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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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**Articles of Association**

of

THE RAILWAY AND CANAL HISTORICAL SOCIETY

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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 Act                             | The Companies Act, 1948.                                                                                                                    |
| These presents                      | These Articles of Association, and the regulations of the Association from time to time in force.                                           |
| The Association                     | The above-named Company.                                                                                                                    |
| The Council                         | The Council of Management for the time being of the Association                                                                             |
| The Managing Committee              | The Managing Committee for the time being of the Association                                                                                |
| Independent Examiner <sup>(2)</sup> | A person as defined by Section 145(a) of The Charities Act 2011                                                                             |
| The Office                          | The registered office of the Association                                                                                                    |
| The Seal                            | The common seal of the Association                                                                                                          |
| The United Kingdom                  | Great Britain and Northern Ireland                                                                                                          |
| Month                               | Calendar month                                                                                                                              |
| In writing                          | Written, printed or litho-graphed, or partly one or partly another, and other modes of representing or reproducing words in a visible form. |

(1) Heading updated by Special Resolution, 31<sup>st</sup> May 2025

(2) Added new Word and Meaning by Special Resolution, 31<sup>st</sup> May 2025

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; and

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

2. The number of members with which the Association proposes to be registered is 1,000, but the Council may from time to time register an increase of members.
3. The provisions of section 110 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Association 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 Managing Committee shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association. Nevertheless, the name of any Member whose conduct, after proper enquiry, at which the member shall be entitled to be heard, shall have been adjudged by the Managing Committee to be such as to render them unfit for membership, may be removed from the Register, after which such member shall cease to be a member. Libraries and Institutions may join the Association as affiliated non-statutory members subject to and with the same conditions and the same rights and privileges as full members (so far as may be) except that they shall have no right to receive notice of or attend or vote at any general meeting of the Association nor shall they have any such rights as are conferred by statute on members of the Association.
6. The subscription to the Association shall be such sum or sums as shall be approved by a majority of the members present in person or by proxy at a General Meeting.

## PUBLICATIONS

7. All members are entitled to receive the Journal and Bulletin of the Association published during the currency of their subscriptions as prescribed by Article 6 hereof. The Journal and any Extra Publications issued by the Association may be sold to members and the public at such prices as may be fixed by the Council.

8. The Association shall maintain a Publications Fund under regulations to be made by the Council to publish original works of research and other works relating to the objects of the Association and not considered suitable for the Journal.

## GENERAL MEETINGS

9. A General Meeting of the Association shall be held as the Annual General Meeting of the Association in every calendar year at such time and place as may be determined by the Council and shall be specified as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than eighteen<sup>(3)</sup> months after the holding of the last preceding Annual General Meeting and that so long as the Association 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. The Annual Report of the Council and the Accounts for the twelve months ending 31st December previous shall be presented for the approval of the members at the Annual General Meeting. The Association's year, for all purposes of these articles, shall be deemed to extend from 1st January up to and including 31st December next ensuing.

10. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

11. The Council or the Managing Committee may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act. The requisition must specify clearly the purpose of the meeting and be delivered to the Hon. Secretary. The meeting shall be held in London, Manchester or Birmingham, at the discretion of the Hon. Secretary. Only the matter for which the meeting shall have been convened shall be dealt with. The provisions of this article as to the requisitioning of meetings shall be without prejudice to section 132 of the Act.

12. Any Member may send to the Secretary, not less than 42 clear days before the date of the Annual General Meeting, any Notice of

(3) Changed from fifteen months to eighteen months by Special Resolution, 14<sup>th</sup> May 1994

Motion which they wish to move at such meeting and the same shall be specified as part of the business of the meeting in the Notice convening the same.

13. 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<sup>(4)</sup> as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them 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.

14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Independent Examiner<sup>(5)</sup>, the election of members of the Council in the place of those retiring, and the appointment of the Independent Examiner<sup>(5)</sup>.

16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven members personally present shall be a quorum.

18. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be so such Chairman, or if at any meeting they shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

(4) Removed "(including the Auditors)" by Special Resolution, 31<sup>st</sup> May 2025

(5) Replaced Auditor with Independent Examiner by Special Resolution, 31<sup>st</sup> May 2025

19. 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 which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

20. 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 the 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 Association 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. The demand for a poll may be withdrawn.

21. Subject to the provisions of Article 22, 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.

22. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

23. 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.

24. The demand of 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.

#### VOTES OF MEMBERS

25. Subject as hereinafter provided, every member shall have one vote.

26. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of their membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

27. 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. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.

28. The instrument appointing a proxy shall be in writing under the hand of the appointor or their attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the 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, and in default the instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

30. 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 as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

"THE RAILWAY AND CANAL HISTORICAL  
SOCIETY

"I,

"of

"a member of the above-named Association

"hereby appoint

"of  
"and failing them  
"of  
"to vote for me and on my behalf at the  
(Annual "or Extraordinary, or Adjourned, as  
the case "may be] General Meeting of the  
Association  
"to be held on the       day of  
"and at every adjournment thereof.

"As witness my hand this       day of       20       "

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

#### COUNCIL OF MANAGEMENT

32. The affairs of the Association shall be conducted by a Council consisting of a President, those among the Vice-Presidents, up to a maximum of eight, who opt to be members of the Council of Management <sup>(6)</sup>, Chairman of the Managing Committee, Hon. Treasurer, Hon. Secretary, Hon. Solicitor and not less than six or more than twelve elected Members of Council, together with one representative of the Publications Committee and one representative of every branch, all of whom shall be Members of the Association.

33. The first members of the Council shall be the members of the Council of the unincorporated body known as the Railway and Canal Historical Society at the date on which the property of the unincorporated body is taken over by the Association or such of them as shall become members of the Association not later than one month after its incorporation. The first Members of the Council shall be deemed to hold in relation to the Association the same respective offices as they held in the said unincorporated body and those of them who were elected members of the Council of that body shall for the purposes of these Articles be deemed to be elected members of the Council of the Association.

34. The Council shall have the power to fill vacancies in its number during the year, and to appoint any Member of the Association to serve on any Committee or sub-Committee of the Council. Every such Committee or sub-Committee shall retire at the first meeting of the new Council but may be re-appointed. The President shall be ex-officio a member of all Committees or sub-Committees.

35. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council.

(6) Changed from "not more than eight Vice-Presidents" to "those among the Vice-Presidents, up to a maximum of eight, who opt to be members of the Council of Management" by Special Resolution at the Annual General Meeting, 28<sup>th</sup> May 2022.

## POWERS OF THE COUNCIL

36. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

37. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents as the quorum for Council Meetings it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

38. Branches of the Association and affiliated Societies may be formed with the approval and sanction of the Council. Such bodies shall function under the President of the Association for the time being and under a Local Committee which shall elect members and conduct the affairs and finances of the Body. Branches shall account to the parent Association, of which they shall form a financial part, for all moneys received and expended. Affiliated Societies shall operate as organisations entirely separate financially from the parent Association.

## THE TREASURER

39. The Honorary Treasurer shall hold, and be responsible for, the uninvested funds of the Association except moneys held by the Hon. Secretary and Assistant Secretary for current expenses. They shall be responsible for the keeping of the accounts of the Association and for the disbursement of all uninvested funds. Any funds of the Society surplus to current requirements as decided by the Managing Committee shall be invested by the Managing Committee.

## SECRETARY

40. The provisions of sections 177 and 179 of the Act relating to the Secretary shall apply and be observed. The Council may from time to time by resolution appoint an Assistant or Deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

## THE SEAL

41. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## DISQUALIFICATION OF MEMBERS OF THE COUNCIL

42. The office of a member of the Council shall be vacated -

- (A) If a receiving order is made against them or they make any arrangement or composition with their creditors.
- (B) If they become of unsound mind.
- (C) If they cease to be a member of the Association.
- (D) If by notice in writing to the Association they resign their office.
- (E) If they become prohibited from holding office by reason of any court order made under the Companies Acts 1948 to 1976.
- (F) If they are removed from office by a resolution duly passed pursuant to section 184 of the Act.
- (G) If they cease to be a member by virtue of section 185 of the Act.

