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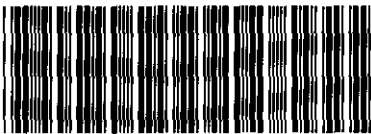
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5011634

The Registrar of Companies for England and Wales hereby certifies that
THE RAILWAY DEVELOPMENT SOCIETY LIMITED

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 9th January 2004



N050116347



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

5011634

12

Declaration on application for registration

Company Name in full

THE RAILWAY DEVELOPMENT SOCIETY
LIMITED

I,

PETER REGINALD LAWRENCE

of

3 HEMSTON ROAD NORWICH NR6 5EB

† 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

[Signature]

Declared at

35/37 Exchange St Norwich Norfolk

Day Month Year

On

07 01 2004

• Please print name.

before me •

CHRISTOPHER JOHN KING

Signed

[Signature]

CHRIS KING
CLAPHAM & COLLINGE
35/37 EXCHANGE STREET
NORWICH NR2 1EN
SOLICITOR

† 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.

ROBIN FENNELL 14A HOMELANDS
BALL LANE COVEN HATTON
WARRINGTON Tel 01902 787002
DX number DX exchange



A56
COMPANIES HOUSE

0151
08/01/04

Form revised June 1998

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 —

(NCPack)

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

THE
Company Name in full **RAILWAY DEVELOPMENT SOCIETY
LIMITED**

Proposed Registered Office

(PO Box numbers only, are not acceptable)

THE COLOUR WORKS,

2 ABBOT STREET,

Post town

DA L STON , LONDON

County / Region

Postcode

E8 3DP

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

ROBIN JAMES CHRISTIAN FENNELL

Address

14A HOMELANDS

BALL LANE, COVEN HEATH

Post town

WOLVERHAMPTON

County / Region

Postcode

WV10 7EZ

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.

ROBIN FENNELL, 14A HOMELANDS
BALL LANE COVEN HEATH
WOLVERHAMPTON Tel 01-902-787002
DX number DX exchange



A56
COMPANIES HOUSE
COMPANIES HOUSE

0149
08/01/04
001/12/00

Form revised July 1998

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or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

Company Secretary (see notes 1-5)

Company name

RAILWAY DEVELOPMENT SOCIETY LIMITED

NAME *Style / Title

MR

*Honours etc

* Voluntary details

Forename(s)

JOHN ANDREW

Surname

LEE

Previous forename(s)

—

Previous surname(s)

—

Address

THE BIRCHES, EYE LANE,

Usual residential address

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

EAST RUDHAM

Post town

KING'S LYNN

County / Region

NORFOLK

Postcode

PE31 8RH

Country

ENGLAND

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

Consent signature

Date

29.10.2003

Directors (see notes 1-5)

Please list directors in alphabetical order

Norman B.

NAME *Style / Title

MR.

*Honours etc

Forename(s)

NORMAN HARVEY

Surname

BRADBURY

Previous forename(s)

—

Previous surname(s)

—

Address

30 THE MOUNT,

Usual residential address

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

WORCESTER PARK,

Post town

County / Region

SURREY

Postcode

KT14 8UD

Country

GB

Day Month Year

Date of birth

03 06 1937

Nationality

BRITISH

Business occupation

RETIRED Co. DIRECTOR

Other directorships

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

Consent signature

Date

12-10-03

Company name

NAME *Style / Title

*Honours etc

* 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

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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

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Date

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

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

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* Voluntary details

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Previous surname(s)

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

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Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

MCIT, MILT

Forename(s)

IAN FRANCIS STEWART

Surname

MCDONALD

Previous forename(s)

- NONE -

Previous surname(s)

- NONE -

Address

Usual residential address

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

Post town

MAIDSTONE

County / Region

KENT

Postcode

ME16 8ES

Country

U.K.

Day Month Year

Date of birth

19 10 1945

Nationality

BRITISH

Business occupation

CUSTOMER SERVICE AGENT

Other directorships

NONE

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

Consent signature

Ian F.S. McDonald

Date

18 OCT 2003

Notes

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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

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.

