

MEMORANDUM OF ASSOCIATION
of
THE RAILWAY DEVELOPMENT SOCIETY LTD

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.
The Companies Acts 1985 to 1989.

1. The name of the company is ‘The Railway Development Society limited’.
2. The registered office of the company will be situated in England and Wales.
3. The objects of the company are:
 - a. to encourage and promote improved access to and the use of railways as an essential part of an integrated transport system;
 - b. to act as an independent consumer ‘voice’ which represents the needs of rail users to external organisations and to support the formation, co-ordination and encouragement of local rail user groups;
 - c. to promote investment in and improvement of national, local and international rail networks and the expansion of railway networks for passenger and freight services;
 - d. to undertake, sponsor and commission research, publish journals and pamphlets, disseminate information and promote education in the social, environmental and economic benefits of railways and related transport networks;
 - e. to promote sustainable transport and planning policies at national, regional and local levels;
 - f. to influence decision-makers to fund and provide better rail services also promote and encourage greater use of rail and public transport;
 - g. to promote policies that encourage greater use of rail and public transport, including safe walking and cycling access wherever appropriate and practical;
 - h. to promote transport and planning policies that transfer traffic to rail wherever possible and practical to reduce unnecessary car or heavy goods vehicle use;
 - i. to establish a broad membership base among individuals, rail and transport user groups, local and national associations, local authorities and other corporate organisations supporting these aims;
 - j. to co-operate with other organisations or bodies seeking similar objectives and undertake any other activities that are appropriate to further the aims and objective’s of the Society; and the doing of all such other things as are incidental or conducive to the attainment of those objects.
4. The liability of members is limited.
5. Every member of the company undertakes to contribute such amount as may be required, which shall not exceed £1.00 (one pound) or €1.50 (one euro 50 cents), to the assets of the company if it should be wound up during membership or within one year following cessation of membership, for payment of the debts and liabilities of the company contracted before the cessation of membership, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

The subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

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Final Draft Only
Subject to Approval at EGM on 2 November 2013

ARTICLES OF ASSOCIATION
of
THE RAILWAY DEVELOPMENT SOCIETY LIMITED

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
The Companies Acts 1985 to 1989

INTERPRETATION.

1. In these regulations

‘the Act’ means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

‘the articles’ means the articles of the company.

‘clear days’ in relation to the period of notice means that 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.

‘executed’ means any mode of execution.

‘office’ means the registered office of the company.

‘secretary’ means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary.

‘the United Kingdom’ means Great Britain and Northern Ireland.

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 thereof not in force when these regulations become binding on the company.

‘Electronic form’ has the meaning given in section 1168 of the Companies Act 2006

POLITICAL AFFILIATIONS

2. The Company shall be independent of any political or corporate influence or any political party.

MEMBERS.

3. The subscribers to the memorandum of association of the company and such other persons as admitted to membership in accordance with the articles shall be members of the company. No person shall be admitted a member of the company or an appointed representative or alternate of a Corporate Body or Affiliated Organisation unless they are approved by the directors. Every person who wishes to become a member shall deliver to the company an application for membership in such a form as the directors require executed by them.

4. Membership of the Company shall be open to those who support the aims and objectives of the Company. The categories of membership shall be:

- a) Ordinary (individuals aged 18 or over);
- b) Family (more than one individual living at the same address, recorded under a single family name and receiving one copy of material despatched);
- c) Corporate Body;
- d) Affiliated Organisation;
- e) Concessionary (individuals of the age for receiving a state pension, individuals under the age of 18, students in full time education or individuals who are unwaged).

5. Each Corporate Body or Affiliated Organisation shall appoint an individual to represent it and vote on its behalf at meetings of the Company and may appoint an alternate to replace its appointed representative at any General Meeting of the Company if the appointed representative is unable to attend. The name of any representative or alternate so appointed shall be notified to the Company at the registered address of the company. The directors of the Company shall then be able at their sole discretion to decline to accept an appointee if for any reason they consider that such person would not be approved by them as a member of the Company. If the representative or the alternate resigns or otherwise leaves the Corporate Body or Affiliated Organisation they shall forthwith cease to be a representative of the Corporate Body or Affiliated Organisation.

6. The Board may expel a member from the Company on a two thirds vote of those present at a Board meeting and entitled to vote. The member must previously have been given in writing the reason(s) for the proposed expulsion and the Board will give an address for all correspondence relating to the proposed

expulsion. The member may make a written response of up to 500 words which must be circulated in advance of the meeting to all members of the Board and shall be allowed to attend the said meeting to explain and defend their actions.

