

**THE COMPANIES ACT, 1948**

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

**MEMORANDUM OF ASSOCIATION**

of

**THE RAVENGLASS & ESKDALE RAILWAY PRESERVATION SOCIETY LIMITED**

1. The name of the Company ( hereinafter called "the Society") is:- "THE RAVENGLASS & ESKDALE RAILWAY PRESERVATION SOCIETY LIMITED".
2. The Registered Office of the Society will be situate in England.
3. The objects for which the Society is established are:-
  - (a) To preserve and assist any other person or persons body or bodies corporate or incorporate or any organisation to preserve the Railway now existing between Ravenglass and Dalegarth near Boot in the County of Cumberland.
  - (b) To interest the present members of the unincorporated body known as The Ravenglass & Eskdale Railway Preservation Society and members of the general public in the said Railway and to raise money generally for or towards the maintenance or equipment of the Railway or for the acquisition improvement or maintenance of the property of or for the Ravenglass & Eskdale Railway Company Limited or for particular purposes in connection with the Railway and generally to do anything likely to promote or benefit the business or interests of the said Railway Company Limited.
  - (c) To acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as The Ravenglass & Eskdale Railway Preservation Society.
  - (d) To accept, receive and hold and give a good and sufficient receipt and discharge for any devise, bequest or other gift of any real or personal property wherever situate (and whether or not subject to any trust direction mortgage charge or other liability) for any purpose connected with the objects of the Society and the Council of the Society may grant, donate, lend or otherwise transfer such devises, bequests, gifts and other moneys to the Ravenglass & Eskdale Railway Company Limited.

(e) To acquire and hold issued stock or shares of Ravenglass & Eskdale Railway Company Limited and to undertake and execute all such matters or things as are incident or conducive to the attainment of that object and all such other matters or things as are conducive to the continued operation of the Ravenglass & Eskdale Railway.

(f) To take and hold Loan Notes issued by the Ravenglass & Eskdale Railway Company Limited in consideration for and in recognition of the Society's interest in the said Railway and upon and subject to such terms and conditions as may be agreed.

(g) To invest any money given, bequeathed to or otherwise acquired by the Society and any money otherwise belonging to the Society which may not be immediately required for the purposes of the Society in or upon such securities as may be thought proper or otherwise to employ the same for the benefit of the Society and to sell or otherwise the securities and investments of the Society from time to time.

(h) To purchase, take on lease, exchange, hire or otherwise acquire any real or personal estate rights or privileges which may be deemed necessary or convenient for the purposes of the Society or which may be deemed conducive to the attainment of the objects of the Society.

(i) To construct, maintain, enlarge, alter, adapt and furnish any buildings or other property so as to provide necessary or convenient accommodation for the business of or other purposes of the Society and to ratify, confirm, perform or guarantee the performance of any Contracts entered or to be entered into on behalf of the Society.

(j) To manage, improve, develop, turn to account, sell, exchange, lease, dispose of or otherwise deal with all or any part of the investments or other property of the Society.

(k) To borrow and raise money and to give security therefor (either by mortgage, charge, debenture or otherwise) on the whole or any part of the property of the Society or otherwise.

(l) To lend and advance money or to give credit to such persons, firms or companies and on such terms as may seem expedient and to give guarantees or become security for any such persons, firms or companies.

(m) To remunerate any person, firm or company rendering services to the Society either by cash payments or otherwise as may be thought expedient.

(n) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Society or to contract with any person, firm, or company to pay the same.

(o) To enter into any arrangement with any Bank Authority Institution Company or other body whether incorporated or unincorporated or any person or persons which may be considered desirable for assisting or facilitating the business or operation of the Society.

(p) To subscribe to become a member of or co-operate with any other Association or Society whether incorporated or not whose objects are altogether or in part similar to those of the Society.

