

No. 899248

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
GREAT WESTERN SOCIETY LIMITED

Adopted by Special Resolutions passed the 4th day of December 1976, 10th day of December 1988, 2nd day of September 1995 and 19th day of September 2015.

Incorporated the 27th day of February, 1967

THE COMPANIES ACTS 1948 TO 1967

GREAT WESTERN SOCIETY LIMITED

Special Resolutions passed on the 19th September, 2015

AT an EXTRAORDINARY GENERAL MEETING of the Great Western Society Ltd. held at Didcot Railway Centre, Oxfordshire on 19th September, 2015, the following resolutions were duly passed:-

Resolution 1

To amend the objectives of the Great Western Society (Clause 3 of the Memorandum of Association) to encompass the acquisition of articles, artefacts, and rolling stock and other ephemera from the period of nationalisation of the railways on the 1st January, 1948.

3 (d) 1) to undertake the purchase of and to preserve and operate items of equipment locomotives (of any power source) and rolling stock produced and used by British Railways Western Region and its successors since the nationalisation of the Great Western Railway on 1st January, 1948.

3 (d) 2) the Association is authorised to preserve, restore, and operate any such equipment acquired by the Association under 3 (d) 1) or by agreement with any other Association or Society owning and wishing to restore, preserve or operate the said equipment on the premises of the Great Western Society Limited with the Company's prior agreement.

Resolution 2

To amend wherever necessary in the Memorandum and Articles of Association of the Great Western Society Ltd. the word "Council" to "Board" or "Board of Directors" as appropriate.

Resolution 3

Amendment to Clause 4 of the Memorandum of Association to enable the Board to appoint a paid member of staff to the Board if so desired but with prior approval of the Charity Commissioners.

Clause 4 The income and property of the Association 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 ways of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and no member or its Board of Directors or Governing Body shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's from the Association *except under the provision of section 185 of the Charities Act 2011 or with the prior written consent of the Charity Commission.*

Signed: A R Croucher

CHAIRMAN

THE COMPANYS ACTS 1948 TO 1967

GREAT WESTERN SOCIETY LIMITED

Special Resolution passed the 2nd September 1995

AT an EXTRAORDINARY GENERAL MEETING of the Great Western Society Limited held at the Didcot & District Labour Club, Station Road, Didcot, Oxfordshire on Saturday 2nd September 1995 the following Resolution, which was proposed as a Special Resolution, was duly passed:

That the Articles of Association of the Company be altered as follows:

1. In Article 9 by altering "fifty members" to "forty members".
2. By altering the concluding part of Article 21 commencing at the words "in the case of a poll" to "in the case of a poll taken more than forty eight hours after it is demanded shall be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated valid".
3. In Article 26 by altering the word "preceding" to "following"
4. By inserting in the place of Article 27 the following Article:

"The Office of Chairman, Deputy Chairman or Treasurer shall become vacant if their holders cease to be members of the Association. In the event of any office becoming vacant during the year the vacancy may be filled by the Council and any person so appointed shall hold office only until the meeting of the Council following the next Annual General Meeting of the Association but shall be eligible for re-election provided that if any officer is so appointed who has not previously been elected a member of the Council at a General Meeting of the Association he shall hold office only until the next following Annual General Meeting and shall then be eligible for election to the Council, but shall not be taken into account in determining the Council members who are to retire by rotation at such meeting, and if so elected shall continue to hold office until the meeting of the Council immediately following the next Annual General Meeting of the Association and then shall be eligible for re-election pursuant to Article 26".
5. In Article 28 by altering the words "twenty other members" to "fifteen other members" and by deleting the words "and such additional persons as may be appointed by the Council from time to time under Article 29".
6. By adding after Article 30 the following Article to be numbered 30A: "All members of the Association are eligible to be elected to the Council. Nominations must be made to the Association's Secretary by 15th July prior to the Annual General Meeting at which the election is to take place (or by such other date being not more than three months before the Meeting as the Council may prescribe by at least one month's notice to the members). Nominations shall be in writing, signed by at least ten members and be countersigned by the nominee to show consent to nomination".
7. In Article 41B by altering "31st December" to "31st January".