7. By giving at least 28 days notice to the address specified in Article 6 an appeal may be made to the Annual General Meeting of the Company for re-instatement as a member. That meeting may uphold the appeal on a vote of at least two-thirds of those present at the meeting and entitled to vote.

8. At all meetings the member is allowed to attend the member may be accompanied by a friend or representative who will be allowed to speak on behalf of the member.

9. Membership shall not be transferable and shall cease on death. A member may at any time withdraw from the company by giving at least seven clear days notice sent to the address to which membership forms are to be sent. A member whose subscription is more than six months in arrears shall be deemed to have resigned.

10. Membership subscriptions for each class of membership shall be proposed from time to time by the Board. Changes in the subscription rate for Ordinary, Family and Concessionary Members require the approval of a General Meeting. If exceptionally the financial affairs of the Company, require the Board to increase the subscription between General Meetings they must obtain the approval of a subsequent General Meeting.

11. Each Ordinary, Family and Concessionary Member shall have the following rights, subject to the payment of the appropriate subscription:

- a) to attend General Meetings of the Company;
- b) to attend their local Branch Meetings and
- c) to attend specialist or sub-committees as an observer with the approval of the Committee Chair and at the member's expense.

If aged 18 or over:

- d) to vote at General Meetings of the Company and at their local Branch Meetings;
- e) to stand for election to the Board;
- f) to vote in a ballot for elected members of the Board;
- g) to stand for election to the appropriate Branch Committee;
- h) to stand for appointment to the Specialist and Sub-committees.

12. The representative or alternate of each Corporate Body shall, subject to the payment of the appropriate subscription, be entitled to the rights in 11 a, b, c, d and f.

13. The representative or alternate of each Affiliated Organisation shall, subject to the payment of the appropriate subscription, be entitled to the rights in 11 a, b, c, d, f and g.

ANNUAL GENERAL MEETING

14. An Annual General Meeting shall be held in May, June or July of each year. Not less than 56 days notice of the meeting shall be given to members.

15. The business to be transacted at the meeting shall be:

- a) To receive the annual report of the Chair of the Board on the general affairs of the Company and the Treasurer's annual report and audited, scrutinised or examined financial statement in respect of the period to 31 December preceding;
- b) To elect a President and one or more Vice-Presidents as recommended by the Board;
- c) To receive the results of ballots for elected members of the Board;
- d) To appoint one or more Auditors Scutineers or Examiners for that year;
- e) To discuss motions and transact such other business as the Board or Members of the Company may submit;

16. Notice of motions must be sent to the address specified by the Board to be received fourteen days prior to the date of the Annual General Meeting. Subsequent motions will only be allowed at the discretion of the

Chair of the Board or the Chair of the meeting provided they could not have been submitted by the required date. The reason for the late submission should be stated.

17. Any decision taken by the Board cannot be retrospectively invalidated by a motion to a General Meeting provided the decision was valid when taken.

18. Candidates, who must be paid up members of the Company, may submit an election address of up to 250 words and may also submit personal details of up to 50 words with nominations for all elected Members of the Board. The home town of the candidate should be stated. If submitted this material must accompany the ballot papers. No other electioneering material will be permitted.

EXTRAORDINARY GENERAL MEETINGS

19. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Board may convene an Extraordinary General Meeting if it is considered to be necessary. On requisition of members pursuant to the provisions of the Act, the Board shall convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition.

20. An Extraordinary General Meeting shall also be convened on a requisition in writing signed by at least 50 members at the date of the meeting having the right to vote at the meeting. The requisition must specify the purpose for which the meeting is demanded and it shall be the duty of the Board to summon an Extraordinary General Meeting for such purpose to be held within four calendar months from the date of receipt of the requisition at the registered address of company.

21. In the case of default by the Board in summoning such a meeting the requisitioners themselves may convene it. In such circumstances the requisitioners shall be entitled to the reimbursement of reasonable costs by the Board.

22. Not less than 28 days notice shall be given to members. The business transacted at the meeting shall be confined to that specified in the notice convening the meeting which shall give full details of such business.

PROCEDURE AT MEETINGS

23. The procedure at meetings of the Company shall be subject to such Standing Orders as may be made by the Company in General Meetings.

