

Railway Preservation Society of Ireland

REPORT OF THE EXTRAORDINARY GENERAL MEETING

Castlevew Pavilion, Whitehead, Saturday 7th May 2011

Lord O'Neill chaired the meeting and 49 members were present.

Apologies

Dr Garret FitzGerald, R.Edwards, M.Glendingning, M.Healy, M.Kennedy, P.Lockett, L.McAllister, F.McDonnell, E. McKee, J.McKeown, G.Moore, B.Mullally, P.Newell, P.Newell, N.Poots, J.Smyth, M.Walsh, R.Weatherup, D.Young.

Lord O'Neill informed those present that Dr FitzGerald was unwell in hospital. It was agreed that the Society's best wishes should be sent.

The death of the late Treasurer, Peter Marsden, was recorded and those present stood in his memory.

Resolutions

(i) That the Society's Memorandum of Association be amended. (Complete document circulated in advance.)

M.Halliday asked what the implications of financial liability were for the new directors, and were they all aware of there responsibilities? C.McAteer said the Society has been a company since 1975 and Council members have been directors since then. The change is to make the terms more explicit. P.McCann said the incoming directors had been made fully aware of their responsibilities.

S.Boomer asked for the reasoning behind the change. C.McAteer replied that the main drivers were changes to company and charity law in the UK, Northern Ireland and the Republic of Ireland. It was also the case that this legislation cannot be as widely interpreted as before and companies' rules need to be more specific in what they are allowed to do. J.Lockett stated that a number of anomalies also existed which needed correcting.

C.McAteer told R.Morton that there was no change to the Society's charitable status and that the same dissolution clauses apply as before.

J.Glendingning proposed the adoption of the resolution, seconded by A.Richardson.

(ii) That the Society's Articles of Association be amended such that:

- a) All references to "the Society" become "the Company".*
- b) All references to "the Council" become "the Board".*
- c) All references to "Council Member" become "Director".*
- d) Article 6(f) shall read: "Senior Members, being 65 years and over, who shall pay an annual subscription as fixed from time to time by special resolution.".*

D.Humphries proposed the adoption of the resolution, seconded by J.Glendingning.

Ballots

The ballot was decided upon a show of hands. There were no votes against either proposal.

The Chairman deemed both resolutions accepted and thanked the members for their interest and attendance.

Signed: _____ *Chairman* *Date:* _____