

THE COMPANIES ACT (NORTHERN IRELAND) 1960

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION
of
THE RAILWAY PRESERVATION SOCIETY OF IRELAND**

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 Society.....	The above named Society.
The act.....	The Companies Act (Northern Ireland) 1960.
These presents	These Articles of Association and the regulations of the Society from time to time in force.
The Council	The Council of Management for the time being of the Society.
Member	Member of the Society.
The Office	The Registered Office of the Society.
The Seal.....	The Common Seal of the Society.
The United Kingdom.....	Great Britain and Northern Ireland.
Ireland.....	Northern Ireland and the Republic of Ireland.
British Isles.....	United Kingdom and the Republic of Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in 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.

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 Society shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Society proposes to be registered is unlimited.

3. The provisions of Section 107 of the Act as to keeping a Register of members shall be observed by the Society, and every member of the Society shall either sign a written consent to become a member or sign the register of members on becoming a member, subject as is hereinafter provided.
4. The Society 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 Council shall admit to Membership in accordance with the provisions hereinafter contained shall be members of the Society.

MEMBERS

6. There shall be the following classes of membership:
 - (a) Honorary Members, who shall be persons at least 18 years of age whose outstanding services to the Society shall have been such as in the opinion of the Society in general meeting or of the Council merit their admission to or continued membership of the Society without payment;
 - (b) Life Members, who shall pay a single subscription of the amount for the time being in force at the date of their election as determined by special resolution;
 - (c) Ordinary Members, who shall be at least 18 years of age, and who shall pay the annual subscription for the time being in force at the date of their election or as fixed from time to time by special resolution;
 - (d) Junior Members, who shall be under 18 years of age, and who shall pay the annual subscription for the time being in force at the date of their election or as fixed from time to time by special resolution;
 - (e) Corporate Members, who shall pay an annual subscription as fixed from time to time by special resolution;
 - (f) Old Age Pensioner Members, who shall pay an annual subscription as fixed from time to time by special resolution.
7. The following persons and none others shall be members of the Society:
 - (a) Such persons as subscribe to the Memorandum and Articles of Association before the registration thereof;
 - (b) Such other persons as may desire to be admitted to membership and who may be elected by the Council to be members of the Society.
8. Every candidate for admission as a member of the Society shall complete an application form which shall be laid before the Council at its next monthly meeting. The election of all members is vested solely in the Council and shall be by ballot, and unless two-thirds of the members of the Council present shall vote for the admission of a candidate, he shall not be a member of the Society.
9. If the Council shall be of the opinion that it is not in the interest of the Society that any member shall continue to be a member thereof, the Council may request that member in writing to resign from the Society. Thereupon his name shall be removed from the Register, and he shall forfeit his interest and privileges in the Society. Provided always that any member in relation to whom any such action is proposed shall be entitled to address the Council in regard to such action.

VOTES OF MEMBERS

- 10. Every member of the Society as defined in Clause 6 of these Articles with the exception of Junior members shall have one vote provided always that:
 - (a) No member required to pay an annual subscription whose subscription is at least 12 months in arrears or from whom any other money is due and unpaid shall be entitled to attend or vote at a General Meeting.
 - (b) No Honorary or Life member from whom any money is due and unpaid shall be entitled to attend or vote at a General Meeting.
- 11. Save as herein expressly provided no person other than a member duly registered shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another member, at any General Meeting.
- 12. 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. Except in the case of a corporation, no person shall act as a proxy who is not entitled to be present and vote in his own right. A corporation may vote by its duly authorised representative as provided by Section 133 of the Act.
- 13. The instrument appointing a proxy shall be in writing under the hand of the appointer or of 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.
- 14. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notorially certified or office copy thereof shall be deposited at the Office at least forty-eight hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in such 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, otherwise the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 15. 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 shall have been received at the Office one hour at least before the time fixed for holding the Meeting or adjourned Meeting at which the proxy is to be used.
- 16. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

I,
of
a member of
and entitled to one vote hereby appoint
of
and failing him,
of
another member of the Society as my proxy to vote for me and on my behalf at the Annual (or Extraordinary or Adjourned, as the case may be) General Meeting of the Society to be held on the day of and at any adjournment thereof.

As witness my hand this day of 19.....

