

Companies Act 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

THE CORRIS RAILWAY COMPANY

LIMITED

No: 1284837

Incorporated the 3rd November 1976

HUMPHREYS & PARSONS  
SOLICITORS,  
CAMBRIAN HOUSE,  
MACHYNLLETH,  
POWYS  
SY20 8AL

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

THE CORRIS RAILWAY COMPANY LIMITED

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1. The name of the Company is "THE CORRIS RAILWAY COMPANY LIMITED."
2. The registered office of the company will be situate in England
3. The objects for which the Company is established are:-
  - (A) (i) To construct and operate a 2'-3" gauge railway in the neighbourhood of Corris in the County of Gwynedd, particularly but not essentially following the route and/or projected routes of the former Corris Railway or it's predecessor, the Corris, Machynlleth; and River Dovey Tramroad, or at any other place this Company wishes to.
  - (ii) To accept any gift of Property or Goods for any of it's objects.
  - (iii) To take such steps by personal or written appeals or otherwise, as may from time to time be deemed expedient, for the purpose of procuring contributions to the Funds of the company, in the form of Loans or otherwise.
  - (iv) To print and publish any periodicals, books, or leaflets; which the Company may consider desirable for the promotion of it's objects.
  - (v) To transfer all, or any part of the Property, Assets, Liabilities, or Engagements of the Company to any one or more of the Companies, Institutions, Societies or Associations which the Company is authorised to amalgamate or co-operate .
- (B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancilliary to any of the above businesses or the general business of the Company, or further any of its objects.

- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money, for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance.
- (G) To issue and deposit any securities which the company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as Bankers for any person or corporation.
- (J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business, or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the company or its officers or employees.

- (K) to draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (L) To invest and deal with the moneys of the company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (M) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the company has power to issue, or partly in one mode and partly in another, and generally on such terms as the company may determine.
- (N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of the company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (O) To enter into any partnership or joint venture arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (P) To establish and support, and to aid in the establishment and support, of any associations formed for any of the objects of the company.
- (Q) To amalgamate or co-operate with any Companies, Institutions, Societies or Associations having objects altogether or in part similar to those of the company.
- (R) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (S) To do all such other lawful things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £10,100 divided into 100 shares of £1 each and 1,000 Shares of £10 each. The Shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

6. The income and property of the company shall be applied solely towards the promotion of it's objects as set forth in this Memorandum of Association and no portion of it shall be paid or transferred, directly or indirectly by way of Dividend, bonus or otherwise, howsoever by way of profit, to members of the company, and no member of it's Board of Directors shall be appointed to any Office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company;

- (a) of reasonable and proper remuneration to any member, officer or servant of the company (not being a member of it's Board of Directors) for any service rendered to the company.
- (b) of interest at a rate not exceeding six per cent per annum on money lent, or reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors.
- (c) to any member of it's Board of Directors of out-of-pocket expenses.
- (d) to a Society of which a member of it's Board of Directors, may be a Member, exercising not more than one hundredth part of the voting rights of such Society.

7. If upon winding up or dissolution of the company there remains, after the satisfaction of all it's debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the company, but shall be given or transferred to some other Institution or Institutions having objects similar to the objects of the company and which shall prohibit the distribution of it's or their property and income among it's or their members to an extent at least as great as is imposed on the company under or by virtue of the Clause 4 hereof, such Institution or Institutions to be determined by the members of the company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to the Transport Trust. It being provided that all loans made to the Company, either in cash or kind, and the same being un-repaid or partly un-repaid at the date of dissolution shall have prior charge on the assets of the company.

8. True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Company, and of the Property, credits and liabilities of the company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being, such accounts shall be open for the inspection of members. Once at least in every calendar year, the accounts of the company shall be examined, and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
PHILIP ARTHUR WELLS 38 BRACKEN EDGE LEEDS 8 ACCOUNTANT	P. Wells ONE
EDWIN ALAN MEADEN 53 MAIN STREET, EAST LEAKE. LOUGHBOROUGH. LEICS DEVELOPMENT ENGINEER	E.A. Meaden ONE
JOSIAH LOUIS BEILSCHMIDT, SHEPHERDS WAY RABLEY HEATH WELWYN, HERTS CHARTERED ENGINEER	J.L. Beilschmidt ONE

Dated this 4TH SEPTEMBER 1976

Witness to the above Signatures:

R.S. GREENHOUGH,  
 7 WALPOLE GARDENS  
 LONDON W.4

R.S. Greenhough

D.K. COLEMAN,  
 BRYNDERW.  
 ABERLLEFENNI,  
 MACHYNLLETH.  
 POWYS  
 SY20 9RR.