24. Only fully paid up members who are aged 18 or over shall be eligible to vote, form a quorum, request a ballot or be allowed to apply for membership of the Board. Only directors or members eligible to vote on a matter shall be counted in a quorum or ballot request on that matter. Paid up Ordinary, Family, Concessionary and the representative of Corporate and Affiliated members shall have one vote. Except as otherwise specified all motions shall be taken on a show of hands unless:

- a) the Chair of the meeting directs a ballot or
- b) 25 members stand and request a ballot when the Chair must direct a ballot.

25. Twenty-five members personally present shall form a quorum at all General Meetings. If a quorum is not present at an Extraordinary General Meeting the meeting will be cancelled. If a quorum is not present at an Annual General Meeting the meeting will be reconvened at a date decided by the directors who shall give members 28 days notice of the meeting. The provisions of regulation 14 will not apply to any reconvened meeting.

26. Any member who has a pecuniary interest in a matter under discussion at a meeting must advise the Chair of the meeting who shall ensure the meeting is informed of the interest prior to the commencement of the discussion. If for any reason this is not possible the member must inform the Chair at the earliest opportunity who shall ensure the meeting is informed of the interest. If for any reason the Chair cannot be informed the member must refrain from voting on the matter.

27. The Chair at all meetings of the Company as laid down in Standing Orders shall have both a deliberative and a casting vote. Any director shall be entitled to attend and speak at any General Meeting even if they are not a member.

DIRECTORS AND BOARD

28. The Annual General Meeting shall be the governing body of the Company. Between successive Annual General Meetings the Board shall have the power to act on behalf of the Annual General Meeting provided it does not act in a manner contrary to decisions taken at a General Meeting. The Board is required to produce a report on the activities of the Board and its Committees at each Annual General Meeting covering the period since the last Annual General Meeting.

29. The business of the Company shall be conducted by a Board as detailed in this Article.

- a) A Chair, who shall be a Director of the Company, to be elected annually by ballot of the paid up members of the Company.
- b) A Vice-Chair, who shall be a Director of the Company, to be elected annually by the Board from among their members.
- c) Nine members, who shall be a Directors of the Company, to be elected by ballot of the paid up members of the Company. Board members will serve for three years and be eligible for re-election. Three Directors shall be elected each year and the candidates with the highest numbers of votes will be elected. If there are any vacancies for shorter terms they will be filled by the candidates with the next highest numbers of votes filling vacancies with the longest terms to serve.
- d) The Board will appoint the following officers who will have the right to attend and speak at Board meetings but will only have the right to vote if they are also elected as Directors. If an officer is unable to attend a Board meeting they will be expected to submit a written report on their area of activity.
 - (i) A Treasurer elected annually by the Board.
 - (ii) A Membership Officer elected annually by the Board
 - (iii) A Sales Officer elected annually by the Board.
- e) The Board may appoint a Secretary to the Board who shall not be a member of the Board. The duties and remuneration of the Secretary to the Board shall be determined from time to time by the Board.

30. Any Board member who attends none of the Board meetings during their period of tenure shall not be allowed to stand for re-election.

31. Branches who do not have an elected member of the Board may send a non-voting representative to any meeting of the Board the dates of which shall be notified from time to time to all Branch Chairs and Secretaries.

32. To be eligible for election to a post under Article 29 a member of the Company shall accept the nomination in writing from at least two other members. Late nominations will only be accepted if sufficient nominations to fill all vacancies have not been received in due time.

33. Nominations for members of the Board which are elected by the membership must be sent to the address specified by the Board not later than the 1st February. Ballot papers (electronic or printed) will be sent out no later than 28 days before the date of the Annual General Meeting and must be returned by the first post eight days prior to that meeting.

34. The Board shall appoint a Returning Officer who may be a member of the Board who shall have the responsibility to ensure the correct running of the ballot and to announce the results at the Annual General Meeting. The Board shall have the power to establish mechanisms to permit electronic voting and, if it deems it appropriate, to engage an agent to undertake the detailed operation of the ballot.

35. The Board may meet, adjourn and otherwise regulate its meetings as it may think fit. The lesser of six or 50% of eligible Directors present at any meeting shall form a quorum.

36. The Board shall have the power to co-opt up to two members of the Company to serve on the Board as Directors above the limit specified in Article 29c. The Board shall have the right to co-opt non-voting members with specialist expertise when no limit will apply. The Board will have the power to co-opt a replacement for a director who resigns or becomes ineligible during their term of office. Co-opted members will remain in office until the next Annual General Meeting and will be eligible for election if otherwise qualified.

37. The Board may delegate its responsibilities to a Company Officer, Board member, a Committee, a

member of the Company's staff or to a Company member for a specific purpose. Any person or Committee with such delegated authority shall produce a written or oral report to each Board meeting.

