

# **Great Western Society Limited**

## **Notice of Extraordinary General Meeting, 7<sup>th</sup> June 2025**

### **Didcot Railway Centre**

**Company Registered No. 00899248 (London)**

**Registered Charity No. 272616**

**Registered Office : Didcot Railway Centre, Didcot, Oxfordshire, OX11 7NJ**

# **Great Western Society Limited**

## **Extraordinary General Meeting**

**Notice is hereby given** that an **Extraordinary General Meeting of the Great Western Society Limited (“the Company”)** will be held in the **public Refreshment Room at Didcot Railway Centre, Didcot, Oxfordshire OX11 7NJ** on **Saturday 7<sup>th</sup> June 2025** at **4 pm**.

The meeting will be in person only. Members not attending in person should avail themselves of proxy voting (see last page).

## **Agenda**

1. Welcome by the Chairman
2. Outline of the proposed changes to the Memorandum and Articles of Association from 2015 to the Articles of Association 2025
3. To consider and, if thought fit, approve the following resolution as a Special Resolution:
4. “THAT with effect from the conclusion of the meeting the draft Articles of Association attached to this resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Memorandum and Articles of Association”.
5. Close

By Order of the Board



**R J Varley**  
**Secretary**

30<sup>th</sup> April 2025

**Note:** A copy of the 2015 edition of the Memorandum and Articles of Association is available on the Members' area of the website. You are welcome to submit questions to the Secretary in advance of the meeting.

## Summary of Changes to M&AA

1. The Memorandum and Articles of Association have been combined into a single document – The Articles of Association – as is current practice. The previous lists of Special Resolutions and Subscribers have been removed.
2. The document has been made gender neutral.
3. Various sections have been updated to reflect current legislation.
4. There are no changes to the Objects. These would require Charity Commission approval. Whilst the Objects may not be perfect, they are certainly acceptable. This means that sections 2 to 9 of the original are identical to the old sections 1 to 7.
5. A new section 1 has been added defining terms.
6. Sections 10 onwards are from the old Articles of Association.
7. New sections 10 and 11 cover organisational members and different classes of members.
8. Revised General Meetings sections 14 to 20, mainly covering requirements from the current Companies Act. Also adds the ability to hold virtual or hybrid meetings.
9. The quorum has been reduced from 40 to 30 (section 22). However, we have been advised (as stated in section 22) that proxies count towards the quorum.
10. We believe we have clarified the voting/poll situation (sections 27 to 37). By default, a vote is a show of hands (one per attendee actually in the “room” (physical or virtual)), which does not take account of proxies. If a poll is called, proxies count.
11. The sections on the Board (43 to 53) have been significantly revised to include a requirement for incoming Board members to make a declaration (44), revised procedure for applications to join the Board (45 to 48), all Directors (including Officers) to stand down and seek re-election (49), maximum number of terms and a restriction on being eligible for re-election at the end of those terms (50), ability to extend terms beyond four (51) and ability to terminate the term of a Director (53).
12. The Chair no longer has a casting vote (it is no longer good practice) (58).
13. A new part has been added covering Conflicts of Interest (sections 63-68).
14. The Accounts and Audit part (sections 70 to 75) has been updated as suggested by our legal advisers.
15. The Notices part (76-80) has been updated as suggested by our legal advisers.
16. The proxy form outline has been moved to a Schedule at the end of the document.

No. 899248

THE COMPANIES ACTS, 1948 TO 2006

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION

OF

GREAT WESTERN SOCIETY LIMITED

Adopted by Special Resolutions passed the 4<sup>th</sup> day of December 1976, 10<sup>th</sup> day of December 1988, 2<sup>nd</sup> day of September 1995, 19<sup>th</sup> day of September 2015 and 7<sup>th</sup> day of June 2025.