Signed: G A Perry

CHAIRMAN

THE COMPANYS ACTS 1948 TO 1967

GREAT WESTERN SOCIETY LIMITED

Special Resolution passed the 10th December 1988

AT an EXTRAORDINARY GENERAL MEETING of the Company held at the Company's Refreshment Rooms, Didcot Railway Centre on Saturday the 10th day of December 1988 at 2.30 pm the following Resolution, which was proposed as a Special Resolution, was duly passed:

That the Articles of Association of Great Western Society Limited be amended as follows:

Article 3(B) to be amended to read:

Application for membership shall be on a form prescribed by the Council and an applicant, on payment of an enrolment fee of an amount fixed by the Council, and the annual subscription, shall be deemed to be a member with effect from the date of acceptance by the Council or by any person authorised by the Council to accept on the Council's behalf.

Article 3(D) to be amended to read:

Members shall pay such annual or other subscriptions as may be fixed by the Council and such subscriptions shall be due and payable on such date or dates as the Council may from time to time prescribe.

Article 3(E) to be amended to read:

Members who fail to renew their subscriptions within a period of three months of the subscription becoming due shall cease on the expiry of such period to be members of the Association.

Signed: G A Perry

CHAIRMAN

THE COMPANYS ACTS 1948 TO 1967

GREAT WESTERN SOCIETY LIMITED

Special Resolution passed the 4th December 1976

AT an EXTRAORDINARY GENERAL MEETING of the Company held at the Company's Catering Building, Didcot Depot on Saturday the 4th day of December 1976 at 3.00 pm the following Resolutions, which were proposed as Special Resolutions, were duly passed:

1. That the objects of the Association be altered by deleting the whole of Clause 3 of its Memorandum of Association and by substituting in lieu thereof Clause 3 as set out in the form of Memorandum of Association submitted to the meeting and for the purpose of identification signed by the Chairman thereof
2. That the Memorandum of Association of the Association be further modified by deleting the whole of Clauses 4 and 5 thereof and by inserting in lieu thereof and in addition thereto Clauses 4, 5, 6 and 7 as set out in the said form submitted to the meeting
3. That the regulations contained in the form of Articles of Association submitted to the meeting and for the purpose of identification signed by the Chairman thereof be adopted as the Articles of Association in lieu of the existing Articles

Signed: G A Perry

CHAIRMAN

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
GREAT WESTERN SOCIETY LIMITED

Adopted by Special Resolutions passed the 4th day of December 1976, 10th day of December 1988, 2nd day of September 1995 and 19th day of September 2015.

1. The name of the Company (hereinafter called "the Association") is "GREAT WESTERN SOCIETY LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Association is established are:-
 - (a) to preserve, restore and operate as a permanent public exhibition and museum for the advancement of technical historical and general education and for permanent preservation display and demonstration steam and other railway locomotives rolling stock equipment machinery and relics of historical operational and general interest and educational value with particular reference to the former Great Western Railway.
 - (b) to collect, collate, exchange, make available for public reference and publish information concerning the history, equipment and operation of the former Great Western and other railways.
 - (c) to undertake such other activities of an exclusively charitable nature as may in the opinion of the Association be conveniently or advantageously undertaken in connection with the foregoing objects of the Association.
 - (d) 1) to undertake the purchase of and to preserve and operate items of equipment locomotives (of any power source) and rolling stock produced and used by British Railways Western Region and its successors since the nationalisation of the Great Western Railway on 1st January, 1948. [Adopted by Special Resolution passed the 15th day of September 2015]
 - (d) 2) the Association is authorised to preserve, restore, and operate any such equipment acquired by the Association under 3 (d) 1) or by agreement with any other Association or Society owning and wishing to restore, preserve or operate the said equipment on the premises of the Great Western Society Limited with the Company's prior agreement. [Adopted by Special Resolution passed the 15th day of September 2015]

And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-

- (A) to collect, purchase, accept on loan and expend money upon locomotives rolling stock equipment machinery models and other relics.
- (B) to establish, form and maintain a library and a collection of models designs drawings and other articles of interest in connection with the Association and railways in general which shall be open to the public.
- (C) to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
- (D) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- (E) to undertake and execute any charitable trusts which may lawfully be undertaken by the Association.
- (F) to borrow or raise money on such items and on such security as may be thought fit.
- (G) to lend money with or without security upon such 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) to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (I) to invest in such investments as the Board of Directors or Governing Body of the Association shall from time to time think fit for any purpose calculated to benefit the Association. [Altered by Special Resolution passed the 15th day of September 2015]
- (J) to sanction regulate and dissolve local charitable groups or branches of members of the Association for the furtherance of the objects of the Association and to make grants to such groups or branches on their formation and/or on a periodical basis.
- (K) to do all such other things as shall further the said objects or any of them.

