

ARTICLES OF ASSOCIATION OF THE WESTERN LOCOMOTIVE ASSOCIATION LIMITED

COMPANIES ACT 1985

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

1-Interpretation.

In these articles:

- 1.1 'the Act' means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force;
- 1.2 'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;
- 1.3 'The Charity' means the company intended to be regulated by these articles;
- 1.4 'The Company' means the Western Locomotive Association Limited (hereinafter referred to as 'the Association')
- 1.5 'clear days' in relation to the period of a notice means a period excluding:
 - the day when the notice is given or deemed to be given; and
 - the day for which it is given or on which it is to take effect;
- 1.6 'the Commission' means the Charity Commissioners for England and Wales;
- 1.7 'the memorandum' means the memorandum of association of the Charity;
- 1.8 'officers' includes the Directors and the Secretary;
- 1.9 'secretary' means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity;
- 1.10 'the Directors' means the directors of the Charity. The directors are charity trustees as defined by Section 97 of the Charities Act 1993

Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification not in force when these articles became binding on the Association.

The masculine includes the feminine and, where appropriate, the singular the plural.

2- Objects

The Association is established for the purposes expressed in the memorandum of association.

3-Membership.

- 3.1 The first members of the Association are the signatories to the memorandum of association and these articles and every person who at the date of incorporation had paid a membership subscription to, and was a member of, the unincorporated association known as the Western Locomotive Association.
- 3.2 Membership of the Association shall be divided into four classes namely individual membership, junior membership, senior citizen membership and family membership: -
 - a) Individual membership shall be open to all persons over the age of sixteen.
 - b) Junior membership shall be open to persons under the age of sixteen with the written consent of their parent or guardian.
 - c) Senior citizen membership shall be open to persons who have attained the statutory age of retirement.
 - d) Family membership shall comprise of the member, their spouse or partner and children under the age of sixteen.
- 3.3 Application for membership of the Association shall be made on the prescribed form to the Membership Secretary with the membership fee for the class of membership required.
- 3.4 Membership shall be open to all persons having a bona fide interest in the objects of the Association and shall not be denied or refused by reason of a person's race, gender, disability, sexual orientation, nationality, or religious faith.
- 3.5 Without prejudice to paragraph 3.4 above an application for or renewal of membership of the Association may be refused where the Management Committee (as hereinafter defined) considers that membership would be prejudicial or detrimental to the interests of the Association and its objects. The Directors must inform the applicant in writing of the reason for the refusal within 21 days of the decision.
- 3.6 The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- 3.7 The Association may, offer Honorary Membership to any individual deemed by reason of exceptional service to merit such an award by a vote in General Meeting.
- 3.8 The rights of a member are personal and not transferable.
- 3.9 The Directors must keep a register of names and addresses of the members.
- 3.10 Each individual and senior member shall be entitled to one vote at general meetings of the Association. Members holding family membership shall be entitled to one vote.
- 3.11 The annual subscription payable by members shall be such as the Association in General Meeting from time to time prescribe.

4- Termination of membership.

4.1 Membership is terminated if;

1. the member dies;
2. the member resigns by written notice to the Association unless, after the resignation, there would be less than two members;
3. any sum due from the member to the Association is not paid in full within six weeks of it falling due;
4. the member is removed from membership by a resolution of the Directors that it is in the best interests of the Association that his or her membership be terminated. A resolution to remove a member from membership may only be passed if:
 - a) the member has been given at least twenty eight days in writing of the meeting of the Management Committee at which the resolution will be proposed;
 - b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

5-Management Committee.

5.1 The Association shall be managed and controlled in its activities by a Management Committee who shall be elected by the members of the Association.