Incorporated the 27<sup>th</sup> day of February, 1967

THE COMPANIES ACTS, 1948 TO 2006

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GENERAL

1. In these Articles:

- (a) "the Act" means the Companies Act 2006 including any statutory modification, consolidation or re-enactment thereof for the time being in force;
- (b) "the Charities Act" means the Charities Act 2011 including any statutory modification, consolidation or re-enactment thereof for the time being in force;
- (c) "The Association" means the above named company, the "Great Western Society Limited";
- (d) "The Board" means the Board of Directors of the Association for the time being;
- (e) "Director" means a director of the Association being also a charity trustee;
- (f) "Member" and "Membership" refer to company membership of the Association as a company law member pursuant to the Companies Act;
- (g) "written" or "in writing" refers to a legible document on paper or a document or communication sent by Electronic Means which is capable of being printed out on paper;
- (h) "Electronic Means" refers to a document or information sent or supplied in electronic form where it is sent or supplied by electronic means (for example by email or fax), or

by any other means while in an electronic form (for example sending a disc by post);

- (i) "virtually" means by telephone link, video link, or other technology enabling all participants to Communicate with one another in real time without being physically present in the same place;
- (j) "ordinary resolution" means a resolution (of the Members or, if applicable, a class of the Members) that is passed:
  - a. if a written resolution, by Members representing a simple majority of the total voting rights of eligible Members;
  - b. on a show of hands at a meeting, by a simple majority of the votes cast by those entitled to vote;
  - c. on a poll at a meeting, by Members representing a simple majority of the total voting rights of Members who (being entitled to do so) vote in person, by proxy or (if applicable) in advance;
- (k) "special resolution" means a resolution (of the Members or, if applicable, a class of the Members) passed:
  - a. if a written resolution, by Members representing not less than 75% of the total voting rights of eligible Members;
  - b. on a show of hands at a meeting, by a majority not less than 75% of the votes cast by those entitled to vote;
  - c. on a poll at a meeting, by Members representing not less than 75% of the total voting rights of the Members who (being entitled to do so) vote in person, by proxy or (if applicable) in advance;
- (l) "The United Kingdom" means Great Britain and Northern Ireland;
- (m) "The Seal" means the Common Seal of the Association;
- (n) "The Secretary" means any person appointed to perform the duties of the Secretary of the Association;
- (o) "Bye-laws" means rules made by the Board for the regulation of the Association

2. The name of the Association is "GREAT WESTERN SOCIETY LIMITED".

3. The registered office of the Association will be situate in England.

4. 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.

- (d) 2) the Association is authorised to preserve, restore, and operate any such equipment acquired by the Association under 4 (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 Association's prior agreement.
5. 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 of the Association shall from time to time think fit for any purpose calculated to benefit the Association.
  - (j) to sanction regulate and dissolve local charitable groups or branches of Members 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 Commission 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 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 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 Commission over such Board of Directors, 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.

6. 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 and no Member or its Board of Directors 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.

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 Director) 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 or its Board of Directors 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 or of its Board of Directors;
  - (c) to any Director of out of pocket expenses;
  - (d) to a company of which a Member or a Director may be a member holding not more than one hundredth part of the capital of such company.
7. The liability of the Members is limited.
8. Every Member undertakes to contribute to the assets of the Association, in the event of the same being wound up while they are a Member, or within one year after they cease to be a Member, for payment of the debts and liabilities of the Association contracted before they cease 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.
9. 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, 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 Article 6, such institution or institutions to be determined by the Members 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.

## MEMBERSHIP

10. 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.
11. 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, 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.
  - (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.
  - (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.
  - (f) Members may resign at any time on giving written notification to the Secretary.
12. Any organisation which is a Member of the Association may by resolution of its board of 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 organisation which they represent as that organisation could exercise if it were an individual Member of the Association.
13. The Board may establish different classes of Members and set out their respective rights and obligations in bye-laws. The rights of a class of Members may only be varied if the Members of that class consent to the variation in accordance with the Act.

