**

Name: **NEAL WHITEHEAD**

Address **19 BULRUSH CLOSE
ST. MELLONS
CARDIFF
WALES
CF3 0AZ**

Class of Shares: **ORDINARY**

Number of shares: **1**
Currency: **GBP**
Nominal value of each share: **0.01**
Amount unpaid: **0**
Amount paid: **0.01**

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **MR SIMON DANIEL TOWNSEND**

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/04/1982** *Nationality:* **BRITISH**

Service address recorded as Company's registered office

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.
<i>Nature of control</i>	The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Individual Person with Significant Control details

Names: **MR NEAL WHITEHEAD**

Country/State Usually Resident: **WALES**

Date of Birth: ****/03/1974** *Nationality:* **BRITISH**

Service Address: **19 BULRUSH CLOSE
ST. MELLONS
CARDIFF
WALES
CF3 0AZ**

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.

Individual Person with Significant Control details

Names: **MR PAUL JAMES FULLER**

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/07/1983** *Nationality:* **BRITISH**

Service Address: **131 DONNINGTON CLOSE
REDDITCH
ENGLAND
B98 8QF**

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.
<i>Nature of control</i>	The person holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.
<i>Nature of control</i>	The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Name: **SIMON TOWNSEND**
Authenticated **YES**
Name: **PAUL FULLER**
Authenticated **YES**
Name: **NEAL WHITEHEAD**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

COMPANY HAVING A SHARE CAPITAL

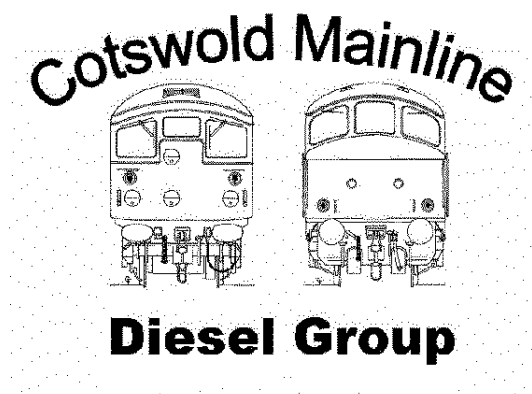
Memorandum of Association of

COTSWOLD MAINLINE DIESEL GROUP LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber	Authentication
SIMON TOWNSEND	Authenticated Electronically
PAUL FULLER	Authenticated Electronically
NEAL WHITEHEAD	Authenticated Electronically

Dated: 29/06/2023



Constitution of the Cotswold Mainline Diesel Group

1. Title

- a) The organisation registered as 'Cotswold Mainline Diesel Group Ltd' is a Private Limited Company and shall be known as the "Cotswold Mainline Diesel Group". It will be referred to as the "Group" throughout the text.
- b) The governing instrument of the Group shall be the Constitution, which shall be binding on all shareholders. The decision making body of the Group shall be the AGM of its shareholders with the following exceptions:
 - i) The vote of members.
 - ii) The day-to-day running of the Group which shall be done by the committee.
 - iii) An Extraordinary General Meeting (EGM).

2. Object

- a) The objectives of the Group shall be to preserve, restore, exhibit and operate diesel locomotives in their ownership. These are currently BR Class 26 No.26043 and BR Class 45/1 No.45149.
- b) The Group may, in furtherance of the above objectives, own tools, spare components and other railway or road vehicles. The Group may enter into agreements to provide one or more places for the locomotives, tools, components, railway or road vehicles to be kept and used by members.

3. Membership (shareholders)

- a) Membership of the Group is open to any person who is in sympathy with its aims and will abide by its constitution. Membership is by means of shares, and all persons who have purchased a share in the Group will be given membership of the Group. If a shareholder sells all of their shares in the Group (see clause f) then their membership of the Group will be terminated. Applications for shares must be made on the appropriate form from the Secretary or from the website. The committee reserves the right to reject any application for share purchase.
- b) Potential shareholders must purchase a minimum of one share of £250 value to gain membership of the Group. Shares can be purchased by lump sum or by Direct Debit. All sums of £250 received will be converted to shares, with each £250 being directed to the chosen locomotive fund and converted to a £0.01p share in the Company. A minimum of £5 per month by Direct Debit must be made or if you are a working volunteer, you can convert any purchases made at your expense into shares to the value of those purchases.
- c) Although there is no upper limit on the number of shares one person may

purchase, only the first six count as voting shares at Group meetings. See section 6 for details on the use of shares at meetings.