38. Any decision to establish contractual relations between the Company and a third party shall be taken at a meeting of the Board and shall not be delegated. Once the Board has approved the contractual relationship detailed contractual arrangements may be delegated as in regulation 37.

39. The Board shall ensure that written statements of the powers and responsibilities of the Officers of the Company are prepared within 12 months of the approval of this Memorandum or Articles of Association where they are not specifically stated in the Memorandum or Articles of Association. These statements shall be made available to members on request.

DISQUALIFICATION AND REMOVAL OF DIRECTORS.

40. The office of director shall be vacated if:

- a) they cease to be a director by virtue of any of the provisions of the Act or they become prohibited by law from being a director; or
- b) they become bankrupt or makes any arrangement or composition with their creditors generally; or
- c) they are, or may be, suffering from a mental disorder and either:
 - (i) is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health Act (Scotland) 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- d) they resign office by notice sent to the registered address of the company;
- e) They cease to be a member of the company.

DIRECTORS REMUNERATION AND EXPENSES.

41. Directors shall not be entitled to gratuities, remuneration or pension for acting as a director but will be entitled to reimbursement of reasonable expenses properly incurred by them in connection with their duties as directors. A director is ineligible to become an employee of the company.

DIRECTORS APPOINTMENTS AND INTERESTS.

42. Subject to the provisions of the Act, and provided that they have disclosed to the directors the nature and extent of any material interest of theirs, a director notwithstanding their office:

- a) may be party to, or otherwise be interested in, any transaction or arrangement with the company or in which the company is interested;
- b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested and shall not, by reason of their office, be accountable to the company for any benefit they derive from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

For the purposes of regulation

- a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- b) an interest of which a director has no knowledge of and which it is unreasonable to expect them to have knowledge shall not be considered to be an interest of theirs.

SECRETARY.

43. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term and

such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES.

44. The directors shall cause minutes to be made in books kept for the purpose of all proceedings at meetings of the company, of the directors and of committees of directors which shall include the names of the directors present at each such meeting.

ACCOUNTS

45. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.

46. The Company's financial year shall end on 31 December.

47. The Treasurer shall be responsible for setting up and maintaining such records as are necessary to control the Company's finances, allow an up to date report on those finances to be prepared and to comply with the legal requirements of the Company relating to taxes, duties and other statutory financial obligations.

48. The Treasurer will set up and maintain a bank account or accounts in the Company's name. The Treasurer shall deposit all monies properly due to the Company in its bank account and shall pay all monies properly payable by the Company from its bank account. The Board shall decide on signatories required on cheques.

49. The Treasurer shall be responsible for the investment of the Company's funds into interest bearing accounts, bonds, stocks, shares or other financial instruments as are considered necessary for the protection of the Company's funds. The purchase and disposal of any, bonds, stocks, shares or other financial instruments shall be the responsibility of the Board who may delegate the responsibility as in paragraph 9.12.

50. The Treasurer will provide a properly scrutinised, examined or audited report of the financial affairs of the Company to each Annual General Meeting.

51. The Treasurer will provide a timely report of the financial affairs of the Company to each meeting of the Board.

52. The Treasurer will present all financial records and documents in their possession to the Board given 14 days notice in writing by the Chair of the Board the Vice-Chair or the Secretary.

53. The Treasurer shall answer, either orally or in writing, all reasonable requests for financial information from the Board and Branches. When presenting a financial report the Treasurer will answer any reasonable questions from any member subject to the agreement of the Chair of the meeting.

BRANCHES

54. Branches may be set up with the approval of the Board where concentration of membership makes this desirable and possible. Branches shall be subject to such regulations as may be prescribed by the Board.

DISSOLUTION OF COMMITTEES AND BRANCHES

55. All Committees shall be subordinate to the Board and shall obey its instructions. The Board shall have the power on a majority vote to suspend or dissolve a Sub-committee or a National Committee and on a vote of two thirds of those present a Branch. Where this occurs the Committee or Branch shall be informed in writing in advance of the reasons for the proposed suspension or dissolution and be invited to send not more than two representatives to the Board meeting discussing the matter. Any suspension of a Branch shall be referred to the next General Meeting of the Company where the suspension may be revoked or confirmed or the Branch dissolved. A Branch shall have the same right of appeal against suspension upon a procedure similar to that of a member appealing against expulsion (paragraph 4.5).