## GENERAL MEETINGS

14. The Association may, but need not, 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.
15. The business to be transacted at the Annual General Meeting must include Members:
  - (a) receiving the accounts of the Association for the previous Financial Year;
  - (b) receiving a written report on the Association's activities;
  - (c) being informed of the retirement of those Directors who wish to retire or who are retiring by rotation; electing Directors to fill the vacancies arising; and
  - (d) appointing reporting accountants or auditors for the Association.
16. General meetings (including Annual General Meetings) are called on at least 14 days' written

notice. The notice must:

- (a) be made exclusively of the day on which it is served or deemed to be served and of the day for which it is given;
  - (b) specify the date, time and place of the meeting and, if applicable, the arrangements for accessing the meeting virtually;
  - (c) the general nature of the business to be transacted indicating the business to be discussed and (if a Special Resolution is to be proposed) setting out the terms of the proposed Special Resolution;
  - (d) contain a statement setting out the right of Members to appoint a proxy under section 324 of the Act and Articles 31 to 36 and
  - (e) be given to all the Members, to all the Directors and, if any, the Association's auditors.
17. A general meeting may be called by the Board at any time and must be called within 21 days of a written request from a minimum of three Directors or at least 10% of the Membership with a right to attend and vote at a general meeting.
18. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Association.
19. A general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
20. The Board shall determine whether any general meeting shall be held virtually, in person or a hybrid of the two.

#### PROCEEDINGS AT GENERAL MEETINGS

21. Members are entitled to attend general meetings in person (which may be physically or, where applicable, virtually) or, subject to compliance with Articles 31 to 36 by proxy, or (in the case of a corporate Member) by their authorised representative.
22. No business shall be transacted at any General Meeting unless a quorum of Members is present in person (physically or, where applicable, virtually) or by proxy or (in the case of a corporate Member) by their authorised representative and entitled to vote upon the business to be conducted at the meeting at the time when the meeting proceeds to business. Save as herein otherwise provided thirty Members present in person (physically or, where applicable, virtually) or by proxy or (in the case of a corporate Member) by their authorised representative shall be a quorum. A person present in their capacity as a member can, for the purposes of determining whether a quorum is present, also be counted in their capacity as proxy for another member (and, where they are proxy for more than one, for each member), provided that no meeting can be quorate unless at least two individuals are present.
23. If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to 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.
24. The Chair of the Association shall preside as Chair at every General Meeting of the Association or if there is no such Chair or if they shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy Chair of the Association shall preside as Chair at such meeting or if there is no such Deputy Chair or if they shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be Chair of the meeting.

25. If at any meeting no Director is willing to act as Chair or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chair of the Meeting.
26. The Chair may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
27. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chair or by at least five Members present in person, virtually (if applicable), by proxy, by authorised representative (in the case of a corporate Member) or by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
28. Except as provided in Article 29 if a poll is duly demanded it shall be taken in such manner as the Chair directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
29. A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chair of the Meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

## VOTING

30. Subject as hereinafter mentioned every Member aged 18 and over shall have one vote provided that no Member shall be entitled to vote at any General Meeting unless all moneys presently payable by them to the Association have been paid.
31. A proxy can only be appointed by a written instrument, signed on behalf of the appointer, in one of the forms set out in the Schedule to these Articles or in the form otherwise approved by the Association, as appropriate.
32. The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified in such form as may be required by the Board or in some other way approved by the Members may:
  - (a) be deposited (including by Electronic Means) as specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (b) in the case of a poll taken more than 48 hours after it is demanded, 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; or

- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting; and
  - (d) an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
- 33. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.
  - 34. An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
  - 35. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
  - 36. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.
  - 37. Except where otherwise provided by the Articles or the Act, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document.