## ROTATION OF MEMBERS OF THE COUNCIL

43. At each Annual General Meeting all the officers (including any officers who are not members of Council) and members of the Council

(other than the representatives of branches) shall retire. They shall all be eligible for re-election except that the President shall not be eligible to hold that office for more than two consecutive years and shall not subsequently be eligible for re-election as President till two years have elapsed from the end of their second consecutive year of office.

44. The Association may, at the meeting at which an officer or member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the person retiring shall, if offering themselves for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such members shall have been put to the meeting and lost.

45. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election as an officer or to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of their willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than forty-two days<sup>(7)</sup> before the date of the meeting

46. The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and may make the appointments necessary for effecting any such increase.

47. In addition and without prejudice to the provisions of section 184 of the Act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of their period of office, and may by an Ordinary Resolution appoint another qualified member in their stead; but any person so appointed shall retain their office so long only as the member in whose place they are appointed would have held the same if they had not been removed.

#### PROCEEDINGS OF THE COUNCIL

48. The Council may meet together at least once yearly for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, six shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an

(7) Changed from “not less than four nor more than twenty-eight days” at EGM, 20<sup>th</sup> March 2021

equality of votes the Chairman shall have a second or casting vote.

49. Any three members of the Council may, and on the request of any three members of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

50. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which they shall be present, and may determine for what period they are to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

51. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

52. The Council shall appoint for conducting the day-to-day business of the Association a Managing Committee which shall meet at least twice yearly, consisting of the President ex officio, the Honorary Secretary, Honorary Treasurer, and four elected Members of the Council with power to invite to each meeting such officers and members of the Association as shall be required by the Managing Committee for specific purposes at such meeting. The Chairman of the Managing Committee shall be such member thereof as shall be appointed for the purpose by the Council. Officers and members of the Association called to meetings of the Managing Committee for specific purposes shall not be capable of voting in any resolution of such meeting of the Managing Committee.

53. Subject and without prejudice to the provisions of Articles 34 and 52, the Council may delegate any of their powers to committees consisting of such member or members of the Council or of the Association as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

54. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the

Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

55. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

56. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

## ACCOUNTS

57. The Council shall cause accounting records to be kept in accordance with section 12 of the Companies Act 1976.

58. The books of account shall be kept at the office, or, subject to sub-sections (6) and (7) of section 12 of the Companies Act 1976, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council and of the Managing Committee.

59. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Council or of the Managing Committee and no member (not being a member of the Council or of the Managing Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

60. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first

account since the incorporation of the Association) made up to a date not more than ten<sup>(8)</sup> months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Independent Examiner<sup>(9)</sup>, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force and with section 477 of the Companies Act 2006, which gives the Association as a small company exemption from the requirement of an audit of accounts<sup>(9)</sup>) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1) (c) of the Act, be sent to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

## AUDIT

61. Once at least in every year the accounts of the Association shall be examined and correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Independent Examiner<sup>(10)</sup>.

62. An Independent Examiner<sup>(11)</sup> shall be appointed and their duties regulated in accordance with section 145 of the Charities Act 2011.

## NOTICES

63. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at their registered address as appearing in the register of members, or by electronic communication where the member has chosen to be included in the list of members receiving communications electronically<sup>(12)</sup>.

64. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon them, shall be entitled to have notices served upon them at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

65. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put

(8) Changed from seven months to ten months by Special Resolution, 14<sup>th</sup> May 1994

(9) Changed from Auditor to Independent Examiner and added exemption for an audit of accounts by Special Resolution, 31<sup>st</sup> May 2025

(10) Changed from Auditor to Independent Examiner by Special Resolution, 31<sup>st</sup> May 2025

(11) Changed from Auditor to Independent Examiner by Special Resolution, 31<sup>st</sup> May 2025

(12) Added Notices may be served by electronic communication by Special Resolution, 31<sup>st</sup> May 2025

into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

## DISSOLUTION

66. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.