Provided that:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Association's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Association 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 Board of Directors or Governing Body of the Association 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 Board of Directors or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Directors or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association 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 ways of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and no member or its Board of Directors or Governing Body shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's from the Association except under the provision of section 185 of the Charities Act 2011 or with the prior written consent of the Charity Commission. [Adopted by

Special Resolution passed the 15th day of September 2015]

Provided that nothing herein shall prevent any payment in good faith by the Association:-

- (A) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Board of Directors or Governing Body) for any services rendered to the Association and of pensions annuities and the like to such officers and servants and to their widows children and dependents;
- (B) of interest on money lent by any member of the Association or its Board of Directors or Governing Body at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by the Bank of England, or 3% whichever is the greater or reasonable and proper rent for premises demised or let or reasonable and proper hiring charges for rolling stock, machinery or equipment hired to the Association by any member of the Association or of its Board of Directors or Governing Body;
- (C) to any member of its Board of Directors or Governing Body of out of pocket expenses;
- (D) to a company of which a member of the Association or of its Board of Directors or Governing Body may be a member holding not more than one hundredth part of the capital of such company.

[Altered by Special Resolution passed the 15th day of September 2015]

- 5. The liability of the members is limited.
- 6. Every member of the Association undertakes to contribute to the assets of the Association, 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 the debts and liabilities of the Association 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 contributories among themselves, such amount as may be required not exceeding £1.
- 7. If upon the winding up or dissolution of the Association 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 Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, 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 Association under or by virtue of Clause 4 of its Memorandum of Association, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable objects.

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

ERIC NORMAN PASCOE
19 Cotswold Way
Tilehurst, Reading, Berkshire

Technical Photographer

EDWARD VICTOR BOXELL
17 Westfield Road
West Ealing, London W13

Company Secretary

GRAHAM ALAN PERRY
62 Penbury Road, Norwood Green
Southall, Middx.

Accountancy Assistant

FRANK LOUIS DUMBLETON
196 Norwood Road
Southall, Middx.

Photographer

EDWARD THOMAS LYONS
54A Collingbourne Road
London W12.

Structural Design Draughtsman

JOHN LEONARD BARLOW
14 Heldmann Close
Hounslow, Middx.

Salesman

ALFRED LEWIS EDWARD FREWIN
9 Row Hill
Addlestone, Surrey

Fire Brigade

DATED the 9th day of February, 1967

WITNESS to the above Signatures:-

R N D CLARK
Solicitor
Reading

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
GREAT WESTERN SOCIETY LIMITED

Adopted by Special Resolutions passed the 4th day of December 1976, 10th day of December 1988, 2nd day of September 1995 and 19th day of September 2015.

GENERAL

1. In these Articles "the Act" means the Companies Act 1948. "The Association" means the above named Company. "The Board" means the Board of Directors of the Association for the time being. "Writing" includes printing, lithography, photography and other modes of representing or reproducing words in a visible form. "The United Kingdom" means Great Britain and Northern Ireland. "The Seal" means the Common Seal of the Association. "The Secretary" means any person appointed to perform the duties of the Secretary of the Association. [Altered by Special Resolution passed the 15th day of September 2015]

MEMBERSHIP

2. The number of the members with which the Association is registered is 10,000 but the Board may from time to time register an increase of members. [Altered by Special Resolution passed the 15th day of September 2015]
3. The subscribers to the Memorandum of Association and such other persons as shall be hereafter admitted to membership by the Board as hereinafter mentioned shall be members of the Association, in accordance with the following provisions:-
 - (A) Membership shall be open to all persons or organisations interested in the aims of the Association.
 - (B) Application for membership shall be on a form prescribed by the Board and an applicant, on payment of an enrolment fee of an amount fixed by the Board, and the annual subscription, shall be deemed to be a member with effect from the date of acceptance by the Board or by any person authorised by the Board to accept on the Board's behalf. [Adopted by Special Resolution passed the 10th day of December 1988]
 - (C) Members shall abide by the bye-laws of the Association and the Board may ask for the resignation or effect the expulsion of any Member who has acted against the interests of the Association.

