

THE COMPANIES ACT 1985

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

*Memorandum
AND
Articles of Association*
OF
WOKING MINIATURE RAILWAY
SOCIETY LIMITED

Incorporated the 6th February 1991

No. 2580379

*Memorandum and Articles of Association as
approved 26th March 1999*

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum of Association
OF
WOKING MINIATURE RAILWAY SOCIETY LIMITED

1. The name of the Company is "WOKING MINIATURE RAILWAY SOCIETY LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) The aim of the Society shall be to further the activity of model engineering in the Woking area.
 - (B) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest and to take option over any concessions, licences, real or personal property of any kind and to develop and deal with the same in such manner as would further the objects of the Company.
 - (C) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company.
 - (D) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
 - (E) To mortgage and charge the undertaking and all or any of the real and personal property and assets present and future of the Company.
 - (F) To draw, make, accept, negotiate, endorse, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(G) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(H) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company.

(I) To amalgamate or co-operate with any other company whose objects are or include objects similar to those of this Company.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company.

PROVIDED THAT nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the company or to any member of the company in return for any services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding 7% per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Company.

5. The liability of the members is limited.

6. Each member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member or within one year after he ceased to be a member for payment of the debts and liabilities of the Company contracted before he ceased to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves with amounts as may be required not exceeding £1.

7. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place of all sales and purchases of goods by the Company and of the property credits and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed

in accordance with the regulations of the Company for the time being such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheets ascertained by one or more Auditor or Auditors.

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

Names, Addresses and Descriptions of Subscribers

NOTEHOLD LIMITED,
49, Green Lanes,
London, N. 16.

NOTEHURST LIMITED,
49, Green Lanes,
London, N. 16.

DATED the 29th January, 1991.

WITNESS to the above Signatures:-

M. I. ANDERSON,
6, Welford Close,
Millfields Road,
Clapton, E5. 0DL.
Secretary.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

OF
WOKING MINIATURE RAILWAY SOCIETY LIMITED

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:--

WORDS MEANINGS

The Act	The Companies Act, 1985,
These Presents	These Articles of Association, and the regulations of the Company from time to time in force.
The Company	The above-named WOKING MINIATURE RAILWAY SOCIETY LTD.
The Office	The registered office of the Company.
The Seal	The Common Seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar Month.
In writing	Written, typed, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender, and Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Company proposes to be registered is two hundred but the Committee may from time to time register an increase of members.
3. The provisions of Section 191 of the Act shall be observed by the Company, and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Company is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and such other persons as the Committee shall in its absolute discretion admit to full membership shall be members of the Company.
6. A member of the Company shall cease to be such if by writing under his hand lodged at or sent to the office he resigns from membership. The rights of a member as such shall be personal and shall not be transferable and shall cease upon the death of such member.

GENERAL MEETINGS

7. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Committee, and shall specify the meeting as such in the notices calling it, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation or in the following year.
8.
 - (a) All General Meetings other than Annual General Meetings, shall be called Extraordinary General Meetings.
 - (b) The Hon. Secretary will prepare and despatch Notice of Annual General Meeting to all Members not later than 28 days prior to the Meeting. The Notice will include the date, time and place of the Meeting (together with a location map). Enclosed with the Notice will be a nomination form for the election of officers at the Meeting and Certificate to appoint a Proxy.

- (c) Completed forms of nomination must be delivered to the Hon. Secretary no later than 14 days prior to the meeting.
- (d) If there be no nominations and the present incumbent wishes to relinquish the appointment, forthwith the office shall remain vacant until an appointment is made by Committee.
- (e) All nominations properly and duly proposed, will be offered to the Meeting and a vote taken on each proposal. The nominee obtaining the greater number of votes (by a show of hand or by a poll if called for) duly counted (in either case) shall be elected. In the event of two or more candidates receiving equal votes a second ballot may be held unless one or more of the candidates withdraws so as to leave a single clear winner (the Chairman elect may register a casting vote) to decide the winner.

9. The Members of the Committee 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 Section 368 of the Act.

10. (a) Twenty-one days' notice in writing at least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
- (b) Proposed Motions to be placed before the AGM for consideration are to be delivered to the Secretary no later than 14 days prior to the meeting. A list of nominations and motions received will subsequently be posted to all Members not less than seven days before the meeting.

11. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by anyone entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding that had taken place at any meeting

PROCEEDINGS AT GENERAL MEETINGS

12. 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 income and expenditure account and balance sheet, and the reports of the members of the Committee, and election to appoint members in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

13. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five full members or sixty per cent of all full members whichever shall be the less present in person or by proxy shall be a quorum.

14. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present the meeting, if convened on 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 at such other place as the Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour of the time appointed for holding the meeting the meeting shall be dissolved.

15. The Chairman (if any) of the Committee shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Committee, or if no such member be present, or if all the members of the Committee present decline to take the chair, they shall choose some member of the Company who shall be present to preside.

16. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the members

shall not be entitled to any notice if an adjournment, or of the business to be transacted at an adjourned meeting.

17. 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 the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

18. Subject to the provisions of Article 20, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of an adjournment.

20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

21. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

22. Subject as otherwise provided in these Articles, every full member in good standing shall have one vote.

23. Save as herein expressly provided, no member other than a full member duly registered, who shall have paid every subscription and other sums (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

24. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly

authorised representative as provided by Section 375 of the Act. This proxy need not be a member.

25. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

26. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited with the Hon. Secretary not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of the meeting or adjourned meeting as the case may be.

27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

28. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

[Article 26. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited with the Hon. Secretary not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of the meeting or adjourned meeting as the case may be.]

.....Full member Number

.APPOINT..... a Full Member Number

or as per Article 24,

Name:Representing

ofPostcode

Phone:

to vote for me and on my behalf at the Annual or Extraordinary or Adjourned, as the case may be, General Meeting of the Company to be held on the day of 19

I understand that it is my responsibility to instruct my proxy how I wish them to vote or not to vote, as the case may be, on any item at this meeting.

Signed: Date

COMMITTEE OF MANAGEMENT

29. Until otherwise determined by a General Meeting, the number of members of the Committee shall be not less than six nor more than twenty.

30. The Chairman, Secretary and Treasurer as elected to their offices within Woking Miniature Railway Society be automatically elected to the same offices within the Company.

31. The first members of the Committee shall be H. D. Cullimore and M. S. Pratt.

32. The Committee may from time to time and at any time appoint any member of the Company as a Member of the Committee, either to fill a casual vacancy or by way of addition to the Committee, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

33. No person who is not a full member in good standing of the Company shall in any circumstances be eligible to hold office as a member of the Committee.

POWERS OF THE COMMITTEE

34. The business of the Company shall be managed by the Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, not being inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting but no

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

35. The Committee for the time being of the Company may act notwithstanding any vacancy in their body; provided always that in case the Members of the Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them or him to act as the Committee for the purpose for admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

36. One or more Secretaries shall be elected by the full members, in person or by proxy at the Annual Meeting for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply and shall be observed. The Committee may from time to time by resolution appoint an assistant or deputy Secretary, and any persons so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

TREASURER

37. The Annual General Meeting shall elect one or more persons to act as Treasurer of the Company for such time, at such remuneration and upon such conditions as they think fit, and any Treasurer so appointed may be removed by them. The provisions of Section 283 and 284 of the Act shall apply and shall be observed. The Committee may from time to time by resolution appoint an assistant or deputy Treasurer and any person so appointed may act in place of the Treasurer if there be no Treasurer or no Treasurer capable of acting.

THE SEAL

38. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Committee, and in the presence of at least two Members of the Committee and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE.

39. The office of Member of the Committee shall be vacated:
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - (B) If he becomes of unsound mind.

- (C) If he ceases to be a Full member in good standing of the Company
- (D) If by notice in writing to the Company he resigns his office.
- (E) If he ceased to hold office by reason of any order made under Sections 295-299 of the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.
- (G) If he ceases to be a Member by virtue of Section 293 of the Act.

REMOVAL OF MEMBERS OF THE COMMITTEE

40. The Company may from time to time in General Meeting increase or reduce the number of Members of the Committee, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

41. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by Extraordinary Resolution remove any Member of the Committee before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COMMITTEE

42. The Members of the Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, the quorum for meetings of the Committee shall be five or sixty per cent of all elected members of the Committee whichever be the less. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

43. A member of the Committee may, and on the request of a Member of the Committee, the Secretary shall, at any time, summon a meeting of the Committee by notice served upon its several members.

44. The Annual General Meeting shall elect a Chairman who shall be entitled to preside at all meetings of the Committee at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman is elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Committee present may choose one of their number to be Chairman of the meeting.

45. Only a meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Committee generally.

These Additional motions were also approved at this Meeting

That all terms to "Council" or "Council of Management" etc. be changed to "Committee" or "Committee of Management".

Proposed that the Membership year should now run from 1st April to 31st March (this year running from 1st January, 1999 to 31st March, 2000).



Names, Addresses and Descriptions of Subscribers

NOTEHOLD LIMITED,
49, Green Lanes,
London, N.16.

NOTEHURST LIMITED,
49, Green Lanes,
London, N.16.

DATED the 29th January, 1991.

WITNESS to the above Signatures:-

M. I. ANDERSON
6 Welford Close,
Milfields Road,
Clapton, E5 0DL.

Secretary.

Names, Addresses and Descriptions of Subscribers

Mr Mike Smith, - Director
Cedarwood,
Ivy Lane,
WOKING,
Surrey. GU22 7BY

Mr Mike Pratt, - Director
St. Agnes,
Anthony's,
WOKING,
Surrey. GU21 4YL

DATED the April 1999

WITNESS to the above Signatures:-

Mr Roger H. Griffiths
16 Walsham Road,
FELTHAM, Middlesex. TW14 0JD

Company Secretary / Director.