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

BORROWING POWERS

17. The Society may (subject to the provisions of the Memorandum of Association of the Society) raise or borrow money for the purpose of the Society's business from a member of the Council or from any other person, and may secure the repayment of the same, together with any interest and premium thereon, by mortgage or charge upon the whole or any part of the assets and property of the Society, present or future, and may issue Bonds, Debentures or Debenture Stock, either charged upon the whole or any part of the assets and property of the Society or not so charged, and in connection therewith may take out and keep on foot sinking fund or redemption policies.
18. A register of mortgages shall be kept at the Office and shall be open to inspection by any creditor or member of the Society without payment, and by any other person on payment of the sum of five new pence for each inspection. The Council may close the said register for such period or periods as they may think fit not exceeding in the aggregate thirty days in each year.
19. A register of the holders of the Debentures or Debenture Stock of the Society shall be kept at the Office and shall be open to the inspection of the registered holder of any such Debentures or Debenture Stock and of any member of the Society subject to such restrictions as the Society in General Meeting may from time to time impose.
20. If the members of the Council or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Society the members of Council may execute or cause to be executed any mortgages or security over or affecting the whole or any part of the assets of the Society by way of indemnity to secure the members of the Council or any other persons so becoming liable as aforesaid from any loss in respect of such liability.

GENERAL MEETINGS

21. The Society shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as the Council may determine, and shall specify the Meeting as such in the Notices calling it, provided that every such 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 Society holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
22. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
23. The Council may, when they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be called by such requisitionists, as provided by Section 126 of the Act.
24. If at any time there shall not be within Ireland sufficient members of the Council to form a quorum then any member of the Council or any two members of the Society may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.
25. In the case of an Extraordinary General Meeting called in Pursuance of a requisition, no business other than that stated in the requisition as the object of the Meeting shall be transacted.
26. Twenty-one days notice in writing at the 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 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 Society; but with the consent of the Auditors of the Society and of all the members entitled to receive notice thereof, or of such proportion thereof 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. The accidental omission to give notice of a Meeting to any member, or the non-receipt by any member of such notice, shall not invalidate the proceedings at any General Meeting.

27. The business at an Annual General Meeting shall be to receive and consider the accounts and balance sheets and the reports of the Officers of the Society and the Auditors, to elect the Officers of the Society (with the exception of the President) and the remaining members of the Council with the exception of any ex-officio members, to elect additional members of the Council and to elect Auditors and fix their remuneration. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.
28. 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, and such quorum shall consist of not less than seven members personally present.
29. If within half an hour from the time appointed for the Meeting a quorum be 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, and if at such adjourned Meeting a quorum be not present within half an hour from the time appointed for the Meeting, those members who are present shall be deemed to be a quorum and may do all business which a full quorum might have done.
30. The President or, failing him, the Chairman of the Society shall preside as Chairman at every General Meeting of the Society. If there be no such officers, or if at any Meeting none of them be present within fifteen minutes after the time appointed for holding the Meeting, the members present shall choose one of the members of the Council present to be Chairman or, if no member of the Council be present and willing to take the chair, the members present shall choose one of their number to be Chairman.
31. 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 business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting.
32. 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, or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all 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 Society 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.
33. Subject to the provision of the next succeeding Article 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.

34. No poll shall be demanded on the election of a Chairman of a Meeting or on any question of adjournment.
35. 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.
36. The demand for 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.

COUNCIL OF MANAGEMENT

37. Until otherwise determined by a General Meeting the members of the Council shall consist of the President and the Chairman, Honorary Secretary, Honorary Treasurer and not more than twenty other elected members; the Chairman, Honorary Secretary, Honorary Treasurer and other elected members to be elected by the members of the Society as hereinafter provided.
38. The Council may from time to time or at any time appoint any suitable member of the Society either to fill the Office of any Officer of the Society named in Clause 42 hereof who shall refuse to act or fill any casual vacancy arising in any Office of the Society at any time and the Council may appoint any member of the Society as a member of the Council either to fill a casual vacancy or by way of addition to the Council 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.
39. No person shall become a member of the Council unless he shall be a member of the Society and have attained the age of eighteen years.
40. Subject to the approval of a General Meeting of the Society:
 - (a) The Council may from time to time appoint a member of the Society as President thereof. The President may be appointed for life or for such other period as the Council may determine. The President shall be entitled to take the chair at General Meetings of the Society. The President may be removed from Office at any time by the Council.
 - (b) The Council may from time to time appoint Vice-Presidents and Patrons of the Society, who may be removed from office at any time by the Council.
41. The President, for the time being, shall be an ex-officio member of the Council.
42. The first President of the Society shall, if he becomes a member and consents to act, be the Lord O'Neill of Shane's Castle, Antrim, Co. Antrim.