Company name

NAME *Style / Title

*Honours etc

* 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

2 8 0 5 1 9 4 3

BRITISH

ACCOUNTANT

NONE

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

Consent signature

Date

A.T. Sheward

9. 10. 03

Notes

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

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Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text" value="Mr"/>		*Honours etc	<input type="text"/>
* Voluntary details	Forename(s)	<input type="text" value="MICHAEL GERALD"/>			
	Surname	<input type="text" value="CROWTHURST"/>			
	Previous forename(s)	<input type="text" value=""/>			
	Previous surname(s)	<input type="text" value=""/>			
Address	<input type="text" value="33 STATION COURT"/>				
Usual residential address	<input type="text" value="ABERFORD ROAD"/>				
For a corporation, give the registered or principal office address.	Post town	<input type="text" value="GARFORTH"/>			
	County / Region	<input type="text" value="LEEDS"/>	Postcode	<input type="text" value="LS25 2QQ"/>	
	Country	<input type="text" value="W. Yorks."/>			
	Date of birth	<input type="text" value="11"/>	<input type="text" value="10"/>	<input type="text" value="1945"/>	Nationality <input type="text" value="U.K."/>
	Business occupation	<input type="text" value="Retired Local Government Officer"/>			
	Other directorships	<input type="text" value="Targetfund Residents Management Co. Ltd"/>			
	<input type="text" value=""/>				
	I consent to act as director of the company named on page 1				
	Consent signature	<input type="text" value="Michael Crowthurst"/>		Date	<input type="text" value="10.10.03"/>

This section must be signed by**Either****an agent on behalf
of all subscribers****Signed****Date****Or the subscribers****Signed****Date****(i.e those who signed
as members on the
memorandum of
association).****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Notes

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

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- another wholly owned subsidiary of the same parent company.

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

NSC

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LNC

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Kj

127255

A56
COMPANIES HOUSE0150
08/01/04

MEMORANDUM OF ASSOCIATION
of
THE RAILWAY DEVELOPMENT SOCIETY LTD

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.
The Companies Acts 1985 to 1989.



1. The name of the company is "The Railway Development Society Limited".
2. The registered office of the company will be situated in England and Wales.
3. The objects of the company are:-
 - a. to encourage and promote improved access to and the use of railways as an essential part of an integrated transport system;
 - b. to act as an independent consumer 'voice' which represents the needs of rail users to external organisations and to support the formation, co-ordination and encouragement of local rail user groups;
 - c. to promote investment in and improvement of national, local and international rail networks and the expansion of railway networks for passenger and freight services;
 - d. to undertake, sponsor and commission research, publish journals and pamphlets, disseminate information and promote education in the social, environmental and economic benefits of railways and related transport networks;
 - e. to promote sustainable transport and planning policies at national, regional and local levels;
 - f. to influence decision-makers to fund and provide better rail services also promote and encourage greater use of rail and public transport;
 - g. to promote policies that encourage greater use of rail and public transport, including safe walking and cycling access wherever appropriate and practical;
 - h. to promote transport and planning policies that transfer traffic to rail wherever possible and practical to reduce unnecessary car or heavy goods vehicle use;
 - i. to establish a broad membership base among individuals, rail and transport user groups, local and national associations, local authorities and other corporate organisations supporting these aims;
 - j. to co-operate with other organisations or bodies seeking similar objectives and undertake any other activities that are appropriate to further the aims and objectives of the Society;

and the doing of all such other things as are incidental or conducive to the attainment of those objects.

4. The liability of members is limited.

5. Every member of the company undertakes to contribute such amount as may be required, which shall not exceed £1.00 (one pound) or €1.50 (one euro 50 cents), to the assets of the company if it should be wound up during membership or within one year following cessation of membership, for payment of the debts and liabilities of the company contracted before the cessation of membership, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

The subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

NAME AND ADDRESS OF SUBSCRIBER

A22
COMPANIES HOUSE0205
06/12/03

General Regina Lawless
3 HEWESDON ROAD
NORWICH
NR6 5EB

in the presence of

Chris King

CHRIS KING
CLAPHAM & COLLINGE
7-1-04 125/37 EXCHANGE STREET
NORWICH NR2 1EN
SOLICITOR

Memorandum of Association of the Railway Development Society Ltd

in the presence of

5/12/03

**ARTICLES OF ASSOCIATION
of
THE RAILWAY DEVELOPMENT SOCIETY LIMITED**

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
The Companies Acts 1985 to 1989

INTERPRETATION.

