

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE SCOTTISH RAILWAY PRESERVATION SOCIETY
(as amended by Special Resolutions dated 11th February 1995,
31st October, 1998, 8th March 2003, 28th May 2004,
7th November 2009, 6th November 2010, 5th November 2011 and 17th
September 2016.

GENERAL

1. In these Articles, unless there is something in the subject or context inconsistent therewith:

“The Society” means The Scottish Railway Preservation Society.

“The Articles” means these Articles of Association or such as are in force from time to time.

“Member” means a member for the time being of the Society in terms of the Articles.

“The Board” means the Board of Trustees of the Society as from time to time elected or appointed in terms of the Articles.

“The Office” means the Registered Office for the time being of the Society.

“The Act” means the Companies Act, 1985, and any amendment, extension or re-enactment thereof for the time being in force.

“The United Kingdom” means Great Britain and Northern Ireland.

“Person” means any individual.

“A Museum” means an institution which collects, documents, preserves, exhibits and interprets material evidence and associated information for the public benefit or which undertakes the management of such functions on behalf of the institution holding or having custody of the Collection and which is recognised or capable of being recognised by the Museums and Galleries Commission as being properly constituted and as performing the required functions in an acceptable manner.

“The Collection” means that body of material evidence having collective or individual historical, artistic or scientific importance, the management, conservation, exhibition and demonstration of which enables the Society to be constituted as a Museum.

“A Specimen” means any individual item comprised in the Collection.

Expressions referring to “writing” shall, unless otherwise stated, be construed as including reference to printing, lithography, photography and other means of representing or reproducing words in a visible form.

Words importing the singular number only include the plural, and vice versa and words importing the masculine gender shall include the feminine.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act as in force at the date at which these Articles became binding on the Society except that the word “Society” shall be substituted herein for “Company” and the words the Board of Trustees “ or “the Board” for “Directors” as these other words respectively appear in the Act.

2. (deleted 5 November 2011).
3. The Society is established for the purposes expressed in the Memorandum of Association.

MEMBERS

- 4 (a) Until and unless otherwise determined by the Board, there shall be the following classes of member:
 - (i) Ordinary Member who shall be a person of not less than 18 years of age;
 - (ii) Associate Member being a person of not less than 18 years of age who shall be the spouse, civil partner or partner of an Ordinary, Honorary or Life Member living at the same address as that person;
 - (iii) Junior Member being a person aged between twelve and seventeen years of age (both inclusive) provided however that a Junior Member shall not be a member of the Society for the purposes of the Act and accordingly particulars in relation to Junior Members shall not be entered in the Register of Members kept for the purposes of the Act;
 - (iv) Life Member being a person of not less than eighteen years of age or of not less than such higher age as may be determined from time to time by the Board and admitted to membership of the Society for the remainder of his lifetime;
 - (v) Corporate Member being a club, society, association, company, institution or other body of persons whether incorporated or unincorporated; provided that no unincorporated body may as such become a member of the Society but if any such body wishes to obtain the advantages of membership it shall nominate one of its members to apply in its name for membership by making application on its behalf as its nominee and to exercise the rights of membership on its behalf. If any such nomination is at any time revoked by the body which made it the nominee shall forthwith cease to exercise the rights of membership on its behalf upon intimation thereof being given in writing to the Society. Any substitute nomination will take effect upon written intimation of such to the Society. In relation to a body having a nominee references in these

Articles to a member shall unless the context otherwise requires be construed as referring to such body and not to its nominee member;

(vi) Honorary Member being a person of not less than eighteen years of age or of such higher age as may be determined from time to time by the Board, whose services to the Society shall have been such as to merit in the opinion of the Society in general meeting his admission to membership of the Society without payment of a subscription or the conversion of his existing class of membership to that of Honorary Member.

(b) The Board may at any time close to applications for admission to membership (including conversion from another class of membership) any of the classes of membership specified in paragraph (a) of this Article 4 with the exception of that of Ordinary Member. The Board may also at any time close any of the classes of membership specified in sub-paragraphs (ii) and (iii) to annual renewal of membership but only provided that the Board shall permit any affected member to convert his membership of the Society to that of Ordinary Member or to such other class of membership as the Board shall allow.