AFFILIATIONS

56. Other organisations may be invited to affiliate with the Company upon such terms as may be settled by the Board. The Board shall have the power to seek affiliation to other bodies. Such affiliations shall not compromise the Aims and Objectives of the Company or restrict the activities of the Company or its Branches.

57. Any donations in money or monies worth or other donations, sponsorship or offers-in-kind from other organisations shall be accepted on the strict understanding that the only obligation by the Company to the donor shall be an acknowledgement of the name of the donor and reasonable advertising.

ALTERATIONS TO THE MEMORANDUM OR ARTICLES OF ASSOCIATION AND STANDING ORDERS

58. Motions to amend the Memorandum or Articles of Association or Standing Orders shall be submitted to the address specified by the Board in time to be received 42 days prior to the date of the meeting and will be circulated to members who request them not less than 28 days prior to the date of the meeting. Motions must be carried by not less than three quarters of members voting in person or by proxy at a General Meeting. The meeting shall have the power to submit the motion to a electronic/printed vote in which case a vote will not be taken at the meeting. A motion must be passed by three quarters of those submitting a vote either personally or by proxy.

59. Motions to amend the Memorandum or Articles of Association or Standing Orders may be submitted at the Annual General Meeting following incorporation and at three-yearly intervals thereafter. The Board shall have the power to accept motions to amend the Memorandum or Articles of Association or Standing Orders in other years where they consider the matter cannot be left until the next specified year.

60. Motions to amend the Memorandum or Articles of Association or Standing Orders must be accompanied by a statement of up to 200 words putting the case for them.

MEANS OF COMMUNICATION TO BE USED

61. Subject to the Articles, anything sent or supplied by or to the company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

62. Any notice to be given to or by any person pursuant to the Articles:

- Must be in writing; or
- Must be given in electronic form

63. A member whose registered address is not within the United Kingdom shall only be entitled to receive notices in writing if that member provides an address within the United Kingdom to which notices may be sent.

64. The company may give any notice to a Member either:

- Personally; or
- By sending it by post in a prepaid envelope addressed to the Member at his or her address; or
- By leaving it at the address of the Member; or
- By giving it in electronic form to the Member's address.

65. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive a notice shall not invalidate the proceedings of that meeting provided the number of members so affected does not exceed ten per-cent of the members. A member present at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, the purposes for which it was called.

66. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

67. Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and send, in accordance with section 1147 of the Companies Act 2006

68. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

- 72 hours after the envelope containing it was posted; or
- In the case of an electronic form of communication, 72 hours after it was sent.

INDEMNITY

69. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may be otherwise entitled, every director or other officer or auditor or scrutineer or examiner of the company shall be indemnified out of the assets of the company against any liability incurred by them in defending any proceedings whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

INTERPRETATION

70. In the case of doubt as to the interpretation of any of the provisions hereof the interpretation of the Board shall hold until a Motion is passed at a subsequent General Meeting.

DISSOLUTION.

71. If the Board decides that it is necessary or advisable to dissolve the Company it shall call an Extraordinary General Meeting of all members of the Company of which not less than twenty-one days notice stating the terms of the resolution to be proposed shall be given. If the proposal is confirmed by not less than two-thirds of those present and voting the Board shall have the power to realise any assets held by or on behalf of the Company.

72. If any assets remain after the Company has been wound up or dissolved and all debts and liabilities have been satisfied they shall not be paid to or distributed among the members of the Company. They shall instead be given or transferred to some other organisation(s) having aims and objectives compatible with those of the Railway Development Society Ltd and which prohibits the distribution of income or assets to the members of the organisation. The organisation(s) which are to benefit shall be chosen by the members of the Company at or before the time of winding up or dissolution. A copy of the statement of accounts for the final accounting period must be made available to members on the date of dissolution.

PROXY VOTING.

73. All members shall be entitled to exercise their vote by proxy. A member may appoint either the chair of the meeting or a person, who need not be a member of the Society, to act as their proxy.

74. A proxy shall not be valid unless the notice of appointment is deposited at the address specified by the Board 48 hours before the time fixed for the start of the meeting. If the poll is deferred by more than 48 hours the notice must be received 24 hours prior to the time of the poll. If the poll is deferred by not more than 48 hours the notice must be received prior to the time of the poll. In any calculation of time no account shall be taken of any part of a day that is not a working day as defined by section 1173 of the Companies Act 2006.

75. Any cancellation of a proxy must be received by the Chair of the Meeting before the start of the meeting at which the vote is to be taken.

76. The instrument of proxy or cancellation of proxy must be in writing or any usual common form or other such form which the Directors may accept and shall be signed by the appointee or their attorney.