1. In these regulations :-

'the Act' means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

'the articles' means the articles of the company.

'clear days' in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

'executed' means any mode of execution.

'office' means the registered office of the company.

'secretary' means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary.

'the United Kingdom' means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.

POLITICAL AFFILIATIONS

2. The Company shall be independent of any political or corporate influence or any political party.

MEMBERS.

3. The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company. No person shall be admitted a member of the company unless they are approved by the directors. Every person who wishes to become a member shall deliver to the company an application for membership in such a form as the directors require executed by them.

4. Membership of the Company shall be open to those who support the aims and objectives of the Company. The categories of membership shall be:

- a. Ordinary (individuals aged 18 or over);
- b. Family (more than one individual living at the same address, recorded under a single family name and receiving one copy of material despatched);
- c. Corporate Body;
- d. Affiliated Organisation;
- e. Concessionary (individuals of the age for receiving a state pension, individuals under the age of 18, students in full time education or individuals who are unwaged).

5. Each Corporate Body or Affiliated Organisation shall appoint an individual to represent it and vote on its behalf at meetings of the Company and may appoint an alternate to replace its appointed representative at any General Meeting of the Company if the appointed representative is unable to attend. The name of any representative or alternate so appointed shall be notified to the Company at the registered address of the company. If the representative or the alternate resigns or otherwise leaves the Corporate Body or Affiliated Organisation they shall forthwith cease to be a representative of the Corporate Body or Affiliated Organisation.

6. The Board may expel a member from the Company on a two thirds vote of those present at a Board meeting and entitled to vote. The member must previously have been given in writing the reason(s) for the proposed expulsion and may make a written response of up to 500 words which must be circulated in advance of the meeting to all members of the Board and shall be allowed to attend the said meeting to explain and defend their actions.

7. By giving at least 28 days notice to the registered address of the company an appeal may be made to the Annual General Meeting of the Company for re-instatement as a member. That meeting may uphold the appeal on a vote of at least two-thirds of those present at the meeting and entitled to vote.
8. At all meetings the member is allowed to attend the member may be accompanied by a friend or representative who will be allowed to speak on behalf of the member.
9. Membership shall not be transferable and shall cease on death. A member may at any time withdraw from the company by giving at least seven clear days notice sent to the registered address of company. A member whose subscription is more than six months in arrears shall be deemed to have resigned.
10. Membership subscriptions for each class of membership shall be proposed from time to time by the Board. Changes in the subscription rate for Ordinary, Family and Concessionary Members require the approval of a General Meeting. If exceptionally the financial affairs of the Company require the Board to increase the subscription between General Meetings they must obtain the approval of a subsequent General Meeting.
11. Each Ordinary, Family and Concessionary Member shall have the following rights, subject to the payment of the appropriate subscription:
 - a. to attend General Meetings of the Company;
 - b. to attend their local Branch Meetings and
 - c. to attend specialist or sub-committees as an observer with the approval of the Committee Chair and at the member's expense.

If aged 18 or over:-

- d. to vote at General Meetings of the Company and at their local Branch Meetings;
 - e. to stand for election to the Board;
 - f. to vote in a ballot for all officers and members of the Board;
 - g. to stand for election to the appropriate Branch Committee;
 - h. to stand for appointment to the Specialist and Sub-committees.
12. The representative or alternate of each Corporate Body shall, subject to the payment of the appropriate subscription, be entitled to the rights in 5.2 a, b, c, d and f.
 13. The representative or alternate of each Affiliated Organisation shall, subject to the payment of the appropriate subscription, be entitled to the rights in 5.2 a, b, c, d, f and g.

ANNUAL GENERAL MEETING

14. An Annual General Meeting shall be held in May, June or July of each year. Not less than 56 days notice of the meeting shall be given to members.
15. The business to be transacted at the meeting shall be:
 - a. To receive the annual report of the Chair of the Board on the general affairs of the Company and the Treasurer's annual report and audited financial statement in respect of the period to 31 December preceding;
 - b. To elect a President and one or more Vice-Presidents as recommended by the Board;
 - c. To receive the results of the ballot for Officers and Members of the Board;
 - d. To appoint one or more Auditors for that year;
 - e. To discuss motions and transact such other business as the Board or Members of the Company may submit;

16. Notices of motion shall be sent in time to be received 42 days prior to the date of the meeting to the registered address of company and circulated to members 28 days prior to the meeting. Subsequent motions will only be allowed at the discretion of the Chair of the Board or the Chair of the meeting provided they could not have been submitted by the required date. The reason for the late submission should be stated.