(c) The Board may from time to time create one or more new classes of member and shall determine the criteria for eligibility for admission thereto (including conversion from another class of membership) and where applicable the arrangements for payment of subscription by such members including the relevant subscription period.

(d) Except in the case of Life and Honorary Members and subject also to any arrangements determined by the Board pursuant to paragraph (c) of this Article 4, each member shall pay the amount of the annual subscription determined from time to time in accordance with these Articles as applicable to the relevant class of member. A Life Member shall pay a single subscription of the amount in force at the date of his being admitted to, or his existing membership converted to, life membership.

(e) The amount of the annual subscription payable by an Ordinary Member shall be £22 as determined by the Society in General Meeting on 6 November 2010 or such higher amount as may subsequently and from time to time be determined by the Society in General Meeting. The amount of the annual or other subscription payable by any class of member other than that of Ordinary Member shall be determined by the Board from time to time and in so doing the Board shall have regard to the amount of the annual subscription from time to time determined by the Society in General Meeting as payable by an Ordinary Member.

(f) Notwithstanding the provisions contained in paragraph (e) of this Article 4, the Board may from time to time determine that different, supplementary or concessionary rates of subscription shall apply to specific categories of member within each class of membership (including that of Ordinary Member) according to such criteria (including the determination of categories of member) and in accordance with such other provisions or regulations as the Board in its discretion may from time to time prescribe which criteria may include without prejudice to the generality place of residence, age, household status and employment status; declaring that as at 5 November 2011 and until and unless otherwise determined by the Board the applicable categories are and shall be (i) an Ordinary Member of retirement age who is permitted to pay an annual subscription of an amount less than the amount otherwise payable by an

Ordinary Member and (ii) a group of members (categorised as constituting either an annual family member or a family life member) living at the same address and together forming one family or household (or part of one family or household) one or two of whom shall be of not less than 18 years of age and shall for the purposes of the Act and of these Articles (including provisions relating to voting rights) be individual members of the Society and the remainder of whom shall be less than eighteen years of age and shall otherwise have the same status as Junior Members which group is permitted to pay an annual or a life subscription (as the case may be) inclusive of the members comprised in the group.

(g) For the purpose of determining the class or category of membership for which a person is eligible or which may apply, the age, entitlement or circumstances of such person shall be reckoned, in the case of a person newly admitted to membership or whose membership is converted to another class, as at the date of his admission to membership or the date of the conversion of his membership as the case may be, and in the case of an existing member as at the date on which his subscription shall be due.

5. Persons shall be admitted to membership of the Society upon application being made to the Society in accordance with such procedures as the Board may from time to time determine (declaring that it shall be in the power of the Board to waive some or all of the relevant procedures in any specific instance) and where appropriate upon payment of the relevant amount of subscription appropriate to the class of membership for which application is being made. Provided always that it shall be in the sole discretion of the Board to decline to admit any person or body to membership of the Society without ascribing a reason therefor.

6. (a) Payment of the amount of the annual subscription applicable to the relevant class or category of member shall entitle a member to membership of the Society for the relevant membership year. Until and unless otherwise determined by the Board, the membership year shall be the period commencing on the first day of July in one calendar year and ending on the thirtieth day of June in the next succeeding calendar year. Annual subscriptions in respect of such membership year shall be due on the first day of July in the relevant year and shall be payable not later than the thirtieth day of September in that year. Any person who shall not have paid the annual subscription due by him by said last mentioned date shall cease to be a member of the Society at midnight on that date without notice being given.

(b) Notwithstanding the provisions of paragraph (a) of this Article 6 and any other provision contained in these Articles, the Board may from time to time determine that a different period and dates shall be substituted for those specified therein and shall make such transitional provisions as the Board may consider appropriate. The Board may also permit persons admitted to membership in the course of a membership year to pay a reduced annual subscription for the relevant part of that year.

(c) Admission to life membership and payment of the relevant subscription applicable to that class of membership shall entitle a person to membership of the Society for the remainder of his life subject always to the other provisions of the Articles.