- (D) Members shall pay such annual or other subscriptions as may be fixed by the Board and such subscriptions shall be due and payable on such date or dates as the Board may from time to time prescribe.
[Adopted by Special Resolution passed the 10th day of December 1988]. [Altered by Special Resolution passed the 15th day of September 2015]
- (E) Members who fail to renew their subscriptions within a period of three months of the subscription becoming due shall cease on the expiry of such period to be members of the Association.
[Adopted by Special Resolution passed the 10th day of December 1988]
- (F) Members may resign at any time on giving written notification to the Secretary.

GENERAL MEETINGS

- 4. The Association shall hold a General Meeting in every year as its Annual General Meeting at such time and place as the Board shall determine and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next.
[Altered by Special Resolution passed the 15th day of September 2015]
- 5. All General Meetings of the Association other than Annual General Meetings shall be called Extraordinary General Meetings.
- 6. The Board may at any time convene an Extraordinary General Meeting. [Altered by Special Resolution passed the 15th day of September 2015]
- 7. Meetings called for the passing of Special Resolutions and Annual General Meetings shall be called by twenty-one days' notice in writing at the least; any other meeting of the Association shall be called by fourteen days' notice in writing at least. In every case the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place the day and the hour of the meeting, and in the case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned to such persons as are under these Articles or under the Act entitled to receive such notices from the Association.

PROCEEDINGS AT GENERAL MEETINGS

- 8. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the report of the Board and Auditors, the election of members of the Board in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors. [Altered by Special Resolution passed the 15th day of September 2015]
- 9. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided forty members present in person shall be a quorum.
[Altered by Special Resolution passed 2nd September 1995]
- 10. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon 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 to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum. [Altered by Special Resolution passed the 15th day of September 2015]
- 11. The Chairman of the Association shall preside as Chairman at every General Meeting of the Association or if there is no such Chairman or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy Chairman of the Association shall preside as Chairman at such meeting or if there is not such Deputy Chairman or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Board present shall elect one of their number to be Chairman of the meeting. [Altered by Special Resolution passed the 15th day of September 2015]
- 12. If at any meeting no member of the Board is willing to act as Chairman or if no member of the Board is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their

of
or failing him

of

as my/our proxy to vote for me/us on my/our behalf at the General
Meeting of the Association to be held on the
day of 19
and at any adjournment thereof

Signed this day of 19 .”

23. 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 such death, insanity or revocation as aforesaid shall have been received by the Association at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.
24. Any corporation which is a member of the Association may by resolution of its directors or other Governing Body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Association.

OFFICERS OF THE ASSOCIATION

25. The officers of the Association shall consist of a Chairman, a Deputy Chairman and a Treasurer.
26. The Chairman, Deputy Chairman and Treasurer shall be elected by the Board from its own body at the meeting of the Board immediately following each Annual General Meeting of the Association, and they shall each hold office for one year and be eligible for re-election. [Altered by Special Resolution passed 2 September 1995] [Altered by Special Resolution passed the 15th day of September 2015]
27. The Office of Chairman, Deputy Chairman or Treasurer shall become vacant if their holders cease to be members of the Association. In the event of any office becoming vacant during the year the vacancy may be filled by the Board and any person so appointed shall hold office only until the meeting of the Board following the next Annual General Meeting of the Association but shall be eligible for re-election provided that if any officer is so appointed who has not previously been elected a member of the Board at a General Meeting of the Association he shall hold office only until the next following Annual General Meeting and shall then be eligible for election to the Board, but shall not be taken into account in determining the Board members who are to retire by rotation at such meeting, and if so elected shall continue to hold office until the meeting of the Board immediately following the next Annual General Meeting of the Association and then shall be eligible for re-election pursuant to Article 26. [Altered by Special Resolution passed 2nd September 1995] [Altered by Special Resolution passed the 15th day of September 2015]
- 27 (a) The Board may from time to time appoint a President, who shall serve for a period of three years. The President shall be eligible for re-election every three years at the Board's discretion. The President shall not, by virtue of his office, be deemed a Director or be entitled to any remuneration. Nevertheless, by invitation of the Board, he may attend meetings of the Board for the purpose of giving advice or assistance. The Board may from time to time appoint not more than ten Vice-Presidents upon the same conditions. [Adopted by resolution passed the 12th day of July 1986] [Altered by Special Resolution passed the 15th day of September 2015]