The first Chairman of the Society shall, if he becomes a member and consents to act, be R.C. Edwards.

The first Honorary Secretary of the Society shall, if he becomes a member and consents to act, be D. Grimshaw.

The first Honorary Treasurer of the Society shall, if he becomes a member and consents to act, be J. Richardson.

The remaining first members of the Council of the Society shall be the following persons or such of them as shall become members and consent to act, namely:

P.A. Scott, A.S. Ragg, J.A. Friel, C.P. Friel, W.S. Boomer, S.J. Carse, L. McAllister, P. Newell, R. Morton, K. Pullin.

The said first Chairman, Honorary Secretary, Honorary Treasurer and the remaining said first members of the Council shall hold Office until the next Annual General Meeting of the Society when they shall retire but shall be eligible for re-election.

POWERS OF THE COUNCIL

43. The Management of the Society shall be vested in the Council who, in addition to the powers and authorities by these presents expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by the Act expressly directed or required to be exercised or done by the Society in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations being not inconsistent with the aforesaid provisions as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.
44. Without prejudice to the general powers conferred by the last preceding Article and to the other powers and authorities conferred as aforesaid, it is hereby expressly declared that the Council shall be entrusted with the following powers, namely:
- (a) To pay the costs, charges and expenses, preliminary and incidental, to the formation and establishment of the Society as a Limited Company.
 - (b) To purchase or otherwise acquire for the Society any property, rights or privileges which the Society is authorised to acquire at such price and generally on such terms and conditions as they may think fit.
 - (c) At their discretion to pay for any property or rights acquired by or services rendered to the Society, either wholly or partially in cash, or in Bonds, Debentures or other securities of the Society.
 - (d) To ensure the fulfilment of any contracts or engagements entered into by the Society by Mortgage or charge of all or any of the property and rights of the Society, or in such manner as they may think fit.
 - (e) To appoint and, at their discretion, remove or suspend such engineers, footplatemen, managers, officers, clerks and other servants or employees and agents, for permanent, temporary or special services as they from time to time think fit and to invest them with such powers in this Sub-Article above or below, mentioned as they may think expedient, and to determine their duties and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit.
 - (f) To appoint any person or persons to accept and hold in trust for the Society any property belonging to the Society or in which it is interested, and to execute and do all such deeds and things as may be requisite to vest the same in such person or persons.
 - (g) To execute in the name and on behalf of the Society such mortgages, charges and other securities on the Society's property, present and future, as they may think fit, in favour of any member of the Council who may incur or be about to incur any personal liability, whether as principal or surety, for the benefit of the Society, and any such instrument may contain a power of sale and such other powers, covenants and provisions as may be agreed on.
 - (h) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Society or its officers, or otherwise concerning the affairs of the Society and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Society.

- (i) To refer any claims or demands by or against the Society to arbitration and observe and perform the awards made.
- (j) To make and give receipts, releases and other discharges for money payable to the Society and for the claims and demands of the Society.
- (k) To determine who shall be entitled to sign on the Society's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents.
- (l) From time to time to make all such regulations and bye-laws as they may think proper with regard to:
 - (i) the conduct of all Railway operations by the Society;
 - (ii) the other affairs and concerns of the Society, and from time to time to repeal and alter the same or make others in lieu thereof as may seem expedient; provided that the same do not contravene any of the provisions herein contained, and provided that no bye-laws or regulations shall be made under this power which would amount to such an addition or modification of the Articles of Association as could only legally be made by a Special Resolution passed in accordance with the provisions of Section 135 of the Act.

45. A resolution in writing signed by all members of the Council shall be as valid and effectual as if it had been passed at a Meeting of the members of the Council duly called and constituted.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

46. The Office of a member of the Council (whether permanent or otherwise) shall be vacated:

- (a) if he becomes bankrupt or insolvent or compounds with his creditors;
- (b) if he becomes of unsound mind;
- (c) if he be convicted of an indictable offence;
- (d) if he is requested in writing by all his fellow members of the Council to resign;
- (e) if he gives the Council one month's notice in writing to the effect that he resigns his office;
- (f) if he ceases to be a member of the Society.

But any act done in good faith by a member of the Council whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice had been served upon the Council or an entry had been made in the Council's Minute Book stating that such member of the Council had ceased to be a member of the Council of the Society.