(d) Admission to membership of any new class of member that may be created by the Board and payment of the relevant subscription shall entitle the person to

membership of the Society for such period as may be determined in accordance with the relevant arrangements to be made by the Board

7. Any person who shall at the date of registration of the Society be a member of the unincorporated body known or sometime known as the "Scottish Railway Preservation Society" shall if he so consent be a member of the Society without application or payment of any subscription to the Society or other formality, for such period of time as such person would have continued to remain a member of said unincorporated body according to the rules and regulations then in force of said body.
8. (a) Membership of the Society shall convey with it, subject to the other provisions of these Articles and all other applicable provisions, rules and regulations, the right to participate in the activities of the Society, to receive either in paper form or electronically one copy of each journal or newsletter published by the Society for its members, to attend and (except in the case of a Junior Member) to vote at general meetings of the Society and except in the case of a Junior or a Corporate Member to be nominated for election to membership of the Board; provided always that the Society shall be obliged to provide only one copy of each journal or newsletter (i) to and to be shared between any group of members coming within the categories of annual family member, family life member or such other category as may be determined by the Board and (ii) to and to be shared between each Associate Member and corresponding Ordinary or Life Member.

(b) No member shall have the power to assign or transfer any privilege, benefit or interest arising out of membership of the Society.
9. A person shall cease to be a member of the Society upon;
 - (a) resignation being intimated to the Board, such resignation being effective from the date of service of such notice;
 - (b) death;
 - (c) his name being removed from the Register of Members by reason of failure to pay an annual or other subscription pursuant to the provisions of these Articles ;
 - (d) the Society in General Meeting resolving by Special Resolution that it is not in the interest of the Society that he remain a member, but so that no such Resolution shall be effective unless reasonable opportunity has been given to the member concerned to attend and speak on his own behalf at the meeting.

No member who ceases to be a member, or his legal representatives shall be entitled to any refund of subscription, except that a person removed from the Register under the provisions of condition (d) herein shall be entitled to a proportionate refund of subscription relative to the year in which removal takes place.

GENERAL MEETINGS

10. The Society shall hold in each calendar year a General Meeting as its Annual General Meeting, at such time and place as may be determined by the Board, and the meeting shall be specified as such in the notice calling it, provided that every Annual General Meeting except the first shall be held not later than fifteen months after the holding of the last preceding Annual General Meeting.
11. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings. The Board may whenever they think fit convene an Extraordinary General Meeting, and such a meeting shall also be convened on such requisition or in default may be convened by such requisitionists, as provided by section 368 of the Act.
12. At least 21 days notice shall be given in the case of an Annual General Meeting and of every meeting where it is proposed to pass a Special Resolution. At least 7 days notice shall unless the meeting resolves otherwise, be given of an adjourned meeting, and at least 14 days notice of any other meeting. The notice shall specify the time and place of the meeting and the general nature of any special business and shall be given to all members, subject to the provisions of these Articles.
13. 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 notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the accounts, the auditor's report, the ordinary report of the Board, the election of members of the Board and the appointment and remuneration of the Auditors.
15. 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 hereinafter provided twenty persons present in person shall be a quorum.
16. 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 then present shall be a quorum.
17. The Chairman of the Board, or in his absence, the Vice-Chairman, shall preside as chairman of every general Meeting of the Society, but if at any meeting neither of them be present within fifteen minutes after the time appointed for the meeting, the members of the Society present shall choose one of their number to be chairman of that meeting.

18. The chairman may, with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time and place to place, but no business shall be transacted at any adjourned meeting other than that left unfinished at the meeting from which the adjournment took place.
19. 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 upon declaration of the result of the show of hands, demanded by the chairman of the meeting, or by at least five members present, or by members present and representing one-tenth of the total voting rights of all the members having the right to attend and vote at that meeting. Unless a poll be so demanded, a declaration by the chairman of the meeting that a resolution has been carried or lost or otherwise determined, and an entry to that effect in the minute book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution. The demand for a poll may be withdrawn.
20. Subject to the provision of Article 21, if a poll be demanded in manner aforesaid, it shall be taken forthwith, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. No poll shall be demanded on the election of a chairman of a General Meeting, or on any question of an adjournment.

