

THE COMPANIES ACT (NORTHERN IRELAND) 1960

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
of
THE RAILWAY PRESERVATION SOCIETY OF IRELAND

1. The name of the Company is the Railway Preservation Society of Ireland.
2. The registered office of the Company will be situate in Northern Ireland.
3. The objects for which the Company is established are:

To advance the education of the public in the history and development of railway locomotion by the preservation in working order and operation of railway locomotives and other railway vehicles and equipment and the preservation of railway buildings, bridges and other structures; and in the furtherance of the above mentioned objects but not otherwise:

- (a) To arrange, schedule and operate trains at the headquarters of the Company at Whitehead, Co. Antrim, Northern Ireland, and on any railway line in Northern Ireland or the Republic of Ireland and to carry passengers whether for remuneration or otherwise.
- (b) To do anything necessary to comply with any statutory obligations or railway company requirements which may be in force from time to time.
- (c) To settle or impose such contractual terms and obligations on passengers or others as the Company shall think fit.
- (d) To establish and operate museums anywhere in Northern Ireland or the Republic of Ireland and to charge for admission thereto.
- (e) To incorporate subsidiary companies, to fund any such companies, and to rent or lease premises to any such companies if required.
- (f) To rent or lease locomotives, rolling stock and engineering plant, machinery and any other equipment to any such companies.
- (g) To take over and hold the whole or any part of the real and personal property of and (so far as the same is not inconsistent with any other provisions of this memorandum) to continue to carry on and supplement the charitable work heretofore carried on by the existing unincorporated Company known as the Railway Preservation Society of Ireland which was founded in the year 1964.
- (h) To purchase, lease or otherwise acquire real or personal property for any estate or interest therein or any rights, privileges or easements in respect of any property or rights whatsoever.
- (i) To construct, maintain, work and manage railway lines, power supply, signalling and ancillary systems, to establish and maintain offices, workshops and plant and to erect, alter and maintain any buildings, bridges or other structures.

- (j) To purchase, hire, take on loan or otherwise acquire railway locomotives, other railway vehicles and railway equipment generally and to undertake or assist in the maintenance, repair, renovation and restoration of any such locomotives, vehicles and equipment.
- (k) To promote and encourage the retention and preservation of any such locomotives, vehicles and equipment as aforesaid by museums, transport undertakings and other bodies and to work in conjunction with, or join or affiliate to, other charitable institutions, societies or bodies either in Northern Ireland, the Republic of Ireland or in any part of the world whose aims are not inconsistent with the objects of the Company and in particular but without prejudice to the generality of the foregoing to maintain close liaison with the railway companies in Ireland and any other bodies that will assist the activities of the Company in Northern Ireland, the Republic of Ireland or anywhere in the world.
- (l) To promote and further the study of, and research into, railways, railway locomotives and vehicles and equipment and all the historical, scientific, social and other aspects thereof, and to catalogue, collect, collate, publish and sell material and information on the aforesaid subjects of service or interest to the public in general calculated to promote the objects of the Company.
- (m) To take any gift of property, whether subject to any special trust or not, for one or more of the objects of the Company.
- (n) To procure contributions to the funds of the Company in any way which does not contravene the law relating to charities in Northern Ireland.
- (o) To print and publish or to sponsor the printing and publication of any newspapers, periodicals, books or leaflets dealing with the activities of the Company and related railway matters and to provide and operate sales facilities both on and off trains for the sale thereof and of other items of railway interest; to provide and operate car parks for the use of members, visitors and passengers to fund the charitable purposes of the Company.
- (p) To provide and operate refreshment facilities both on and off trains or elsewhere for the use and convenience of members of the Company, visitors and passengers to fund the charitable purposes of the Company.
- (q) To purchase, lease or otherwise acquire, build, equip, maintain or manage buildings or railway carriages to provide accommodation at the headquarters of the Company for persons engaged in the operation of the locomotives or vehicles or the ancillary installations or systems or in promoting any of the objects of the Company and to provide facilities incidental to such accommodation.
- (r) To undertake and execute any charitable trusts which may be lawfully undertaken by the Company.
- (s) To effect and keep up any insurance against risk, loss or liability to which the Company may be subject or which the Company may otherwise be required by law or regulation or otherwise to maintain.
- (t) To invest the moneys of the Company not immediately required for its purposes in, or at interest upon, such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (u) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation of, or binding on, the Company in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of, or charges upon, all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.

- (v) To establish and support, or to aid in the establishment and support of, any charitable associations or institutions and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company.
- (w) To pay the expenses of, and incidental to, the formation and incorporation of the Company.
- (x) To apply for, and take all necessary steps to obtain, statutory or other powers or privileges required or deemed to be expedient for the furtherance of the objects and work of the Company and to defray the costs and expenses involved.
- (y) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (z) To undertake or otherwise arrange or provide training for members and employees of the Company, and of Railway Companies, or otherwise in order to carry out any of the Company's objects.

Provided that (i) nothing in this clause shall authorise the Company to do anything which is not charitable according to the law of Northern Ireland for the time being; (ii) the Company shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Company would make it a Trade Union; (iii) in case the Company shall take or hold any property upon or subject to any charitable or other trusts the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, nor otherwise deal with the same save in accordance with the law for the time being applicable to such trusts and as regards any such property the Board or Governing Body of the Company shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner, and to the same extent, as they would have been if no incorporation had been effected; and the incorporation of the Company shall not diminish nor impair any control or authority exercisable by any Court or other authority having jurisdiction over such Board or Governing Body or in respect of such property, but such Board or Governing Body shall as regards any such property be subject jointly and severally to such control or authority as if the Company were not incorporated.

4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association 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 director, member or servant of the Company in return for any services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding six per centum per annum on money lent, or reasonable and proper rent for premises demised or let by any member of the Company but so that no director of the Board or Governing Body of the Company shall be appointed to any salaried office of the Company nor to any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any director of such Board or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company; provided that (i) the provisions last aforesaid shall not apply to any payment to any Company of which a director of the Board or Governing Body may be a member, and in which such director shall not hold more than one-hundredth part of the capital, and such director shall not be bound to account for any share of profits he may receive in respect of any such payment; (ii) nothing in this clause shall operate to prohibit the receipt by directors of the Company's Magazine in accordance with the provisions of the Articles of Association.

5. Clause deleted by Annual General Meeting on 22nd February 1991.

6. Clause deleted by Annual General Meeting on 22nd February 1991.
7. The liability of the members of the Company is limited.
8. Every 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 adjustment of the contributories among themselves, such amount as may be required not exceeding one pound.
9. If upon the winding-up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to, or distributed among, the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some charitable object.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this memorandum of association.

Names, Addresses and Descriptions

Subscribers

Witnesses

Chairman
(Bank Official)

R.C. Edwards
9 Sheridan Drive
Helen's Bay
Co. Down

Brian E. Ham
20 Callender Street
Belfast
(Solicitor)

Secretary
(Civil Engineer)

D. Grimshaw
14 Craigdarragh Park East
Craigavad
Co. Down

Hon. Treasurer
(Bank Official)

J. Richardson
18 Downshire Gardens
Carrickfergus

Committee Member
(Journalist)

Robin Morton
2 Cranmore Park
Belfast 9

Committee Member
(Development Engineer)

John A. Friel
48 Killycomaine Drive
Portadown
Co. Armagh

Committee Member
(Development Engineer)

Peter A. Scott
17 Finaghy Park Central
Belfast 10

Committee Member
(Civil Servant)

Charles P. Friel
48 Killycomaine Drive
Portadown
Co. Armagh

Dated this 11th day of July 1975