

THE COMPANIES ACT, 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

ARTICLES OF ASSOCIATION OF The Gauge 3 Society

INTERPRETATION

1. In these articles:

“The Act” means the Companies Act, 2006

“Board ” means the Board of Directors.

“the Company” means the corporate body of members.

“the Seal” means the common seal of the Company

“Secretary” means any person appointed to perform the duties of Secretary of the Company.

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, digital media and other modes of representing or reproducing words in visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

2. The Company is established for the objects expressed in the Memorandum of Association.

MEMBERS

3. (a) The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership shall be members of the Company.

(b) Any fully paid up member of the unincorporated Gauge 3 Society as at the date of incorporation of the Company shall have automatic entitlement to be enrolled as a member of the Company.

(c) The Board may in their discretion make regulations and bye-laws pursuant to Clause 57 of these Articles, governing the conditions under which members may be admitted to the Company

4. (a) An application for membership may be approved or rejected by the Board.

(b) The Board shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED THAT the member

concerned shall have a right to be heard before a final decision is made.
(c) The Board shall make regulations and bye-laws pursuant to Clause 57 of these Articles, governing the procedures for dealing with disciplinary matters, including termination of membership as provided at 3(b) above.

5. Unless the members of the Board or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 56, the Board may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than three.

GENERAL MEETINGS

6. The Company shall each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and such place as the Board will appoint. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
7. The Board may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Board to form a quorum, any member of the Board or any two members of the Company may convene an Extraordinary General Meeting in the same manner or as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETING

8. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty one days' notice in writing. Other meetings shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting, and shall specify the day and hour of the meeting and, in the case of special business, the general nature of that business and shall be given, in a manner hereinafter mentioned or in such manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of

the Company, entitled to receive such notices from the Company. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- a) in the case of the Annual General Meeting, by all the members entitled to attend and vote; and
 - b) in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety five percent of the total voting rights of all the members at the meeting.
9. 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

10. The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Board and auditors, the election of members of the Board in place of those retiring and the appointment of, and the fixing of remuneration, of the auditors.
11. 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; twenty members, or one third of the total membership, whichever is the lower, present in person shall be a quorum. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of the members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and to such other time and place as the Board may determine.
12. The chairman, if any, of the Board shall chair every General Meeting of the Company, or if there is no such chairman, or if he shall not be present within thirty minutes after the time appointed for the holding of the meeting, or is unwilling to act, the members of the Board present shall elect one of their number to chair the meeting.
13. If at any meeting no member of the Board is willing to act as chairman or if no member of the Board is present within thirty minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.

14. The chairman 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. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. At any General Meeting any resolution put to the vote except that relating to the election of Directors, Officers of the company or other committee members elected at General Meetings shall be decided upon by a show of hands. On a declaration by the chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, an entry to that effect in the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion or the votes recorded in favour or against such resolution. Any resolution for the appointment of Directors, Officers of the Company or other committee members elected at General Meetings shall be by secret ballot by those present at the meeting who shall, by a majority of those present, elect one of their number who is not standing for any such post to be an invigilator for the secret ballot. The result of the ballot will be announced at the meeting at which the election takes place, and recorded in the minutes of that meeting. The voting papers for any such ballot will be retained until the end of the Annual General Meeting the year following the election.
16. In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.
17. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Meetings (or being organisations by their duly appointed representatives) shall be as valid and effective as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

VOTES OF MEMBERS

18. Every member shall have one vote
19. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid.

ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

20. Any Organisation which is a member of the Company may by resolution of its Committee or other governing body authorise in writing such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall, on lodging such authority with the Company be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Company.

BOARD of DIRECTORS

21. The maximum number of members of the Board shall be twelve and the minimum number of the Board shall be two unless determined otherwise by the company in General Meeting.
22. The members of the Board shall be paid all reasonable expenses properly incurred by them in attending and returning from meetings of the Board or General Meetings of the Company in connection with the business of the Company.

BORROWING POWERS

23. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

24. The business of the Company shall be managed by the Board who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in General Meeting; but no such regulation shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
25. All cheques and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the Board shall from time to time decide.
26. The Board shall cause minutes to be made:
 - a) of all appointments of officers made by the Board.
 - b) of the names of the members of the Board present at each meeting of the Board.
 - c) of all resolutions and proceedings at all meetings of the Company, and of the Board.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS

27. Subject to the provisions of Sections 168-169 of the Act, the office of member of the Board shall be vacated if the member:
- a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - b) becomes prohibited from being a director by reason of any order made under the Company Directors Disqualification Act 1986; or
 - c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
 - d) resigns his office by written notice to the Company; or
 - e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by section 182 of the Act; or
 - f) ceases to be a member of the Company; or
 - g) becomes a paid employee of the Company
28. A member of the Board shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so, his vote shall not be counted.

ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

29. At the first Annual General Meeting of the Company all the members of the Board shall retire from office, and at every subsequent Annual General Meeting one third of the Directors who are subject to retirement by rotation, or if their number is not three or a multiple of three, the number nearest one third shall retire from office; but if there is only one Director who is subject to retirement by rotation, he shall retire. The first rotation of Directors will be at the second and third annual general meetings of the Company, when the Directors to retire will be chosen by lot, and in subsequent years retirement in rotation will be taken on completion of three years as a Director.
30. A retiring Director shall be eligible for re-election
31. The Company at the meeting at which a Director retires in the manner aforesaid may fill the vacated office by electing a person thereto, and in

- default the retiring Director shall, if offering himself 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.
32. No person other than a Director retiring at the meeting shall unless recommended by the Board be eligible for election to the Board at any General Meeting unless, by a time stipulated in any notice sent or advertised to all members prior to the meeting at which the election to take place, there shall have been left at the registered office of the Company notice in writing signed by a full member of the Company, his intention to propose such person for election, seconded by another full member of the Company, and also a notice in writing signed by the person proposed of his willingness to be elected.
 33. The Company may from time to time by ordinary resolution increase or reduce the number of members of the Board.
 34. The Board shall have the power at any time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing members but so that the total number of members of the Board shall not at any time exceed any maximum 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.
 35. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of the Director removed under this Article.

PROCEEDINGS OF THE BOARD OF DIRECTORS

36. The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit, but shall meet on at least two occasions annually. Questions arising at any meeting shall be decided by a majority of votes. In the case of equality of votes the chairman shall have a second or casting vote. A Director may, and the secretary on the request of a Director shall, at any time summon a meeting of the Board. Seven days' notice of a meeting of the Board shall be given to all Directors unless all Directors entitled to attend agree to accept shorter notice. It shall not be necessary to give notice of a meeting of the Board to any member for the time being absent from the United Kingdom.

37. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be one third of the membership of the Board, subject to a minimum of two.
38. The Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members, the Board may act for the purpose of increasing the number of members to that number, or of summoning a General Meeting of the Company, but for no other purpose.
39. The Board may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected or if at any meeting the chairman is not present within thirty minutes after the time appointed for holding the same, the Directors present may choose one of their number to chair the meeting.
40. The Board may delegate any of their powers to sub-committees consisting of such persons as they think fit; any Sub-committees so formed shall conform to any regulations that may be imposed upon it by the Board and shall report all acts and proceedings to the Board as soon as it is reasonably practicable.
41. A Sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within thirty minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
42. A Sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the chairman shall have a second or casting vote.
43. All acts done by any meeting of the Board or of a Sub-committee, or by any person acting as Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

SECRETARY

44. A Secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as the Board thinks fit; and any Secretary so appointed may be removed by it: provided always that no Director may occupy the salaried post of Secretary.
45. A provision of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by it being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

46. The Board shall provide for the same custody of the seal, which shall be used only on the authority of the Board or of a sub-committee 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.

ACCOUNTS

47. The Board shall cause accounting records to be kept in accordance with Sections 381 - 389 of the Act.
48. The accounting records shall be kept at the registered office of the Company or, subject to Section 388 of the Act, at such other place or places as the Board thinks fit, and shall always be open to inspection of the officers of the Company.
49. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.
50. The Board shall from time to time and in accordance with Sections 423 - 425 of the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
51. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General

Meeting, together with a copy of the auditor's report, and the report of the Board, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company. Provided that this Article shall not require a copy of these documents to be sent to any person of whom the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

52. Auditors shall be appointed and their duties regulated in accordance with Sections 486-488 and 492-494 of the Act.

NOTICES

53. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
54. Notice of every General Meeting shall be given in any manner hereinbefore authorised to;
 - a) every member except those members who (not having a registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
 - b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
 - c) the auditor for the time being of the Company;
 - d) each member of the Board.
55. No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

56. Clause 6 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

RULES OR BYE LAWS

- 57.
- a) The Board may from time to time make such Regulations or Bye Laws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Regulations and Bye Laws regulate:
 - i) The admission and classification of members of the Company, and the rights and the privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
 - ii) The conduct of members of the Company in relation to one another, and to the Company employees.
 - iii) The safe conduct of events and exhibitions at which *inter alia* live steam locomotives and other potentially hazardous equipment may be operated or demonstrated.
 - iv) The setting aside of the whole or any part or parts of the Company premises at any particular time or times for any particular purpose or purposes.
 - v) The procedure at General Meetings and meetings of the Board and Sub-committees in so far as such procedure is not regulated by these Articles.
 - vi) and, generally, all such matters as are commonly the subject of Company rules.
 - b) The Company in General Meeting shall have the power to alter or repeal the Regulations or Bye Laws and to make additions to them and the Board shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Regulations and Bye Laws, which so long as they shall be in force, shall be

binding on all members of the Company.