VOTES OF MEMBERS

22. Every ordinary, associate, life, corporate and honorary member shall have one vote, provided that no junior member and no member from whom a subscription or other money is due to the Society and unpaid shall be entitled to vote at a General Meeting. A corporation may vote by its duly authorised representative as provided in section 375 of the Act.
- 22A
- (1) A proxy may only validly be appointed by a notice in writing (referred to in these Articles as a "proxy notice") which (a) states the name and address of the member appointing the proxy; (b) identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed; (c) is signed by or on behalf of the member appointing the proxy; and (d) is deposited at the Office at least 48 hours before the time appointed for the holding of the relevant General Meeting and in accordance with any instructions contained in the notice of the meeting.
 - (2) The Board may require proxy notices to be in a particular form and may specify different forms for different purposes.
 - (3) A proxy notice which does not comply with and is not deposited in accordance with the foregoing provisions shall be invalid.
 - (4) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy appointed under them is to abstain from voting) on one or more resolutions.
 - (5) Unless a proxy notice indicates otherwise, it must be treated as (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions that may be put to the meeting and as (b) appointing that person as a proxy in relation

to any adjournment of the General Meeting to which it relates as well as to the meeting itself.

- 22B (1) 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 although a valid proxy notice has been delivered to the Society by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by depositing at the Office not later than 48 hours before the time appointed for the holding of the relevant General Meeting a notice in writing signed by or on behalf of the member who appointed the proxy.
- (3) If a proxy notice (or a notice revoking an appointment) 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.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall have a second or casting vote.

BOARD OF TRUSTEES

24. The management of the affairs of the Society shall be in the hands of a Board of Trustees.
25. With effect from the close of the Annual General Meeting to be held in the year 2017 and thereafter until or unless otherwise determined by the Society in General Meeting, the Board shall consist of a maximum of fifteen persons comprising:
- (a) four Principal Office Bearers elected or where applicable appointed namely (i) a Chair (ii) a Vice-Chair (iii) a General Secretary and (iv) a Treasurer or Finance Director;
 - (b) up to a maximum of seven persons elected or where applicable appointed with the intent that each of the persons so elected or appointed shall chair one of the Principal Committees of the Board to be constituted in terms of Article 45 (1);
 - (c) the Executive Director who shall hold office in accordance with the provisions of Article 30;
 - (d) up to a maximum of two persons elected (or where applicable appointed) as Non-Executive Directors but to whom during their respective terms of office the Board may nevertheless allocate specific responsibilities; and
 - (e) at the discretion of the Board one additional Non-Executive Director whom the Board may appoint and to whom during his or her term of office the Board may nevertheless allocate specific responsibilities.
26. The members of the Board shall retire by rotation in accordance with the following provisions:
- (a) At the Annual General Meeting to be held in each year not less than one third (rounded up to the nearest whole number) of the elected members of the

Board in office immediately before the holding of the Meeting shall retire. The members to retire shall be those who shall have been longest in office since their last election provided that as between members last elected on the same day the member or members to retire shall be determined by agreement or in default of agreement by lot. In seeking to reach such agreement the members of the Board shall use reasonable endeavours to procure that the persons holding office as Chair and as Vice-Chair shall not both retire in the same year nor shall the persons holding office as General Secretary and as Treasurer or Finance Director except in the event of one or other of the persons concerned seeking election to another position.

(b) No elected member of the Board shall remain in office for longer than three years without re-election or re-appointment. The expression "three years" where it is used in this Article 26 shall mean the period of time between the date appointed for the holding of the Annual General Meeting in one year and the date appointed for the holding of the Annual General Meeting in the third successive year thereafter.

(c) The initial term of office of an additional Non-Executive Director appointed in accordance with paragraph (e) of Article 25 shall be until the holding of the next but one Annual General Meeting following the date of his or her appointment, when such person shall retire by rotation but shall be eligible either (i) for election at that meeting for a term of three years, or (ii) for re-appointment by the Board for a further term not exceeding three years but upon the expiry of the said term of election or further term of appointment, as the case may be, such person shall not be eligible for re-election or re-appointment to that office.

(d) Any person appointed by the Board in terms of Article 28 shall retire at the next following Annual General Meeting.