#### OFFICERS OF THE ASSOCIATION.

- 38. The officers of the Association shall consist of a Chair, a Deputy Chair, and a Treasurer.
- 39. The Chair, Deputy Chair 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.
- 40. The Office of Chair, Deputy Chair 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 Director at a General Meeting of the Association they 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 Directors 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 43.
- 41. 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 their office, be deemed a Director or be entitled to any remuneration. Nevertheless, by invitation of the Board, they 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.

## THE BOARD

42. The Chair, Deputy Chair and Treasurer of the Association with not less than four and not more than eight other Members of the Association shall together constitute the Board.
43. Directors are to be elected by the Members in accordance with Articles 45 to 47 and 50 to 51 or co-opted by the Board in accordance with Article 48.
44. A Director may not act as a Director until they have expressly acknowledged, in whatever way the Board decides, their acceptance of the office of Director and charity trustee and confirmation that they meet the eligibility criteria and are not subject to automatic termination of their directorship under Article 53.
45. All Members over the age of 18 are eligible to be elected to the Board if proposed for election by the Board under Article 46. Applications for election to the Board must be made to the Association's Secretary by 15th June prior to the Annual General Meeting at which the election is to take place (or by such other date being not more than four months before the Meeting as the Board may prescribe by at least one month's notice to the Members). Applications shall be in writing, signed by at least twenty Members and be countersigned by the applicant to show consent to nomination.
46. Applications received further to the process outlined in Article 45 shall be considered by the Board with a view to ensuring that the Board's composition includes relevant competencies and skills identified by the Board as valuable from time to time (which may be recorded in a skills matrix, or similar, agreed by the Board). The Board shall determine which applicants may be proposed for election to the Board in accordance with Article 47. The Board shall delegate the management of the processes described in these Articles 45 and 46 to a "Nominations Committee", which will include non-Board members.
47. Any nominee for election to the Board proposed in accordance with Article 45 or eligible for reappointment in accordance with Article 50 or 51 shall be elected by ordinary resolution of the Members at an Annual General Meeting. Employees of the Association are not eligible to be Directors of the Board without prior approval of the Charity Commission.
48. 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 Chair, Deputy Chair and Treasurer) or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director 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 Directors who are to retire by rotation at such meeting.
49. At each Annual General Meeting of the Association one third of the Directors 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 Directors of equal seniority the Directors to retire shall in the absence of agreement be selected from amongst them by ballot.
50. Subject to Article 51, a retiring Director who remains eligible may be reappointed for a maximum of four consecutive terms of office including their initial term but, after such maximum period, shall not be eligible for re-election for a period of three years following their retirement.
51. The Board may, in circumstances which they consider to be exceptional, permit one or more of the Directors to be nominated for election to serve one or more additional consecutive terms of office (in addition to the maximum specified in Article 50), provided that any such further

nomination may only take effect with the consent of at least 75% of the other Directors and the election by the Membership in accordance with Article 47. A Director who has served one or more such additional consecutive terms following nomination under the provisions of this Article shall not be eligible for re-election for a period of three years following their retirement as Director.

52. 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.
53. The office of Director shall be vacated if:
- (a) the Director ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director;
  - (b) the Director is disqualified from acting as a charity trustee by virtue of the Charities Act;
  - (c) the Director becomes bankrupt or makes any arrangement or composition with their creditors generally;
  - (d) a registered medical practitioner who is treating the Director gives a written opinion to the Association stating that the Director has become physically or mentally incapable of acting as a trustee or director and may remain so for more than three months;
  - (e) a court makes an order which wholly or partly prevents the Director from exercising personally any powers or rights which they would otherwise have and the Directors resolve that their office be vacated;
  - (f) the Director resigns their office by written notice to the Association provided at least four Directors remain in office after the resignation takes effect;
  - (g) the Director is absent from all Directors' meetings without leave for four Directors' meetings and the Directors resolve that their office be vacated;
  - (h) the Director is directly or indirectly interested in any contract with the Association and fails to declare the nature of their interest as required by the Act or the Articles and the Directors resolve that their office be vacated;
  - (i) the Director is deemed by HM Revenue & Customs not to be a fit and proper person to be a manager of the Association and the Directors resolve that their office be vacated;
  - (j) the Director fails to agree to a reasonable request by the Directors that the Director signs a declaration that they are a fit and proper person to act as such and the Directors resolve that their office be vacated;
  - (k) the Director's conduct leads to the Directors deciding that their conduct does not meet the Association's Code of Conduct for Directors; or
  - (l) the Director fails to agree to a reasonable request by the Directors for a Disclosure and Barring Service (DBS) check (or equivalent).