(q) To do all or any of the above things as principals, agents, trustees, or otherwise and either alone or in conjunction with others and either for remuneration or gratuitously and generally to do all such lawful acts and things as may be auxiliary, incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. Every full Member of the Society undertakes to contribute to the assets of the Society in the event of it being wound up whilst he is a member or within one year afterwards for payment of the debts and liabilities of the Society contracted before he ceases to be a Member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding One Pound.

6. The Income and the property of the Society whence so ever derived shall be applied solely towards the promotion of the objects of this Society as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividends 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 1% per annum over the Bank Rate for the time being in force or at a rate not exceeding £5% per annum which ever rate may be the greater for the time being on money lent or reasonable or proper rent for premises demised or let by any Member of the Society but so that no Member of the Society shall be appointed to any salaried office of the Society or 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 the Society 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 also that nothing herein shall prevent the making of ex-gratia payments from time to time to those Members of the Society who may for the time being be in the employ of the Ravenglass & Eskdale Railway Company Limited.

7. 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 applied first for all or any of the objects of the Society set out in Clause 3 hereof if the said Railway is still in existence but if the said Railway shall no longer be in existence then the property shall be paid or transferred to some organisation concerned with the preservation of the amenities of the English Lake District or with similar object to those of this Society in such proportions as may be thought fit and if and so far as effect cannot be given to this provision then to some charitable institution, institutions, object or objects.

We, the several persons whose name, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

#### NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

T. Clark	( 14,Durham Street ( Barrow in Furness ( Public Relations Officer
Arthur Bridge	( Station House Ravenglass ( Stationmaster
A.G. Langley	( "Parkside" Rueberry Drive ( Seascale. ( Research Chemist
Philip Cleave	( 14, Princes Street ( Ulverston ( Secretary
T.D. Barratt	(Bridge End, Hallthwaites ( Millom, Cumberland ( Company Director
A. W. H. Ward	( 17 Elms Drive, Bare, ( Morecambe ( Electrical Equipment Manufacturer
F. E. B. Day	( 185, Church Road, ( St. Annes-on-Sea ( Dental Surgeon

Dated this 23rd day of June 1961.

Witness to the signature of:-)  
Thomas Clark:-

M. Ferguson,  
117, Salthouse Road.  
Barrow in Furness,  
Secretary.

Witness to the signature of:-)  
Arthur Bridge:-

T. Brocklebank, (Porter)  
Ship House, Ravenglass.

Witness to the signature of:-)  
Alan Geoffrey Langley:

R. C. Kenyon,  
26, Scawfell Crescent,  
Seascale, Cumberland.  
Metallurgist.

Witness to the signature of:-)  
Philip Cleave:-

J. J. Hopkinson,  
13, Princes Street,  
Ulverston.  
Medical Practitioner

Witness to the signature of:-)  
Timothy Donald Barratt:

Dorothy M. Fox,  
Croft House,  
Hallthwaites, Millom.

Witness to the signature of:-)  
Arthur William Henry Ward:

J. Dearden,  
1, Branksome Drive,  
Morecambe.  
Shorthand Typist.

Witness to the signature of:-)  
Frank Everard Benson Day:

C. Parkinson,  
19, Queen Street,  
Blackpool,  
Dental Surgeon.

**THE COMPANIES ACT, 1948**

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

**ARTICLES OF ASSOCIATION**

of

**THE RAVENGLASS & ESKDALE RAILWAY PRESERVATION SOCIETY LIMITED**

**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.

<u>Words</u>	<u>Meaning</u>
The Act	The Companies Act, 1948
These presents	These Articles of Association and the Rules of the Society from time to time in force.
The Seal	The Common Seal of the Society.
The Council	The Committee for the time being of the Society.

**MEMBERS**

2. The Number of Members with which the Society proposes to be registered is 5,000 but the Council may from time to time register an increase in Members.