47. The continuing members of the Council may act notwithstanding any vacancy in their body, but if and so long as the number of members of the Council is reduced below the number fixed by or pursuant to the regulations of the Society as the necessary quorum of the Council, the continuing elected members of the Council may act for the purpose of increasing the number of members of the Council to that number or of summoning a General Meeting of the Society, but for no other purpose.

48. No person shall be or become incapable of being elected to any office in the Society or as a member of the Council by reason only of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the election of any such person and no Officer of the Society or other member of the Council shall vacate his Office at any time by reason only of the fact that he has attained the age of seventy years or any other age.

49. At the Annual General Meeting of the Society in every year all the Council other than the ex-officio members shall retire from office.
50. Any Officer of the Society or other member of the Council so retiring shall be eligible for re-election and his name may be submitted to the Meeting and he may be re-elected without any Notice having been given of intention to propose him for election.
51. The Society in General Meeting may from time to time determine the actual number of Officers of the Society and other members of the Council provided that the maximum permitted by these Articles be not exceeded. The Society at each General Meeting shall fill up the vacated Offices and may fill up any other Offices which may then be vacant by electing the necessary number of persons unless the Society shall determine to reduce the number of Officers of the Society or other members of the Council. The Society may also at an Extraordinary General Meeting on notice duly given fill up any vacancies arising among the Officers of the Society or among the remaining members of the Council apart from the ex-officio members or elect additional members of the Council provided that the maximum permitted by these Articles be not thereby exceeded. If at any Meeting it shall be determined to increase the number of members of the Council that same meeting may fill up the increased number of appointments in whole or in part.
52. If at any Meeting at which an election of members of the Council ought to take place the places of vacating members of the Council shall not be filled up the vacating members of the Council or such of them as have not had their places filled up, shall continue in office until the Annual General Meeting in the next year, and so on from time to time until their places have been filled up.
53. The Society may from time to time in General Meeting increase or reduce the number of members of the Council, and may also determine in what rotation such increased or reduced number is to go out of office.
54. The Society in General Meeting may by an Extraordinary Resolution remove any Officer of the Society or other member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead. The person so appointed shall hold office during such time only as the member of the Council in whose place he is appointed would have held the same if he had not been removed.
55. Twenty-one days previous notice in writing shall be given to the Society of the intention of any member to propose any person, other than a retiring member of the Council, for election as an Officer of the Society or other member of the Council; provided always that, if the members present at a General Meeting unanimously consent, the Chairman of such Meeting may waive the said notice and may submit to the Meeting the name of any person duly qualified.

PROCEEDINGS OF THE COUNCIL

56. The Council may meet together for the dispatch of business and adjourn and otherwise regulate their Meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined four members of the Council shall constitute a quorum. 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. A member of the Council may, and the Honorary Secretary on the requisition of a member of the Council shall at any time summon a Meeting of the Council. It shall not be necessary to give any notice of a Meeting of the Council to any member of the Council who is absent from the British Isles.
57. If present at a Meeting of the Council the Chairman of the Society shall be Chairman of that meeting. Additionally the Council may elect a Vice-Chairman of their Meetings, and determine the period for which he is to hold office, but if no such Chairman or Vice-Chairman be elected, or if at any meeting the Chairman of the Society be not present within fifteen minutes after the time appointed for holding Vice-Chairman be not present, or if no Vice-Chairman shall have been elected, the Council present shall choose one of their number to be Chairman of such Meeting.

58. The Council may delegate any of its powers to committees consisting of such members or members of their body as they may think fit. Any Committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may be imposed on him or them by the Council. The regulations herein contained for the meetings and proceedings of the Council shall, so far as not altered by any regulation made by the Council, apply also to the meetings and proceedings of any Committee provided that any such Committee shall have power to co-opt additional members of Committee including non-members of the Society up to a maximum of four.
59. All acts done by any Meeting of the Council or of a Committee of the Council or by any person acting as a member of the Council, shall notwithstanding that it be afterwards discovered there was some defect in the appointment of any such member or members of the Council or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person or persons had been duly appointed and was qualified to be a member of the Council.

SECRETARY, MINUTES, SEAL

60. The Society shall keep a Register of members of the Council and shall duly comply with such of the provisions of the Act as may be applicable thereto.
61. The Council shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments made by the Council;
 - (b) of the names of the members of the Council present at each Meeting of the Council and of any Committee of the Council;
 - (c) of all resolutions and proceedings at all Meetings of the Society, and of the Council and of committees of the Council.