- d) You cannot be a member without holding shares, or being in the process of purchasing a share, unless made an Honorary Member. Shareholders will hereinafter be referred to as 'members'.
- e) Members whose contributions do not make a full share and whose Direct Debits have ceased will receive correspondence from the Group for one year after their last contribution. Their membership will then be deemed to have lapsed, and following notification to that effect, they will cease to receive information from the Group. All sums received from lapsed members will be assumed to be donations and will be used for the restoration of Group locomotives.
- f) Although shares are not refundable by the Group, they may be sold to other members, and the Secretary of the Group notified of the change of ownership.
- g) In the event of the death of a member, any shares held will be deemed to hold no value, unless a request to transfer ownership is bequeathed by the holder of the shares.
- f) Members must NOT conduct any activities using the Group's name or logo without the written consent of the committee. Failure to do so may lead to disciplinary action.
- g) The Group will keep members details on computerised database. The details held about a member will be available to that member upon request.

4. Honorary Membership

- a) Honorary membership may be bestowed upon any person in recognition of outstanding service to the Group. Honorary members do not pay a fee, but are encouraged to play an active part in the Group's activities. Honorary members have no voting rights. Candidates for Honorary membership must have the full support of the committee at a meeting to discuss their becoming an Honorary member.

5. Resignation

- a) Any member wishing to relinquish membership of the Group may do so by submitting a letter of resignation to the Secretary.
- b) A member will be deemed to have resigned if their subscription is allowed to lapse as in 3(e).

6. Shareholder rights

- a) All members who own at least one share will be entitled to attend and vote at general meetings of the Group. Whenever practical the committee will invite members to vote on important issues. In these normal voting procedures, each member will have one vote regardless of shareholdings in the Group. If a contentious issue arises members can demand a vote using all voting shares (up to six votes per shareholder depending on their shareholding in the Group) by gaining the support of 51% of people present at the meeting. In this case a paper vote will take place. See section 11.

7. Income And Accounts

- a) All monies paid to the Group shall be deemed to be the property of the Group and may be used at the discretion of the committee in accordance with the constitution.
- b) A full financial record shall be kept by the committee.
- c) All expenditure must be sanctioned by the committee.
- d) The financial year of the Group is from 1st January to the following 31st December. The Treasurer of all monies received and expended by the Group will keep records and provide feedback to general meetings.
- e) The Group will make full use of electronic banking methods with any one of three 'authorised persons' having authority to provide instructions for withdrawals to the bank. The three 'authorised persons' being the Treasurer, Chairman and Secretary. In practice all instructions for withdrawals to the bank would normally be provided by the Treasurer but having two other 'authorised persons' as alternatives gives flexibility if the Treasurer is not available.

8. Property

- a) The committee will maintain an accurate record of the Group's property, holdings and the location of such, making it available for inspection should this be required.

9. Management Committee

- a) A Management Committee consisting of elected officers, who must be members of the Group, will be responsible for the conduct of the affairs of the Group. The committee shall consist of the following;
CHAIRMAN (O), SECRETARY (E), TREASURER (E) AND ORDINARY COMMITTEE MEMBER (O).
- b) Election of the officers comprising the Management Committee shall take place at the AGM of the Group. Positions will be held for two years and shall be voted on, in alternative years, signified with the (O) for odd numbered years and (E) for even numbered years as indicated in the list of officers above. Each officer wishing to be re-elected shall be automatically nominated for re-election.
- c) Any member wishing to stand for election to the committee shall inform the Secretary at least 14 days prior to the AGM.
- d) Should any officer relinquish their post between AGMs, the committee shall have the right to fill any such vacancy.
- e) Should any post remain unfilled, the other committee members shall have joint responsibility for the duties of that post. A committee member may hold more than one post if necessary, although they will only be entitled to one vote at committee meetings.
- f) Any committee member who fails to carry out their duties in a satisfactory manner or whose conduct is unsatisfactory, may be expelled from office by a majority vote of the committee.
- g) Only members with at least one £250 share are eligible for election to the committee.