17. Any decision taken by the Board cannot be retrospectively invalidated by a motion to a General Meeting provided the decision was valid when taken.

18. Candidates, who must be paid up members of the Company, may submit an election address of up to 250 words and may also submit personal details of up to 50 words with nominations for all Officers and Members of the Board. The home town of the candidate should be stated. If submitted this material must accompany the postal ballot papers. No other printed electioneering material will be permitted.

EXTRAORDINARY GENERAL MEETINGS

19. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Board may convene an Extraordinary General Meeting if it is considered to be necessary. On requisition of members pursuant to the provisions of the Act, the Board shall convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition.

20. An Extraordinary General Meeting shall also be convened on a requisition in writing signed by at least 50 members at the date of the meeting having the right to vote at the meeting. The requisition must specify the purpose for which the meeting is demanded and it shall be the duty of the Board to summon an Extraordinary General Meeting for such purpose to be held within four calendar months from the date of receipt of the requisition at the registered address of company.

21. In the case of default by the Board in summoning such a meeting the requisitioners themselves may convene it. In such circumstances the requisitioners shall be entitled to the re-imbursement of reasonable costs by the Board.

22. Not less than 28 days notice shall be given to members. The business transacted at the meeting shall be confined to that specified in the notice convening the meeting which shall give full details of such business.

PROCEDURE AT MEETINGS

23. The procedure at meetings of the Company shall be subject to such Standing Orders as may be made by the Company in General Meetings.

24. Only fully paid up members who are aged 18 or over shall be eligible to vote by post or at a General Meeting, form a quorum, request a ballot or be allowed to apply for membership of the Board. Only directors or members eligible to vote on a matter shall be counted in a quorum or ballot request on that matter. Paid up Ordinary, Family, Concessionary and the representative of Corporate and Affiliated members shall have one vote. Except as otherwise specified all motions shall be taken on a show of hands unless:-

a) the Chair of the meeting directs a ballot or

b) 25 members stand and request a ballot when the Chair must direct a ballot.

25. Twenty-five members personally present shall form a quorum at all General Meetings. If a quorum is not present at an Extraordinary General Meeting the meeting will be cancelled. If a quorum is not present at an Annual General Meeting the meeting will be reconvened at a date decided by the directors who shall give members 28 days notice of the meeting. The provisions of regulation 14 will not apply to any reconvened meeting.

26. Any member who has a pecuniary interest in a matter under discussion at a meeting must advise the Chair of the meeting who shall ensure the meeting is informed of the interest prior to the commencement of the discussion. If for any reason this is not possible the member must inform the Chair at the earliest opportunity who shall ensure the meeting is informed of the interest. If for any reason the Chair cannot be informed the member must refrain from voting on the matter.

27. The Chair at all meetings of the Company as laid down in Standing Orders shall have both a deliberative and a casting vote. Any director shall be entitled to attend and speak at any General Meeting even if they are not a member.

DIRECTORS AND BOARD

28. The Annual General Meeting shall be the governing body of the Company. Between successive Annual General Meetings the Board shall have the power to act on behalf of the Annual General Meeting provided it does not act in a manner contrary to decisions taken at a General Meeting. The Board is required to produce a report on the activities of the Board and its Committees at each Annual General Meeting covering the period since the last Annual General Meeting.

29. The business of the Company shall be conducted by a Board consisting of Chair, Vice-Chair, Secretary, Treasurer, Membership Secretary and Sales Officer (who shall be termed the Officers) elected directly with a minimum of five and a maximum of ten other elected members from whom other officers may be appointed by the Board. The directors shall decide the timing and place of their meetings and shall advise branch secretaries, in advance, of these details of the meetings.

30. Any Board member who attends none of the Board meetings during their year of office shall not be allowed to stand for election for the next year.

31. Branches who do not have an elected member of the Board may send a non-voting representative to any meeting of the Board the dates of which shall be notified from time to time to all Branch Chairs and Secretaries.