3. The Members shall be the persons whose names shall appear as subscribers hereto and every person who on the 31st March 1961, shall be a member of the unincorporated body known as the Ravenglass and Eskdale Railway Preservation Society and those who shall sign an application form for membership of the Society and thereafter pay the annual subscription before the 30th June 1961. Provided that such persons need not be elected to membership of the Society and such other persons as the Council shall admit to membership. Provided also that the Council may at its discretion accept as a Corporate Member of the Society any corporation, firm or other body of persons whether incorporated or unincorporated on whose behalf an application

form shall have been signed by a person appearing to be the Secretary or other proper officer of such body. Provided always that the Council may decline to elect any person or body as a member without assigning any reason for such refusal.

4. The Council shall have power to elect persons of the age of 18 years and over as Honorary Members or Vice Presidents and persons under the age of 18 years as Junior Members provided that in the case of an application for Junior Membership the relevant date for assessing the age of the applicant shall be the first day of January immediately preceding the date of application.

5. The Application Form for membership of the Society shall until otherwise resolved by the Council be in the following form:- To:- The Membership Secretary  
The Ravenglass & Eskdale Railway Preservation Society Ltd.,

Sir,

I desire to be a member of the Ravenglass & Eskdale Railway Preservation Society Limited and I hereby agree if elected to become a Member of the said Society and to be bound by the Memorandum of Association and Articles of Association and rules of the said Society.

Name in Full\_\_\_\_\_

Address\_\_\_\_\_

Date of Birth (if aged 18 years or less)\_\_\_\_\_

Date of Application\_\_\_\_\_

6. Unless and until the Council shall otherwise resolve the Annual Subscription of the Society shall be due on the First day of January in each year and shall be as follows: - Full Membership £1.00 per annum: Junior Membership 50p per annum: Corporate Members shall pay an annual subscription of £1.00. In the event of any member joining the Society after the thirtieth day of September in any year and paying one years subscription at the time of joining no further subscriptions shall be payable by him until the first day of January in the second year after such payment.

7. Unless and until the Council shall otherwise resolve any individual member of the Society may commute all future subscriptions and become a Life Member by the payment of the sum of £20.

8. In the event of a life or other Member ceasing to be a Member of the Society under any of the provisions of Clause 11 of these presents no part of the sum paid for life membership shall be returnable except at the discretion of the Council.

9. Any Member wishing to resign his or her membership of the Society may do so on or before the 31st day of December in any year and shall give notice of his or her intention to do so in writing addressed to the Secretary and shall be deposited at the residence of the Secretary or at the Registered Office of the Society on or before that day failing which such Member shall be liable to pay the subscription for the next year.

10. Any Member whose Annual Subscription is unpaid on the 31st day of March in any year shall cease to be a Member of the Society and shall forfeit all right and claim upon the Society and its property provided that such Member's liability under the Memorandum of Association for the amount of his or her guarantee in the event of the Society being

wound up in one year from the date on which such Membership ceases shall not be extinguished.

11. If any Member shall willfully refuse or neglect to comply with the provisions of the Memorandum and Articles of Association or Rules of the Society or the Rules for the time being or in the Ravenglass & Eskdale Railway Company Limited or shall be guilty of conduct unworthy of a Member such Member shall be liable to expulsion by resolution of the Society Provided that at least one week before the Meeting at which such resolution is passed he or she shall have had notice thereof and of the intended resolution of his or her's expulsion and that he or she shall at such meeting and before the passing of such resolution have had any opportunity of giving orally or in writing any explanation or defence he or she may think fit. A Member expelled under this Article shall forfeit all rights in and claim upon the Society or its property provided that such Member's liability under the Memorandum of Association for the amount of his or her guarantee in the event of the Association being wound up within one year of the date of such expulsion shall not be extinguished.

12. A Group of Members in an area to be approved by the Council shall be at liberty to form an Area Group for the purpose of furthering the aims and objects of the Society. Any such Area Group shall be responsible for its own finances and shall not be permitted to bind the Society in any way.