THE BOARD

28. The Chairman, Deputy Chairman and Treasurer of the Association with not less than four and not more than fifteen other members of the Association shall together constitute the Board. [Altered by Special Resolution passed 2nd September 1995] [Altered by Special Resolution passed the 15th day of September 2015]
29. The Board shall have the power at any time and from time to time to appoint any member of the Association to the Board, either to fill a casual vacancy (other than in the office of Chairman, Deputy Chairman and Treasurer) or as an

addition to the existing Board, but so that the total number of Board members shall not at any time exceed the number fixed in accordance with these Articles. Any Board member so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election, but shall not be taken into account in determining the Board members who are to retire by rotation at such meeting. [Altered by Special Resolution passed the 15th day of September 2015]

30. At each Annual General Meeting of the Association one third of the members of the Board other than the Chairman, Deputy Chairman and Treasurer who have been longest in office since their last election shall retire or if their number is not a multiple of three then the nearest number to but not exceeding one third shall retire. As between such members of the Board of equal seniority the members to retire shall in the absence of agreement be selected from amongst them by ballot. Retiring members of the Board retiring under the provisions of this Article shall be eligible for re-election and shall continue to serve until the appointment of their successors. [Altered by Special Resolution passed the 15th day of September 2015]
- 30A. All members of the Association are eligible to be elected to the Board. Nominations must be made to the Association's Secretary by 15th July prior to the Annual General Meeting at which the election is to take place (or by such other date being not more than three months before the Meeting as the Board may prescribe by at least one month's notice to the members). Nominations shall be in writing, signed by at least ten members and be countersigned by the nominee to show consent to nomination. [Inserted by Special Resolution passed 2nd September 1995] [Altered by Special Resolution passed the 15th day of September 2015]
31. The business of the Association shall be managed by the Board who may pay all expenses incurred in promoting and registering the Association, and who may make annul and vary bye-laws for the regulation of the Association, and may exercise all such powers of the Association as are not by the Act or by these Articles required to be exercised by the Association in General Meeting subject nevertheless to the provisions of the Act or these Articles, and to such regulations being not inconsistent with the aforesaid provisions as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made. [Altered by Special Resolution passed the 15th day of September 2015]

THE SECRETARY

32. The Secretary shall be appointed by the Board for such term and upon such conditions as the Board may think fit and any Secretary so appointed may be removed by the Board. Provided that the Secretary shall not be a member of the Board if he receives any salary, fees, remuneration or other benefit in money or money's worth from the Association. [Altered by Special Resolution passed the 15th day of September 2015]

THE SEAL

33. The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a sub-committee of the Board authorised by the Board in that behalf and every instrument to which the seal shall be affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose. [Altered by Special Resolution passed the 15th day of September 2015]

PROCEEDINGS OF THE BOARD

34. The Board shall meet together and adjourn at such times and as often as is necessary for the proper conduct and discharge of the affairs of the Association. Special meetings of the Board shall also be held at any time on a requisition to the Secretary by the Chairman, Deputy Chairman or two other members of the Board. The Secretary shall give at least seven days' notice of any Board meeting to all members of the Board. [Altered by Special Resolution passed the 15th day of September 2015]
35. The quorum necessary for the transaction of business of the Board shall be four. [Altered by Special Resolution passed the 15th day of September 2015]
36. Questions arising at any Board meeting shall be decided by a majority of votes. Each member present shall have one vote and in the case of an equality of votes the Chairman shall have a second or casting vote. [Altered by Special

Resolution passed the 15th day of September 2015]