32. All directors shall be subject to election by postal ballot each year. To be eligible for election a member of the Company shall accept the nomination in writing from at least two other members. Late nominations will only be accepted if sufficient nominations to fill all vacancies have not been received in due time.

33. Nominations for officers and members of the Board must be sent to the registered address not later than 42 days before the date of the Annual General Meeting. Ballot papers will be sent out no later than 28 days before the date of the Annual General Meeting and must be received at the registered address at least two days before the Annual General Meeting.

34. The Board shall appoint a Returning Officer who may be a member of the Board who shall have the responsibility to ensure the correct running of the ballot and to announce the results at the Annual General Meeting.

35. The Board may meet, adjourn and otherwise regulate its meetings as it may think fit. Two officers and four members present at any meeting shall form a quorum.

36. The Board shall have the power to co-opt members of the Company subject to the limit specified in regulation 29 except where the co-option is to benefit from specialist expertise when no limit will apply.

37. The Board may delegate its responsibilities to a Company Officer, Board member, a Committee, a member of the Company's staff or to a Company member for a specific purpose. Any person or Committee with such delegated authority shall produce a written or oral report to each Board meeting.

38. Any decision to establish contractual relations between the Company and a third party shall be taken at a meeting of the Board and shall not be delegated. Once the Board has approved the contractual relationship detailed contractual arrangements may be delegated as in regulation 37.

39. The Board shall ensure that written statements of the powers and responsibilities of the Officers of the Company are prepared within 12 months of the approval of this Memorandum or Articles of Association where they are not specifically stated in the Memorandum or Articles of Association. These statements shall be made available to members on request.

DISQUALIFICATION AND REMOVAL OF DIRECTORS.

40. The office of director shall be vacated if:-

- a) they cease to be a director by virtue of any of the provisions of the Act or they become prohibited by law from being a director; or

- b) they become bankrupt or makes any arrangement or composition with their creditors generally; or
- c) they are, or may be, suffering from a mental disorder and either;
 - i) is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health Act (Scotland) 1960; or
 - ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- d) they resign office by notice sent to the registered address of the company;
- e) They cease to be a member of the company.

DIRECTORS REMUNERATION AND EXPENSES.

41. Directors shall not be entitled to gratuities, remuneration or pension for acting as a director but will be entitled to reimbursement of reasonable expenses properly incurred by them in connection with their duties as directors. A director is ineligible to become an employee of the company.

DIRECTORS APPOINTMENTS AND INTERESTS.

42. Subject to the provisions of the Act, and provided that they have disclosed to the directors the nature and extent of any material interest of theirs, a director notwithstanding their office:-

- a) may be party to, or otherwise be interested in, any transaction or arrangement with the company or in which the company is interested;
- b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and
- c) shall not, by reason of their office, be accountable to the company for any benefit they derive from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

For the purposes of regulation :-

- a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- b) an interest of which a director has no knowledge of and which it is unreasonable to expect them to have knowledge shall not be considered to be an interest of theirs.

SECRETARY.

43. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term and such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES.

44. The directors shall cause minutes to be made in books kept for the purpose of all proceedings at meetings of the company, of the directors and of committees of directors which shall include the names of the directors present at each such meeting.

ACCOUNTS

45. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.

46. The Company's financial year shall end on 31 December.

47. The Treasurer shall be responsible for setting up and maintaining such records as are necessary to control the Company's finances, allow an up to date report on those finances to be prepared and to comply with the legal requirements of the Company relating to taxes, duties and other statutory financial obligations.

48. The Treasurer will set up and maintain a bank account or accounts in the Company's name. The Treasurer shall deposit all monies properly due to the Company in its bank account and shall pay all monies properly payable by the Company from its bank account. The Board shall decide on signatories required on cheques.

49. The Treasurer shall be responsible for the investment of the Company's funds into interest bearing accounts, bonds, stocks, shares or other financial instruments as are considered necessary for the protection of the Company's funds. The purchase and disposal of any bonds, stocks, shares or other financial instruments shall be the responsibility of the Board who may delegate the responsibility as in paragraph 9.12.

50. The Treasurer will provide a properly scrutinised, examined or audited report of the financial affairs of the Company to each Annual General Meeting.