(e) Except as otherwise provided a retiring member of the Board shall be eligible for election or re-election.

(f) There is conferred on the Board the power to prescribe such transitional measures, over-riding the provisions prescribed in the Articles (whether in force immediately before or after the holding of the Annual General Meeting of the Society to be held in the year 2016 and including those relating to the maximum number of members of the Board), as the Board shall consider appropriate for the purpose of seeking to achieve an orderly transition from the rotational provisions applicable to the periods of office of members of the Board in terms of the Articles in force immediately prior to the holding of that Meeting to the rotational provisions applicable to the periods of office of members of the Board in terms of the Articles in force immediately after the holding of that Meeting.

27. The Society may at the meeting at which a member of the Board retires fill the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
28. The Board may at any time appoint an eligible person as a member of the Board either to fill a casual vacancy or for the purpose of chairing a Principal Committee of the Board provided always that the maximum numbers specified in Article 25 are not thereby exceeded. It shall also be competent for

a General Meeting of the Society (not being an Annual General Meeting) to elect an eligible person as a member of the Board either to fill a casual vacancy or for the purpose of chairing a Principal Committee of the Board provided always that the maximum numbers specified in Article 25 are not thereby exceeded.

29. Notwithstanding the election or appointment of persons to the offices specified and prescribed in paragraphs (a), (b) and (d) of Article 25, the Board shall have the power at any time at its discretion to re-allocate the respective offices held by individual members of the Board.
30. The Executive Director of the Society (as hereinafter defined) shall *ex officio* be a member of the Board during the period of his or her holding office in that capacity. The term "Executive Director" shall mean the principal or senior remunerated executive of the Society as determined from time to time by the Board, whether the office or position to which he or she is appointed is styled Executive Director or by some other title.
31. A person who is neither a member of the Society nor the representative of a corporation which is a member of the Society shall in no circumstances be eligible to hold office, or to continue in office, as a member of the Board, other than as a member of the Board holding office in terms of Article 30.
32. The members of the Board shall discharge their duties without remuneration except as provided for in clause 5.2 or the Memorandum but they may however be reimbursed expenses actually incurred by them in attending to the business of the Society.
33. (1) Nominations for the election or re-election of members of the Board (unless proposed by the Board) shall be deposited at the Office (or at such other address as may be notified from time to time by the Board) at least 42 days before the date appointed for the holding of the Annual General Meeting.

 (2) Such nominations shall either be proposed and seconded by members of the Society or shall be proposed by the Board or by a Principal Committee of the Board, in either case without a seconder. Any nominations proposed and seconded by members of the Society shall state the full name (including any previous name), usual residential address, service address (if different), occupation and date of birth of the nominated person and such other information as the Board may from time to time require or determine and shall include or be accompanied by a notice executed by such person of his or her willingness to be elected or re-elected and by a brief curriculum vitae prepared by the nominated person, which the Board may require to be in such form as the Board may from time to time determine. Other than in the case of persons seeking election as a Principal Office Bearer, persons nominated for election to the Board may express a preference for being appointed to a specific responsibility, for example to be appointed to chair a Principal Committee of the Board.

 (3) At least 21 days before the date appointed for the holding of the Annual General Meeting notice shall be given to all members of the Society entitled to receive notice of the meeting of all prima facie valid nominations deposited in accordance with paragraph (1) of this Article 33 and of all nominations proposed by the Board or by a Principal Committee of the Board. The notice to be given shall include the full name (including any previous name), service address and occupation of each of the nominated persons together with in each case a brief curriculum vitae as aforesaid.