5.2 The Management Committee shall comprise of the following offices: -

Chairman
Secretary
Treasurer
Engineer
Charity Officer
Membership Secretary
Publications Officer
Sales Officer
Publicity Officer
Working Members Representative
Ordinary Members Representative

5.3 The Chairman and Treasurer shall be directors of the Company.

5.4 All members of the Management Committee are expected to conduct themselves in a proper and exemplary manner at all times. In the event of any alleged breach of this expectation the member shall be liable to such disciplinary action as the Management Committee shall determine appropriate in the circumstances, if proven on the balance of probabilities after due consideration of the issues including representations made by, or on behalf of the member.

6 Duties and powers of the Management Committee.

6.1 The Management Committee may exercise all powers that may be exercised by the Association and do anything that may be done by the Association, except where under these articles or any statute in force the power must be exercised or the thing done by the Association in general meeting.

6.2 The Management Committee shall have the power to co-opt members to fill vacant Management Committee offices and any such member co-opted shall serve until the following Annual General Meeting or any other duly authorised election for Management Committee offices whichever shall be the sooner when he shall be eligible for re-election without further nomination.

6.3 The Management Committee shall have the power to co-opt up to four members of the Association either to assist in specific matters or generally.

6.4 The Management Committee shall take responsibility for the general administration and policy of the Association and any schemes, projects or other activities in which it is involved and shall represent the Association for any purpose connected with its objects or activities. No other person may officially represent the Association unless properly authorised to do so.

6.5 The Management Committee shall have the power from time to time to open and maintain in the name of the Association a Bank Account or Accounts as they shall decide and to specify the signatories to cheques or orders for the payment of money, at least one of whom must be the Chairman of the Management Committee.

7 Finance and Presentation of Accounts.

7.1 All monies raised by or received on behalf of the Association shall be applied to further its objects and for no other purpose and all expenditure from the funds or assets of the Association shall first be approved by the Management Committee.

7.2 The Honorary Treasurer shall keep proper accounts of all income and expenditure and submit accounts for the last financial year duly audited at the Annual General Meeting. All members of the Association shall be provided with a copy of such audited accounts.

7.3 An independent auditor shall be appointed at the Annual General Meeting to audit the books and accounts of the Association for the coming year. The Management Committee may appoint such an auditor for the first year or where a substitute is needed and this appointment shall be brought to the next Annual General Meeting for approval.

7.4 The Directors must prepare for each financial year accounts as required by section 226 (or, if applicable section 227) of the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

7.5 The Directors must keep accounting records as required by sections 221 and 222 of the Act.

8. Meetings.

8.1 The Management Committee shall meet not less than four times a year and at such other times as shall be necessary.

8.2 The quorum at Management Committee meetings shall be one third of its members.

8.3 The Annual General Meeting shall be held at such time and place as shall be arranged by the Management Committee and not more than fifteen months after the preceding Annual General Meeting. Members shall be given notice in writing of the holding of an Annual General Meeting and served with an Agenda. Publication of the date, time, venue and agenda of the Meeting in the Association journal shall be deemed to be sufficient for this purpose.

8.4 The minimum periods of notice required to hold a general meeting of the Association are:

- twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
- fourteen clear days for all other extraordinary general meetings.

8.5 The Annual General Meeting shall be held for the following purposes: -

- a) To elect officers of the Management Committee
- b) To consider officers reports.
- c) To consider such other business as the Management Committee may bring before the meeting.
- d) To vote on any resolution duly notified to the Secretary in accordance with paragraph 8.8 below.

8.6 A Special General Meeting shall be convened at the request in writing to the Secretary of 10% of the total number of members or at the request of the Management Committee. The Secretary shall hold such a meeting at a reasonable venue within six weeks of receipt of the request and notice of such a meeting shall be sent to members as for an Annual General Meeting.

8.7 Amendments to the Articles of Association may be made at an Annual General Meeting or at a Special General Meeting called for that purpose. Resolutions to change the Articles of Association shall be set out in full in the notice convening the meeting and shall require the support of two-thirds of those present and voting.