Any such Area Group may formulate its own rules but these shall in the first instance be approved in writing by the Council

Any such Area Group shall keep written Minutes of all its Meetings and shall at least once in every year produce to the Council such Minutes and a Statement showing money received and expended by such a Group.

### GENERAL MEETINGS

13. The Society shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council and shall specify the Meeting as such in the Notice calling it. Provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and that so long as the Society holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year.

14. All General meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

15. The Society 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 requisitions as Provided by Section 132 of the Act.

16. 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 of both of the day on which it is served or deemed to be served and 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 ( including the Auditors) as are under these presents or under The Act entitled to receive such notices from the Society; but with the consent of all the Members having the right to attend and vote thereat or 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.

17. The accidental omission to give notice of a Meeting to or 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

18. (1) 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 & Expenditure Account and Balance Sheet and of the Reports of the Council the election of Members of the Council in place of those retiring.

(2) If any Member shall wish to raise any special business at any Annual General Meeting of the Society he shall give to the Honorary Secretary at least 30 days notice in writing specifying the nature of such special business.

19. 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 15% of the Members of the Society or twenty Members which ever is less personally present shall be a quorum.

20. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present the Meeting if convened on the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or at such other place as the Council may determine and if at such adjourned Meeting a quorum is not present within half an hour of the time appointed for the holding of the Meeting the members present shall be a quorum.

21. The Chairman if any of the Council shall preside as Chairman at every General Meeting but if there be no such Chairman or if at any Meeting he 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 chose 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 Society who shall be present to preside.

22. 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 return Meeting other than business which might have been transacted at the Meeting from 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 adjournment or of the business to be transacted at an Adjourned Meeting.

23. 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 a 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 in person or by proxy and representing one tenth of the total voting rights of all Members having the right to vote at a 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 that 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.

24. Subject to the provisions of Article 25 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.

25. No Poll shall be demanded on the election of a Chairman of a Meeting or on any question of adjournment.

26. 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.

27. The demand for a Poll shall not prevent the continuance of the Meeting for the transaction of any business other than a question on which a Poll has been demanded.

### VOTES OF MEMBERS

28. Every Full Member or Corporate Member shall have one vote in accordance with the terms hereinafter contained

29. Save as hereinafter expressly provided no Member other than a Full Member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his 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.

30. Votes may be given on a Poll either personally, by postal ballot or by proxy. On a show of hands a member present only by proxy shall have no vote. A Corporation may vote by its duly authorised representative as provided by Section 139 of the Act. No person shall be appointed proxy unless he is a member of the Society and qualified to vote.

31. The Instrument appointing a proxy shall be in writing under the hand of the Appointor or his Attorney duly authorised in writing.

32. The Instrument appointing a proxy and a 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 of proxy shall not be treated as valid. No Instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

33. 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 Registered Office of the Society before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

34. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:- I, (Name)\_\_\_\_\_

of (address) \_\_\_\_\_

A Full Member of the Ravenglass & Eskdale Railway Preservation Society Limited  
hereby

Appoint (name)\_\_\_\_\_

Of (address)\_\_\_\_\_

to vote for me and on my behalf at the Annual or Extraordinary or Adjourned Meeting of the Society to be held on the\_\_day of\_\_\_\_and at every adjournment thereof.

As witness my hand this\_\_\_\_\_day of \_\_\_\_\_

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

### COUNCIL OF MANAGEMENT

35. Until otherwise determined by General Meeting the number of Members of the Council shall be not less than ten nor more than twenty Members.

36. The first Members of the Council shall be:-

Thomas Clark

Arthur Bridge

Alan Geoffrey Langley

Phillip Cleave

Timothy Donald Barratt

Arthur William Henry Ward

and

Frank Everard Benson Day

And they together with the other Members of the present Committee of the unincorporated Society referred to in Article 3 hereof shall constitute the first Council

37. The Council may from time to time and at any time appoint any Member of the Society as a Member of the Council either to fill a casual vacancy or by addition to the Council provided that the prescribed maximum be not thereby exceeded. Any Member so appointed shall retain his office only until the next Annual General Meeting but he shall then be eligible for re-election.