All such Minutes shall if signed by the Chairman of the Meeting at which they shall have been passed or of the next succeeding Meeting be evidence of the proceedings at such meeting.

62. The Council shall forthwith procure a Common Seal to be made for the Society and shall provide for the safe custody thereof. The Seal shall not be affixed to any instrument except by the express authority of a resolution of the Council or of a Committee of the Council empowered thereto, and in the presence of at least two members of the Council and of the Chairman of the Society or such other person as Council may appoint for the purpose, and those members of the Council and the Chairman or other persons as aforesaid shall sign every instrument to which the Seal of the Society is so affixed in their presence.

PROFITS OF THE SOCIETY

63. The profits of the Society shall be applied solely towards the promotion of all or any of the objects of the Society as set forth in the Society's Memorandum of Association or these Articles as the Council may from time to time think fit, with power to the Council to create a Reserve Fund or Reserve Funds to be applicable for all or any of such purposes, and, if the Council shall think fit, also to apply all or any part of any Reserve Fund appropriated to any particular purpose to any other one or more of such purposes, and pending any such application, any Reserve Fund may at the discretion of the Council either be employed in the business of the Society or be invested from time to time in such investments as the Council may think fit.

PENSION FUND

64. In addition to any Government pension scheme for the time being in force the Council, if they think fit, may establish a pension fund or scheme (in accordance with regulations to be framed by them) for the purpose of providing pensions for the staff (if any) employed by the Society or any member of such staff or any other employees of the Society, and may make such contributions to such fund or scheme, out of the profits of the Society as they may think fit.

ACCOUNTS

65. The Council shall cause proper books of account to be kept with regard to:
- (a) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods by the Society;
 - (c) the Assets and liabilities of the Society.
66. The books of account shall be kept at the office of the Society or subject to Section 141 (4) of the Act at such other place or places as the Council may determine, and shall always be open to the inspection of the members of the Council. The Council may from time to time by resolution determine whether and to what extent and at what times and places and on what conditions the books of account of the Society or any of them shall be open to the inspection of the members, not being members of the Council, and the members shall have only such rights of inspection as are given to them by the Act or by such resolution as aforesaid.
67. The Council shall from time to time in accordance with Sections 142 and 143 and 149 to 151 of 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 those sections. The reports shall deal with the general state and progress of the Society's Affairs.
68. 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 every member of and every holder of Debentures of the Society entitled to receive Notice of General Meeting in the manner in which Notices are hereinafter directed to be served so however that this Article shall not require a copy of these documents to be sent to any person of whose address the Society is not aware or to more than one of the joint holders of any Debentures.

AUDIT

69. Auditors shall be appointed and their duties regulated in the manner provided by Sections 153, 154, 155 and 156 of the Act or any statutory modification thereof for the time being in force, and for this purpose the said Sections shall have effect as if "member of the Council" and "the Council" were substituted for "Director" and "the Directors" respectively.

NOTICES

70. A Notice may be served by the Society upon any member, either personally or by sending it through the post addressed to such member at his registered address.
71. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

- (a) every member except those members who (having no registered address within the British Isles) have not supplied to the Society an address within the British Isles for the giving of notices to them, and;
- (b) every person being a personal representative or an Assignee in bankruptcy where the member but for his death or bankruptcy would be entitled to receive Notice of the Meeting, and;
- (c) the Auditor for the time being of the Society.

No other persons shall be entitled to receive Notices of General Meetings.

- 72. Any Notice, if served by post, shall be deemed to have been served at the expiration of forty-eight hours after the same shall have been posted and in proving such service it shall be sufficient to prove that the envelope containing the Notice was properly addressed and stamped and put into the Post Office or into a post box under control of the Post Office Corporation, or any successor body.

DISSOLUTION

- 73. Clauses 8 and 9 of the Memorandum of Association of the Society relating to the winding-up and dissolution of the Society shall have effect as if the provisions were repeated in these Articles.

Names, Addresses and Descriptions

Subscribers

Chairman	R.C. Edwards
Secretary	D. Grimshaw
Hon. Treasurer	J. Richardson
Committee Member	Robin Morton
Committee Member	John A. Friel
Committee Member	Peter A. Scott
Committee Member	Charles P. Friel

Witnesses

Brian E. Ham

Dated this 11th day of July 1975