8.8 The Secretary shall receive notice of the resolutions to be put at an Annual General Meeting at least 28 days before the date of the meeting for inclusion on the Agenda. Emergency resolutions, which are not included on the Agenda shall be put at the Meeting provided that a majority of two-thirds present and voting at the Meeting shall by vote permit such resolution to be put.

- 8.9 The Management Committee shall have power to deal with any matter omitted from the Articles of Association if in their view it is a matter of urgency and then shall bring the matter before the next Annual General Meeting for approval.
- 8.10 The Secretary or some other person authorised by a simple majority of those present and voting at a particular meeting shall keep minutes of all General Meetings and all Management Committee meetings.
- 8.11 Subject as may otherwise be provided herein, all questions arising at any Meeting shall be decided by a simple majority of those present and voting. No member shall exercise more than one vote but in the case of an equality of votes, the Chairman shall have a second or casting vote, which shall be exercised in favour of the status quo.
- 8.12 The quorum for all General Meetings shall be 7.5% of the total number of members entitled to vote calculated to the nearest whole number.
- 8.13 No business shall be transacted at any general meeting unless a quorum is present.
- 8.14 If in the opinion of the Management Committee the passing of any resolution at a General Meeting or the rejection of any resolution proposed by the Management Committee at a General Meeting would be injurious or prejudicial to the interests of the Association or contrary to the provisions hereof the Management Committee shall have the power within sixty days of the date of the General Meeting to resubmit the relevant resolution to the members of the Association who shall vote thereupon by ballot and the resolution shall be decided by a simple majority of those voting and the ballot shall be conducted by two scrutiners nominated by the Management Committee.
- 8.15 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 8.16 The Directors may call an extraordinary general meeting at any time.
- 8.17 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Association.
- 8.18 The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 8.19 The person who is chairing the meeting may resolve by ordinary resolution that the meeting shall be adjourned,
- 8.20 The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 8.21 No business shall be convened at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 8.22 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days notice shall be given
- 8.23 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

- a) by the person chairing the meeting; or
 - b) by at least two members having the right to vote at the meeting; or
 - c) by a member or members representing not less than one tenth of the total voting rights of all of the members having the right to vote at the meeting.
- 8.24 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 8.25 The result of the vote must be recorded in the minutes of the Association but the number or proportion of votes cast need not be recorded.
- 8.26 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 8.27 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 8.28 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutinisers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 8.29 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 8.30 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 8.31 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 8.32 The poll must be taken within thirty days after it has been demanded.
- 8.33 If the poll is not taken immediately at least seven days notice shall be given specifying the time and place at which the poll is to be taken.
- 8.34 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

9. Directors.

- 9.1 A Director must be a natural person aged 18 years or over.
- 9.2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 9.6.
- 9.3 The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 9.4 The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution.
- 9.5 The Charity may by ordinary resolution appoint a person who is willing to act as a Director.
- 9.6 A Director shall cease to hold office if he or she:
- ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a Director;

- is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of the provision);
- ceases to be a member of the Charity;
- becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
- is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

9.7 The Directors must not receive any remuneration except reimbursement of reasonable expenses agreed by the Management Committee.

10. Minutes.

10.1 The Directors must keep minutes of:

- a) appointments of officers made by the Directors;
- b) proceedings at meetings at meetings of the Charity;
- c) meetings of the Directors and Management Committee including:
 - the names of the Directors present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

11. Annual Report and Return and Register of Charities.

11.1 The Directors must comply with the requirements of the Charities Act 1993 with regard to;

- a) the transmission of the statements of account to the Charity;
- b) the preparation of an annual report and its transmission to the Commission;
- c) the preparation of an annual return and its transmission to the Commission.

11.2 The Directors must notify the Commission of any changes to the Charity's entry on the Central Register of Charities.

12. Indemnity.

12.1 The Charity shall indemnify every Director or other officer or auditor of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Signed

Name
Address

Signed

Name
Address

Signed

Name
Address

Witness to the above signatures

Signed

Name
Address.