38. Subject to the provisions of Article 37 hereof the election of Members of the Council shall take place in the following manner:-

(a) No Member of the Society may nominate more than one other member to serve as an Officer or any other Member of the Council at any Annual General Meeting or at any Extraordinary General Meeting called for the purpose of electing officers or other members of the Council. All such nominations shall be in writing and left at the residence of the Secretary or the Registered Office of the Society at least sixty days before the date of the Annual General Meeting.

(b) Election shall if necessary be by postal ballot and each Member shall be entitled to vote for any number of candidates not exceeding the number of vacancies.

(c) If two or more candidates obtain an equal number of votes another ballot shall if necessary be taken in respect of such candidates by those Members present at the Meeting and qualified to vote. If two or more candidates again obtain an equal number of votes the Council shall select by lot from such candidates who is or who are to be elected.

(d) In case there shall not be a sufficient number of candidates nominated the Council may fill the remaining vacancy or vacancies.

39. No person who is not a full Member of the Society shall in any circumstances be eligible to hold office as a Member of the Council.

#### POWERS OF THE COUNCIL

40. The business of the Society 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 Society as they think fit and may exercise all such powers of the Society and do on behalf of the Society all such acts as may be exercised and done by the Society and as are not by statute or by these presents required to be exercised or done by the Society in General Meeting subject nevertheless to any regulations of these presents to the provision of the statutes for the time being in force and affecting the Society and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Society in General meeting but no regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

41. 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 it shall be lawful for them to act as the Council for the purpose of admitting persons to Membership of the Society, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

#### SECRETARY

42. The appointment of the Secretary shall be in accordance with Article 38 hereof. The provisions of Sections 177 and 179 of the Act 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

43. The Seal of the Society 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 affixed in their presence and in favour of any purchaser or person bona fide dealing with the Society such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

44. The office of a Member of the Council shall be vacated:-

- (a) If a receiving Order is made against him or he makes any arrangement or composition with his creditors.
- (b) If he becomes of unsound mind.
- (c) If he ceases to be a Member of the Society
- (d) If by notice in writing to the Society he resigns his office.
- (e) If he ceases to hold office by reason of any order made under Section 188 of the Act.
- (f) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.
- (g) If he ceases to be a Member by virtue of Section 185 of the Act.
- (h) If he shall be absent from three consecutive Meetings of the Council without reasonable excuse.

## ROTATION OF MEMBERS OF THE COUNCIL

45. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, the officers and one-third of the remaining Members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third shall retire from office.

46. The Members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between Members of equal seniority the Members to retire shall in the absence of agreement be selected from among them by lot. The length of time a Member has been in office shall be computed from his last election or appointment. A retiring officer or other Member of the Council shall be eligible for re-election.

47. The Society may at the Meeting at which the Member of the Council retires in manner aforesaid fill up the vacated office by electing a person thereto and in default the retiring member shall if offering himself for re-election be deemed to have been re-elected unless at such Meeting it is expressly resolved not to fill the vacated office or unless a resolution for the re-election of such Member shall have been put to the Meeting and lost.

48. 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 to Membership of the Council at any General Meeting unless within the 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 his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected. The prescribed time above mentioned shall be such that the date between when the notice is served or deemed to be served and the day appointed for the Meeting there shall be not less than sixty intervening days

49. The Society may from time to time in General Meeting increase or reduce the number of Members of the Council and determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase.

50. In addition and without prejudice to the provisions of Section 184 of the Act, the Society may by Extraordinary Resolution remove any Member of the Council before expiration of his period of Office and may by an Ordinary Resolution appoint another qualified Member in his stead; but any person so appointed shall retain his office so long only as the Member in whose place he is appointed would have held the same if he had not been removed.