#### THE SECRETARY

54. 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 Director if they receive any salary, fees, remuneration or other benefit in money or money's worth from the Association.

#### THE SEAL

55. 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 Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose.

#### PROCEEDINGS OF THE BOARD

56. The Board shall meet together (which may be physically or, where applicable, virtually) 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 Chair, Deputy Chair or two other Directors. The Secretary shall give at least seven days' notice of any Board meeting to all Directors.
57. The quorum necessary for the transaction of business of the Board shall be four.
58. Questions arising at any Board meeting shall be decided by a majority of votes. Each Director present shall have one vote.
59. The Chair of the Association, or if they are not present within 15 minutes after the time appointed for holding the meeting, the Deputy Chair, or if they are not present within 15 minutes after the time appointed for holding the meeting, another Director to be elected by the majority of the Directors present at the meeting shall be Chair of each meeting of the Board.
60. The continuing Directors 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 Directors may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Association but for no other purpose.

#### SUB-COMMITTEES

61. 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.
  - (b) A sub-committee may elect a Chair of its meetings; if no such Chair is elected, or if at any meeting the Chair is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chair 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 Chair shall have a second or casting vote.
62. 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.

#### CONFLICTS OF INTEREST

63. Whenever a Director has a personal interest (including but not limited to a personal financial interest or a duty of loyalty owed to another organisation or person) directly or indirectly in a matter to be discussed at a meeting of the Directors or a committee of the Directors or in any transaction or arrangement with the Association (whether proposed or already entered into), the Director concerned shall:

- (a) declare an interest at or before any discussion on the item;
  - (b) withdraw from any discussion on the item save to the extent that they are invited expressly to contribute information;
  - (c) not be counted in the quorum for the part of any meeting and any vote devoted to that item; and
  - (d) withdraw during the vote and have no vote on the item.
64. Where a Director becomes aware of such a personal interest in relation to a matter arising in a resolution in writing circulated to the Directors, the Director concerned shall:
- (a) as soon as possible declare an interest to all the other Directors;
  - (b) not be entitled to vote on the resolution in writing; and
- the resolution shall take effect accordingly provided that any Director who has already voted on the resolution may, on being notified of the personal interest, withdraw their vote.
65. Articles 63(b) to (d) and 64 shall not apply where the matter to be discussed is in respect of a policy of insurance as authorised in the Articles.
66. If a conflict of interests arises for a Director, which may but need not be because of a duty of loyalty owed to another organisation or person, and the conflict is not authorised by virtue of any other provision in the Articles, then, on the matter being proposed to the Directors, the unconflicted Directors may authorise the conflict of interests (the authorised conflict) subject to the conditions in Article 68.
67. A conflict of interests may only be authorised under Article 66 if:
- (a) the unconflicted Directors consider it is in the interests of the Association to do so in the circumstances applying;
  - (b) the procedures of Articles 63 and 64 (as the case may be) are followed in respect of the authorised conflict; and
  - (c) the terms of Article 6 are complied with in respect of any direct or indirect benefit to the conflicted Director which may arise from the authorised conflict.
68. Where a conflict is authorised in accordance with Articles 66 and 67 above, the unconflicted Directors, as they consider appropriate in the interests of the Association, may set out any express terms of the authorization which may, but need not, include authorising the conflicted Director:
- (a) to disclose information confidential to the Association to a third party; or
  - (b) to refrain from taking any step required to remove the conflict, and may impose conditions on the authorisation.