10. Annual General Meeting

- a) A General Meeting of Group members shall be held annually at a time and place decided by the committee.
- b) All members resident in the U.K. will receive at least 21 days notice of such a meeting and all members will be entitled to vote at the AGM.

- c) The following business shall be conducted at the AGM;
 - i) The election of the committee
 - ii) The reports of the Group officers
 - iii) Matters for the consideration of members, from the committee
 - iv) Proposals submitted in writing to the Secretary at least 14 days before the AGM from members.
 - v) Any other business.
- d) Should there be more than one applicant for a committee post, a ballot will be held and the applicant who receives over 50% of the votes will be considered elected. Should no applicant receive over 50% of votes, the applicant who received least votes shall be eliminated and another ballot held.

10. Extraordinary General Meeting (EGM)

- a) An EGM can be convened at any time upon the instructions of the committee, or within one calendar month of receipt by the secretary of a request in writing, signed by 51% of the Group's members, stating the full and specific reasons for such a meeting.
- b) The costs of calling such a meeting will be borne in full by those requesting the meeting. Notice of the meeting will be sent to all registered shareholders at least 21 days before the date.
- c) An EGM will only consider the business for which it was convened.

11. Voting

- a) At General Meetings a two thirds majority show of hands will be sufficient to pass a motion. If not attained, a paper vote of members present will be undertaken, two tellers will be appointed from the body of the meeting and the result of the voting declared by the Chairman. A two thirds majority of the votes cast must be in favour of the motion before it can be passed.
- b) If a contentious issue arises members can demand a vote using all voting shares (up to six votes per member depending on their shareholding in the group) by gaining the support of 51% of people present at the meeting.
- c) Any member that is unable to attend a General Meeting may authorise any other member to vote on their behalf. This signed authority must be passed to the Secretary prior to commencement of the meeting.
- d) At committee meetings the Chairman will have the casting vote in the case of a tie.

12. Referenda

- a) The committee of the Group shall call a referendum of all members if:
 - i) At an AGM or EGM, a vote to dissolve the Group is indecisive and the members present consider a referendum necessary.
 - ii) At an AGM or EGM, a vote to amend the constitution is indecisive and the members present consider a referendum necessary.
 - iii) At an AGM or EGM, a motion is passed (or rejected) which the committee considers to be potentially damaging to its interests if implemented (or not implemented).
 - iv) The committee considers that all the members should decide a particular issue, for example, the livery of a locomotive upon restoration.
- b) Members will be entitled to one vote irrespective of their shareholding in the group. A simple majority will be required for the motion to be passed.

13. Correspondence

- a) All written correspondence should be sent to the Chairman's address. If a written reply is required, it must be accompanied by stamped addressed envelope.

14. Change of address

- a) Any permanent change of address should be notified to the Secretary.

15. Liability

- a) Neither the Group nor its officials can be held responsible for any loss or injury sustained by a member or any other individual participating in any of the Group's activities.
- b) No Group member shall undertake any work on the property of the Gloucestershire Warwickshire Steam Railway plc (our host railway) unless they are holders of, and are carrying, a valid work permit. A permit is only valid while the holder remains a member of the Gloucestershire Warwickshire Railway Limited.
- c) It is therefore necessary that any Group member working as a volunteer on the Group's locomotives becomes a member of the Gloucestershire Warwickshire Railway Limited and requests a work permit via the head of the diesel department.
- d) Specialist contractors may be employed to perform work, for example welding, by the Group. they are not subject to this clause, but must be covered by their own public liability insurance.

16. Misuse of the Group name

- a) Shareholders must not use the name of the Group in any communication with any railway, company, authority or person without the prior written consent of the committee. See section 20 for further clarification.
- b) Members must NOT conduct any activities using the Group's name or logo without the written consent of the committee. Failure to do so may lead to disciplinary action.

17. Behaviour and Discipline

- a) When participating in activities organised by the Group members are expected to act with a degree of responsibility, and in line with the rules and regulations of the host railway and their disciplinary code, to which they are liable.
- b) In the event of a complaint being lodged with the committee regarding the conduct of any member, the individual may be required to explain their behaviour and may be subject to disciplinary action either by the Group or the host railway.
- c) The committee as laid down in this constitution will deal with any breach of Group rules. The individual(s) concerned will be required to explain their actions either in person or in writing.
- d) If the committee deems the actions to have been gross misconduct, the individual(s) concerned may be expelled from the group and all rights withdrawn. In terms of this constitution gross misconduct is defined as (1) Theft or misappropriation of group assets, or, (2) Bringing the Group's name into disrepute.