## PROCEEDINGS OF THE COUNCIL

51. The Council may meet together 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 five shall be a quorum. Questions

arising at any Meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

52. Members of the Council may and on request of at least 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 a notice of a Meeting.

53. The Chairman of the Council elected in accordance with the provisions of Article 38 hereof shall be entitled to preside at all such Meetings of the Council at which he shall be present 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.

54. 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 Society for the time being vested in the Council generally.

55. The Council may delegate any of their powers to committees consisting of such Member or Members of the Council of the Society as they think fit and any committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed upon 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.

56. 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.

57. 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 Society 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.

58. 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

59. The Council shall cause proper books of account to be kept with respect to:-
- (a) All sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place.
  - (b) All sales and purchases of goods by the Society and;
  - (c) The assets and liabilities of the Society.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions.

60. The books of account shall be kept at the registered office of the Society or subject to section 147 (3) of the Act 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.

61. The Society in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the Members other than Members of the Council of the accounts and books of the Society or any of them and subject to such restrictions the accounts and books of the Society shall be open to the inspection of such Members at all reasonable times during business hours.

62. At the General Meeting in every year the Council shall lay before the Society 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 Society) made up to a date not more than four 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 Accountants 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 of any other documents required by law to be annexed or attached thereto accompany the same shall not less than 21 clear days before the date of the Meeting, subject nevertheless to the provisions of the Act, be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

## AUDIT

63. Once at least in every year the accounts of the Society shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more properly qualified Chartered Accountants and an independent assurance report on the unaudited accounts be produced by them.

64. NOT USED.



## NOTICES

65. A notice may be served by the Society upon any Member either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Members.

66. Any Member described in the Register of Members by an address not within the United Kingdom who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him 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 have notices from the Society.

67. 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 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

68. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

69. Every Officer and Member of the Council for the time being of the Society and other Members of the Society and all officials officiating at all events, meetings, competitions and the like promoted by the Society shall be indemnified out of the Assets of the Society against any liability incurred by him in defending any proceedings whether civil or criminal arising by reason of such officer, other Member or official acting in good faith on behalf of the Society in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him or her by the Court.

## NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

T. Clark	( 14,Durham Street ( Barrow in Furness ( Public Relations Officer
Arthur Bridge	( Station House Ravenglass ( Stationmaster
A.G. Langley	( "Parkside" Rueberry Drive ( Seascale. ( Research Chemist
Philip Cleave	( 14, Princes Street ( Ulverston ( Secretary
T.D. Barratt	( Bridge End, Hallthwaites ( Millom, Cumberland ( Company Director
A. W. H. Ward	( 17 Elms Drive, Bare, ( Morecambe ( Electrical Equipment Manufacturer
F. E. B. Day	(185, Church Road, ( St. Annes-on-Sea ( Dental Surgeon

Dated this 23rd day of June 1961.

Witness to the signature of:-)  
Thomas Clark:- )

M. Ferguson,  
117, Salthouse Road.  
Barrow in Furness,  
Secretary.

Witness to the signature of:-)  
Arthur Bridge:- )

T. Brocklebank, (Porter)  
Ship House, Ravenglass.

Witness to the signature of:-)  
Alan Geoffrey Langley: )

R. C. Kenyon,  
26, Scawfell Crescent,  
Seascale, Cumberland.  
Metallurgist.

Witness to the signature of:-)  
Philip Cleave:- )

J. J. Hopkinson,  
13, Princes Street,  
Ulverston.  
Medical Practitioner

Witness to the signature of:- )  
Timothy Donald Barratt: )

Dorothy M. Fox,  
Croft House,  
Hallthwaites, Millom.

Witness to the signature of:- )  
Arthur William Henry Ward: )

J. Dearden,  
1, Branksome Drive,  
Morecambe.  
Shorthand Typist.

Witness to the signature of:- )  
Frank Everard Benson Day:-)

C. Parkinson,  
19, Queen Street,  
Blackpool,  
Dental Surgeon.