## LOCAL GROUPS

69. The power to sanction regulate and dissolve local charitable groups or branches given by the Articles of Association shall be exercised by the Board.
- (a) 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.
  - (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.

#### ACCOUNTS AND AUDIT

70. The Directors must comply with the requirements of the Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies of:
- (a) annual reports;
  - (b) annual returns; and
  - (c) annual statements of account.
71. The Directors must keep proper records of:
- (a) all proceedings at general meetings;
  - (b) all proceedings at meetings of the Directors;
  - (c) all reports of committees; and
  - (d) all professional advice obtained.
72. Accounting records relating to the Association must be made available for inspection by any Director at any reasonable time during normal office hours and may be made available for inspection by Members who are not Directors if the Directors so decide.
73. A copy of the Association's latest available statement of account must be supplied on request to any Director or Member, or to any other person who makes a written request within two months.
74. No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the Directors or by ordinary resolution of the Association.
75. Auditors shall be appointed and their duties regulated as required in accordance with the Act and the Charities Act.

#### NOTICES

76. Notices and other documents to be served on Members or Directors under the Articles or the Act may be served:
- (a) by hand;
  - (b) by post;
  - (c) by suitable Electronic Means (where specific consent has been received from the Member or Director); or
  - (d) through publication in the Association's journal or on the Association's website.
77. The only address at which a Member is entitled to receive notices sent by post is an address in the United Kingdom shown in the register of Members.
78. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- (a) 24 hours after being sent by Electronic Means, posted on the Association's website, or delivered by hand to the relevant address;
  - (b) two clear days after being sent by first class post to that address;
  - (c) three clear days after being sent by second class or overseas post to that address;
  - (d) immediately on being handed to the recipient personally; or, if earlier,
  - (e) as soon as the recipient acknowledges actual receipt.

79. A technical defect in service of any notice of which the Board are unaware at the time does not invalidate decisions taken at a meeting.
80. 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 their 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

81. Every Director, 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 them in defending any proceedings whether civil or criminal in which judgment is given in their favour, or in which they are acquitted, or in connection with any application under Section 1157 of the Act in which relief is granted to them by the Court.

### **SCHEDULE – PROXY FORM**

An instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual, or which the Board may approve):

"I/We, ....., of ....., being a Member/Members of the above-named Charity, hereby appoint .... of ....., or in their absence, ..... of ....., as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Charity, to be held on .... 20[ ], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 \*for \* against

Resolution No. 2 \*for \* against.

- Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as they think fit or abstain from voting.

Signed on 20[ ]"

# Great Western Society Limited

## EGM 7<sup>th</sup> June 2025 Form of Proxy

I, WE \_\_\_\_\_

of \_\_\_\_\_

\_\_\_\_\_

in the County of \_\_\_\_\_ being a member of the above named Society, hereby appoint Richard Preston of the Great Western Society Limited, Didcot, Oxfordshire, or failing him John O'Hagan of the Great Western Society Limited, Didcot, Oxfordshire, or:

\_\_\_\_\_

of \_\_\_\_\_

\_\_\_\_\_

as my proxy to vote for me on my behalf at the Extraordinary General Meeting of the Great Western Society Limited to be held on the seventh day of June 2025 and any adjournments thereof.

Signed \_\_\_\_\_

this \_\_\_ day of \_\_\_\_\_ 2025. Membership No. \_\_\_\_\_

AGENDA	FOR	AGAINST	ABSTAIN
To approve the Special Resolution to adopt the revised Articles of Association 2025 as stated in item 4 of the Agenda			

To be valid, this form of proxy must be received by Richard Varley, Secretary, by 4 pm on Thursday 5<sup>th</sup> June 2025. It may be posted to Richard at Great Western Society Limited, Didcot, Oxon OX11 7NJ or emailed to richard.varley@didcotrailwaycentre.org.uk as a scan or photograph.