51. The Treasurer will provide a timely report of the financial affairs of the Company to each meeting of the Board.

52. The Treasurer will present all financial records and documents in their possession to the Board given 14 days notice in writing by the Chair of the Board the Vice-Chair or the Secretary.

53. The Treasurer shall answer, either orally or in writing, all reasonable requests for financial information from the Board and Branches. When presenting a financial report the Treasurer will answer any reasonable questions from any member subject to the agreement of the Chair of the meeting

BRANCHES

54. Branches may be set up with the approval of the Board where concentration of membership makes this desirable and possible. Branches shall be subject to such regulations as may be prescribed by the Board.

DISSOLUTION OF COMMITTEES AND BRANCHES

55. All Committees shall be subordinate to the Board and shall obey its instructions. The Board shall have the power on a majority vote to suspend or dissolve a Sub-committee or a National Committee and on a vote of two-thirds of those present a Branch. Where this occurs the Committee or Branch shall be informed in writing in advance of the reasons for the proposed suspension or dissolution and be invited to send not more than two representatives to the Board meeting discussing the matter. Any suspension of a Branch shall be referred to the next General Meeting of the Company where the suspension may be revoked or confirmed or the Branch dissolved. A Branch shall have the same right of appeal against suspension upon a procedure similar to that of a member appealing against expulsion (paragraph 4.5).

AFFILIATIONS

56. Other organisations may be invited to affiliate with the Company upon such terms as may be settled by the Board. The Board shall have the power to seek affiliation to other bodies. Such affiliations shall not compromise the Aims and Objectives of the Company or restrict the activities of the Company or its Branches.

57. Any donations in money or monies worth or other donations, sponsorship or offers-in-kind from other organisations shall be accepted on the strict understanding that the only obligation by the Company to the donor shall be an acknowledgement of the name of the donor and reasonable advertising.

ALTERATIONS TO THE MEMORANDUM OR ARTICLES OF ASSOCIATION AND STANDING ORDERS

58. Motions to amend the Memorandum or Articles of Association or Standing Orders shall be submitted as detailed in regulation 16. Motions must be carried by not less than two-thirds of members voting in person at a General Meeting. The meeting shall have the power to submit the motion to a postal vote in which case a vote will not be taken at the meeting.

59. Motions to amend the Memorandum or Articles of Association or Standing Orders may be submitted at the Annual General Meeting following incorporation and at three-yearly intervals thereafter. The Board shall have the power to accept motions to amend the Memorandum or Articles of Association or Standing Orders in other years where they consider the matter cannot be left until the next specified year.

60. Motions to amend the Memorandum or Articles of Association or Standing Orders must be accompanied by a statement of up to 200 words putting the case for them.

NOTICES

61. Any notice given to or by any person pursuant to the articles shall be in writing.

62. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to that member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom shall only be entitled to receive notices if that member provides an address within the United Kingdom to which notices may be sent.

63. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive a notice shall not invalidate the proceedings of that meeting provided the number of members so affected does not exceed ten percent of the members. A member present at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, the purposes for which it was called.

64. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice for the date specified in these Articles shall be the date of posting. For all other purposes a notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope was posted.

INDEMNITY

65. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may be otherwise entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

INTERPRETATION

66. In the case of doubt as to the interpretation of any of the provisions hereof the interpretation of the Board shall hold until a Motion is passed at a subsequent General Meeting.

DISSOLUTION.

67. If the Board decides that it is necessary or advisable to dissolve the Company it shall call an Extraordinary General Meeting of all members of the Company of which not less than twenty-one days notice stating the terms of the resolution to be proposed shall be given. If the proposal is confirmed by not less than two-thirds of those present and voting the Board shall have the power to realise any assets held by or on behalf of the Company.

68. If any assets remain after the Company has been wound up or dissolved and all debts and liabilities have been satisfied they shall not be paid to or distributed among the members of the Company. They shall instead be given or transferred to some other organisation(s) having aims and objectives compatible with those of the Railway Development Society Ltd and which prohibits the distribution of income or assets to the members of the organisation. The organisation(s) which are to benefit shall be chosen by the members of the Company at or before the time of winding up or dissolution. A copy of the statement of accounts for the final accounting period must be made available to members on the date of dissolution.

5/12/03 Peter Lawrence
5/12/03 P R Lawrence in presence of A L
Articles of Association of the Railway Development Society Ltd

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