34. The Society in General Meeting may from time to time increase or reduce the number of members of the Board or otherwise alter or amend the offices or positions provided for in Article 25, and may also determine in what rotation such increased, reduced or altered number shall retire from office and may make the appointments necessary to effect any such increased or altered positions.
35. In addition to and without prejudice to the provisions of sections 303 and 304 of the Act, the Society may by Extraordinary Resolution remove any member of the Board before the expiration of his or her period of office and may by an Ordinary Resolution appoint another member in his or her stead. Any person so appointed shall retire at the subsequent Annual General Meeting but shall be eligible for re-election.
36. A member of the Board shall forthwith vacate office in the event that he or she:
 - (a) ceases to be eligible for membership of the Board ;
 - (b) becomes of unsound mind;
 - (c) by notice in writing to the Secretary or the Board resigns office;
 - (d) is removed from office by virtue of a resolution passed pursuant to section 184 of the Act or to Article 35;
 - (e) ceases to hold office by reason of any order made under section 188 of the Act;
 - (f) holds any office of the Society in respect of which remuneration is paid unless appointed and holding office in accordance with the provisions of clauses 5.2 of the Memorandum of Association.
37. The Board shall appoint and from time to time replace a named person to be responsible for the care and development of the Collection subject only to the requirement that if such person is not an appropriately qualified and/or experienced professional Museum Curator and if for the time being the Board does not have amongst its number a person with appropriate qualifications and/or experience, the Board shall seek to appoint such a person to be its adviser.

POWERS AND PROCEEDINGS OF THE BOARD

38. The Board may exercise all the powers of the Society to borrow money and to grant a heritable security over or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock, and other securities, whether outright or as security for any debt, liability or obligation of the Society.
39. The Board may exercise all such powers and do all such acts and things as the Society is authorised to exercise and do by its Memorandum of Association or otherwise, and are not hereby or by statute directed or required to be exercised or done by the Society in General Meeting, but subject nevertheless to the provisions of the Act and of these Articles, and to any regulations not being inconsistent with these Articles from time to time made by the Society in General Meeting; but no regulation made by the

Society in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

40. Without prejudice to the general powers conferred by Article 39, and to the other powers and authorities conferred on the Board, the Board shall have power to make, alter and repeal such bye-laws and regulations as they may think proper with regard to the admission of members and visitors to any premises owned or occupied by the Society, for the conduct and safety of such persons thereon, for the operation of vehicles and equipment of any kind thereupon, and generally with regard to the conduct of the affairs and concerns of the Society and its administration; provided however that no bye-law or regulation shall affect or repeal anything contained in the Memorandum of Association or in these Articles, and that any bye-law or regulation may be set aside by Special Resolution of the Society.
41. The members for the time being of the Board may act notwithstanding any vacancy in their body.
42. All cheques, promissory notes, drafts, bills of exchange and other instruments and all receipts for money paid to the Society shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the Board may from time to time determine.
43. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they may think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, five shall be a quorum. Questions shall be determined by a majority of votes and in the case of an equality of votes the Chairman of the meeting shall have a second or casting vote. A meeting of the Board at which a quorum is present shall be competent to exercise all the powers and authorities of the Board. Meetings of the Board shall be summoned by the Secretary on his own volition or when requested by any one or more members of the Board.
44. The Chairman shall preside at every meeting of the Board or, in his absence, or if he should decline, the Vice-Chairman shall preside, whom failing the members of the Board present shall elect one of their number to act as chairman for that meeting.
45. (1) For the better management and conduct of the affairs of the Society, the Board shall cause to be constituted Principal Committees of the Board, the number of which until or unless otherwise determined by the Society in General meeting shall not exceed seven at any one time. Each Principal Committee shall consist of such members of the Board, or of such members of the Board and such other members of the Society, as shall in each case be determined from time to time. The Board shall delegate to each of the Principal Committees such of its powers as the Board shall from time to time consider appropriate. Until or unless otherwise determined by the Board the Principal Committees of the Board to be so constituted shall be (i) the Executive Committee (ii) the Finance & Audit Committee (iii) the Railway Management Committee (iv) the Museum & Collections Committee and (v) the Business Development Committee.

(2) The power of appointment and revocation of appointment of members of each of the Principal Committees (including the chair of each Principal Committee) shall vest in the Board but the Board may delegate this power in part to the chair and/or existing members of the relevant Principal Committee

who in exercising such power shall comply with any directions given by the Board and shall also have regard to the expertise, experience, active participation and potential contribution of other members of the Society.

(3) The Board may also from time to time constitute such further committees of the Board consisting of such members of the Board or of such members of the Board and such other members of the Society as the Board may think fit and may delegate to such further committees such of its powers as the Board may think fit.

