

**THE COMPANIES ACT (NORTHERN IRELAND) 1960**

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

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

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1. The name of the Company (hereinafter called "the Society") is the Railway Preservation Society of Ireland.
2. The registered office of the Society will be situate in Northern Ireland.
3. The objects for which the Society 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 provide facilities for the public to travel on the preserved vehicles both at the headquarters of the Society at Whitehead, Co. Antrim, Northern Ireland and over railway lines in Ireland having historical associations with the preserved locomotives and vehicles and to provide facilities for the public to take part in the operations of the Society where feasible.
- (b) 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 Society known as the Railway Preservation Society of Ireland which was founded in the year 1964.
- (c) 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.
- (d) To construct, maintain, work and manage railway lines, power supply, signalling and ancillary systems, to establish and maintain workshops and plant and to erect, alter and maintain any buildings, bridges or other structures.
- (e) 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.
- (f) 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 in any part of the world whose aims are not inconsistent with the objects of the Society and in particular but without prejudice to the generality of the foregoing to maintain close liaison with the railway companies in Ireland, the Ulster Folk Museum, the National Trust for Northern Ireland, the Ulster Traction Engine Club, the Irish Steam Preservation Society and the Irish Railway Record Society and other kindred bodies.
- (g) 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 Society.

- (h) To take any gift of property, whether subject to any special trust or not, for one or more of the objects of the Society.
- (i) To procure contributions to the funds of the Society in any way which does not contravene the law relating to charities in Northern Ireland.
- (j) To print and publish or to sponsor the printing and publication of any newspapers, periodicals, books or leaflets dealing with the activities of the Society and related railway matters and to provide and operate bookstalls and sales kiosks for the sale thereof and of other items of railway interest; to provide and operate car parks for the use of members and visitors.
- (k) To provide and operate refreshment facilities for the use and convenience of members of the Society and visitors.
- (l) To purchase, lease or otherwise acquire, build, equip, maintain or manage buildings or railway carriages to provide accommodation at the headquarters of the Society 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 Society and to provide facilities incidental to such accommodation.
- (m) To undertake and execute any charitable trusts which may be lawfully undertaken by the Society.
- (n) To effect and keep up any insurance against risk, loss or liability to which the Society may be subject.
- (o) To invest the moneys of the Society 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.
- (p) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation of, or binding on, the Society 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 Society or by the creation and issue of securities.
- (q) 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 Society.
- (r) To pay the expenses of, and incidental to, the formation and incorporation of the Society.
- (s) 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 Society and to defray the costs and expenses involved.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that (i) nothing in this clause shall authorise the Society to do anything which is not charitable according to the law of Northern Ireland for the time being; (ii) the Society 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 Society would make it a Trade Union; (iii) in case the Society shall take or hold any property upon or subject to any

charitable or other trusts the Society 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 Council or Governing Body of the Society 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 Society shall not diminish nor impair any control or authority exercisable by any Court or other authority having jurisdiction over such Council or Governing Body or in respect of such property, but such Council or Governing Body shall as regards any such property be subject jointly and severally to such control or authority as if the Society were not incorporated.

4. The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society 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 Society.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer, member or servant of the Society in return for any services actually rendered to the Society 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 Society but so that no member of the Council or Governing Body of the Society shall be appointed to any salaried office of the Society nor to any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such Council 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 Society; provided that (i) the provisions last aforesaid shall not apply to any payment to any Company of which a member of the Council or Governing Body may be a member, and in which such member shall not hold more than one-hundredth part of the capital, and such member 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 members of the Society's Magazine in accordance with the provisions of the Articles of Association.

5. Clause deleted by Annual General Meeting on 22<sup>nd</sup> February 1991.
6. Clause deleted by Annual General Meeting on 22<sup>nd</sup> February 1991.
7. The liability of the members of the Society is limited.
8. Every member of the Society undertakes to contribute to the assets of the Society 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 Society 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 Society 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 Society, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society, 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 Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Society 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	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

Brian E. Ham

**Dated this 11<sup>th</sup> day of July 1975**