37. The Chairman of the Association, or if he is not present within 5 minutes after the time appointed for holding the meeting, the Deputy Chairman, or if he is not present within 5 minutes after the time appointed for holding the meeting, another member of the Board to be elected by the majority of the members of the Board present at the meeting shall be Chairman of each meeting of the Board. [Altered by Special Resolution passed the 15th day of September 2015]
38. The continuing members of the Board may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed or pursuant to these Articles as the necessary quorum of the Board the continuing members or member of the Board may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Association but for no other purpose. [Altered by Special Resolution passed the 15th day of September 2015]
- 39 (A) The Board shall have the power to appoint sub-committees of its members as it considers necessary and desirable and may delegate any of its powers to such sub-committees. Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board. All officers of the Association shall have the right to attend ex-officio the meetings of all such sub-committees. [Altered by Special Resolution passed the 15th day of September 2015]
- (B) A sub-committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
- (C) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the Chairman shall have a second or casting vote.
40. The Board shall cause proper minutes to be made of the proceedings of all meetings of the Association and of the Board and of any sub-committee of the Board. [Altered by Special Resolution passed the 15th day of September 2015]

LOCAL GROUPS

- 41 (A) The power to sanction regulate and dissolve local charitable groups or branches given by the Memorandum of Association shall be exercised by the Board. Such groups or branches shall not be permitted to bind the Association in any way and shall act and incur expenditure only for the furtherance of the objects of the Association. [Altered by Special Resolution passed the 15th day of September 2015]
- (B) Such groups or branches shall be responsible for their own finances and expenses but shall be accountable therefore to the Board and shall submit a report of their activities and a copy of their revenue account and balance sheet as at 31st January in each year to the Board. The Board may out of the Association's funds make an initial grant on the formation of a group and may also make periodical grants to any group or groups. The amount of any such grant and the time or times at which and the groups to which any such periodical grants are to be made shall be in the sole discretion of the Board. [Altered by Special Resolution passed 2nd September 1995] [Altered by Special Resolution passed the 15th day of September 2015]

ACCOUNTS

- 42 The Board shall cause proper books of accounts to be kept with respect to:-
- (A) The assets and liabilities of the Association
- (B) The sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place; and
- (C) All sales and purchases of goods by the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a

true and fair view of the state of the Association's affairs and to explain its transactions. [Altered by Special Resolution passed the 15th day of September 2015]

43. The books of account shall be kept at the registered office of the Association or subject to Section 147 (3) of the Act at such other place or places as the Board shall think fit and shall always be open to the inspection of the members of the Board. [Altered by Special Resolution passed the 15th day of September 2015]
44. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Board and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Association, except as conferred by statute or authorised by the Board or by the Association in General Meeting. [Altered by Special Resolution passed the 15th day of September 2015]
45. The Board shall from time to time in accordance with Sections 148, 150 and 157 of the Act cause to be prepared and to be laid before the Association in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections. [Altered by Special Resolution passed the 15th day of September 2015]
46. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting together with a copy of the Auditor's report shall not less than twenty-one days before the date of the meeting be sent to every member of and every holder of debentures of the Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDIT

47. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

NOTICES

48. A notice may be given by the Association to any Member either personally or by sending it by post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address if any within the United Kingdom supplied by him to the Association for the giving of notice to him. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
49. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-
 - (A) Every member except those members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;
 - (B) Every person being a legal personal representative or trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
 - (C) The Auditor for the time being of the Association.

No other person shall be entitled to receive notices of General Meetings.

INDEMNITY

50. Every member of the Board, Auditor or Secretary for the time being of the Association shall be indemnified out of the funds of the Association against all liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court. [Altered by Special Resolution passed the 15th day of September 2015]

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ERIC NORMAN PASCOE
19 Cotswold Way
Tilehurst, Reading, Berkshire

Technical Photographer

EDWARD VICTOR BOXELL
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West Ealing, London W 13

Company Secretary

GRAHAM ALAN PERRY
62 Penbury Road, Norwood Green
Southall, Middx.

Accountancy Assistant

FRANK LOUIS DUMBLETON
196 Norwood Road
Southall, Middx.

Photographer

EDWARD THOMAS LYONS
54A Collingbourne Road
London W12.

Structural Design Draughtsman

JOHN LEONARD BARLOW
14 Heldmann Close
Hounslow, Middx.

Salesman

ALFRED LEWIS EDWARD FREWIN
9 Row Hill
Addlestone. Surrey

Fire Brigade

DATED the 9th day of February, 1967

R N D CLARK
Solicitor
Reading