18. Disputes

- a) **External:** If a dispute arises between the Group and the host railway, a member of the public, or a company then it shall be settled by arbitration either at an EGM or by the services of an independent arbitrator.
- b) **Internal:** In the event of a dispute between members, individuals should in the first instance bring the matter to the attention of the elected committee in the hope that it can be resolved by mutual agreement. If this proves not to be possible then the committee may decide that the matter should go before the next General Meeting of the Group. The committee shall decide upon any appropriate action and shall inform the individuals concerned within seven days.
- c) If after following this process the dispute still cannot be resolved, either the committee or the other parties involved may refer the matter to the host railway if appropriate.

19. Constitutional Amendments

- a) The constitution shall only be amended at the AGM or an EGM. Any alteration shall require the assent of at least two thirds of those voting. A vote may be called should the committee think it necessary, depending on the resolution.

19. Locomotive beyond economic repair

- a) If a locomotive is deemed to be beyond economic repair by the committee, that is to need repairs that the Group have no funds to cover and have no prospect of raising, then Clause 19 (b) will be invoked.
- b) A communication will be sent to all shareholders with an interest in the loco in question to inform them of the situation and asking for comments. The intention would be to sell the loco either entirely to a person or organisation able to restore it or as parts to another group. When the committee has reached a recommendation, the shareholders will be informed and an EGM convened under Section 10 of the constitution.
- c) Any funds raised from a loco disposal will be used by the Group to keep any other Group loco running.

20. Dissolution

- a) The Group may be dissolved at any time by a resolution supported by not less than two thirds of those present and voting at an AGM or EGM of which at least 21 days notice has been given to all shareholders. Such a resolution, may give instructions for the disposal of any assets held by, or in the name of, the Group provided that any property that remains after all debts and liabilities have been settled shall not be distributed amongst Group members, but shall be given or transferred to another group or Society with aims similar to that of the Group. A vote may be called to confirm the dissolution resolution if carried.

20. General Rules

- a) The Group and its members will abide by the working agreement with the host railway.

- b) Working volunteers will ensure that the health and safety of themselves and their workmates is their top priority.
- c) Any publication produced by the Group and bearing the Group name and/or logo are Group copyright and cannot be sold or reproduced in any form in whole or part without the prior written consent of the committee. Comments made in any of the Group's publications, including the web site and various web forums do not reflect the Group's opinions or policy unless stated as such and should not be regarded as such.
- d) The committee can invite any person to attend group meetings under the auspices of visitor status. Such persons have no voting rights.
- e) All members must conduct themselves in a manner becoming the Group at all times when on Group business.
- f) Members must NOT conduct any activities using the Group's name or logo without the written consent of the committee. Failure to do so may lead to disciplinary action.
- g) A fully updated copy of the rules and constitution (including any amendments) shall be kept by the Secretary, and a copy made available to members on request.
- h) Limitations of expenditure by working volunteers on the loco's to be capped at £75, anything above this amount must be authorised by the relevant loco co-ordinator and a member of the committee, Chairman, Secretary or Treasurer. The authorisation must always be by two people if the loco co-ordinator is also a committee member in the capacity of Chairman, Secretary or Treasurer.
- i) The reclaiming of expenditure must be claimed within six months of the said expense.

21. Amendments to the rules

- a) No alterations to the constitution shall be made except in the following manner:
- b) Notice of a new or amended rule shall be given to the secretary no later than six weeks prior to the next AGM or if requested EGM.
- c) At the general meeting, which must be properly constituted, two thirds of the votes cast must be in favour of the proposal before any change can be made. The committee will call a referendum if...
 - i) There is only a simple majority in favour of the proposal and a further vote at the meeting deems one necessary.
 - ii) The committee considers it advisable

Signed on behalf of the Cotswold Mainline Diesel Group:

ST

NW

Simon Townsend
Chairman
June 2023

Neal Whitehead
Secretary
June 2023

Appendix A:

Record of amendments