(4) In the exercise of any powers delegated in terms of this Article 45 each of the Principal Committees and of any such further committees shall comply with the relevant terms of reference, directions and rules promulgated by the Board and their meetings and proceedings shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any directions and rules promulgated by the Board.

46. The Board may from time to time appoint and discharge such individual members of the Society as they may think fit to assist the Board in the carrying out of their duties, and allot designations of office to such members, but no such appointment or designation shall thereby constitute such member a member of the Board for any purpose whatever, nor shall such a person be entitled to attend any meeting of the Board except by invitation nor in any case to vote at a meeting of the Board.
47. All acts done bona fide by any meeting of the Board or by any sub-committee thereof shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment or continuation in office of any member thereof or that any member were disqualified, be as valid as if every such member had been duly appointed or had continued in office and was qualified to be a member of the Board or of any sub-committee thereof.
48. The Secretary of the Society shall be appointed from time to time by the Board from amongst their number or otherwise, declaring that for the avoidance of doubt, the office of Secretary and the position of General Secretary specified in Article 25 may be combined in the one person.

SEAL

49. In so far as required by the Act, the Board shall provide a Common Seal and if provided shall have full power to use the Seal in the execution of all or any of the powers vested in it, or otherwise in relation to the business or affairs of the Society as it in its discretion thinks fit, and any document bearing the Seal of the Society and purporting to be signed by two members of the Board or by one member of the Board and the Secretary shall in the absence of proof to the contrary, be deemed to be executed by the Society; Provided that nothing in this Article shall prevent the Society from executing any document in any other manner for the time being recognised by law.

PRESIDENT AND VICE-PRESIDENTS

50. The Society in General Meeting may appoint an Honorary President and Honorary Vice-Presidents (subject to a maximum of three Honorary Vice-Presidents holding office at any one time). Such persons may be, but need not be, members of the Society. Persons so elected shall hold office for a

term of three years from the date of their election and shall be eligible for re-election. Provided that any person who shall at the date of incorporation of the Society hold an equivalent office in the unincorporated body known or sometime known as the "Scottish Railway Preservation Society" shall hold office as Honorary President or Honorary Vice-President (as the case may be) of the Society, for such period of time as he would have continued to hold office according to the rules and regulations for the time being in force of said unincorporated body.

ACCOUNTS AND AUDIT

51. Until or unless the Society shall otherwise determine in General Meeting the financial year of the Society shall begin on 1st April in one year and end on 31st March in the following year.
52. The Board shall cause proper books of account to be kept for and in respect of :-
 - (a) all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Society;
 - (c) the property, assets and liabilities of the Society.

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 Society's affairs and to explain its transaction.

53. The books of account of the Society shall be kept at the office or subject to Section 222 of the Act at such other place or places as the Board thinks fit and shall always be open to the inspection of all members.
54. The Board shall from time to time in accordance with the Act cause to be prepared and to be laid before the Society in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in the relevant sections of the Act.
55. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society 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 the Auditor and to every member.
56. An Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Act.

NOTICES

57. (1) Subject to these Articles, anything sent or supplied by or to the Society under these Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Society.
- (2) A notice, copy of any account, report or other document sent by post

in hard copy form shall, unless the contrary be proved, be deemed to be given, sent or supplied 48 hours after the envelope containing it was posted.

- (3) Subject to these Articles, any notice, copy of an account, report or other document sent or supplied to a member of the Board in connection with the taking of decisions by the Board may be sent or supplied to that member by the means by which that member of the Board has asked for the time being to be sent or supplied with such notices or others.

58. Without prejudice to the provisions of Article 57, no person shall be entitled to have any notice, copy of any account, report or other document served upon him in hard copy form at any address outwith the British Isles and any person whose registered address is not within the British Isles may by notice to the Society request the Society to register an address within the United Kingdom which for the purposes of the service of notices in hard copy form shall be deemed to be his registered address.

WINDING-UP

59. Clause 9 of the Memorandum of Association relating to the winding-up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

INDEMNITY

60. Subject to the provisions of the Act every officer or employee of the Society shall be entitled to be indemnified by the Society against all costs, losses and expenses which he may incur or become liable for in the execution or discharge of any office held by him in the Society.

Names, Addressed and Descriptions of Subscribers