D. Coleman

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

THE CORRIS RAILWAY COMPANY LIMITED

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company.
- (b) Regulations 3, 5, 24, 53, 75, 79, 88, 96, 97, 114, 115, 116, 117, 118, 119, 120, 121 and 122 of Table A, Part I shall not apply to the Company.

SHARES

2. (a) The Shares shall be at the disposal of the Directors who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.
  - (b) At least 51% of the Issued Share Capital at any time must be held by or on behalf of the Corris Railway Society, (registered Charity No. 506908) and the Directors shall not make issues of any shares that shall result in this majority ceasing to apply.
  - (c) Shares may not be issued to any person who is not a member of the Corris Railway Society, a written confirmation of that membership from the Secretary of the Society at the time of issue shall be taken as prima facie evidence of membership.
3. (a) Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid, or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

3. (b) Any Shareholder who ceases to be a member of the Corris Railway Society, as notified to the Directors by the Secretary of the Society, shall, within four weeks of such cessation of membership, offer his shares to the Directors or a party nominated by them, at Nominal value; in the event of the Directors or the nominated party refusing to buy the shares, or failing to complete the purchase within four weeks of the offer being made, the Shareholder is free to sell the shares to any member of the Society.
4. Subject to the provisions of Section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the company are liable to be redeemed.

#### LIEN

5. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid Shares)" shall be omitted.

#### TRANSFER OF SHARES

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A, Part I, shall be modified accordingly.

#### DIRECTORS

7. Unless and until otherwise determined by the Company, in General Meeting, the number of the Directors shall not be less than four nor more than ten. The chairman plus at least half of the remaining Directors shall be nominated by the Council of the Corris Railway Society.  
  
The first Directors of the Company shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.
8. If and so long as there shall be three or two Directors only, of which at least one shall be a nominee of the Corris Railway Society, they shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.  
  
In the event of there being only one Director, he may take no actions on behalf of the Company until the Council of the Corris Railway Society has appointed replacement nominee Directors.
9. The words "in General Meeting" shall be inserted after the words "unless the company" in Regulation 78 of Table A, Part I.

#### BORROWING POWERS

10. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.

#### POWERS AND DUTIES OF DIRECTORS

11. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A. Part I, which paragraphs shall not apply to the Company.

#### DISQUALIFICATION OF DIRECTORS

12. The office of a Director shall be vacated-
- (1) If by notice in writing to the Company he resigns the office of Director.
  - (2) If he ceases to be a Director by virtue of Section 182 of the Act.
  - (e) If he becomes bankrupt or enters into any arrangement with his Creditors.
  - (4) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Act.
  - (5) If he becomes of unsound mind.
  - (6) If he is removed from office by a resolution duly passed under Section 184 of the Act.
  - (7) If he ceases to be a member of the Corris Railway Society as evidenced in writing by the duly appointed Secretary of the Society.
13. Any person may be appointed or elected as a Director, provided he is a member of the Corris Railway Society whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

#### REMOVAL OF DIRECTORS

14. In addition and without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. Those Directors nominated by the Corris Railway Society may be removed by the Society acting through its elected Council.

#### PROCEEDINGS OF DIRECTORS

15. A Director may from time to time by notice in writing to the Company, appoint any person who is a member of the Corris Railway Society and approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification, except as applies to an ordinarily appointed director or be entitled to any remuneration from the company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

SECRETARY

16. The first Secretary of the Company shall be the person named in the statement delivered under section 21 of the Companies Act 1976.
17. The Company may distribute no part of its income to members in the form of Dividends or any other form; notwithstanding that the company may pay interest on loans made to it for the purpose of furthering its objects.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

PHILIP ARTHUR WELLS  
38 BRACKEN EDGE,  
LEEDS

P. Wells

ACCOUNTANT

EDWIN ALAN MEADEN.  
53 MAIN STREET.  
EAST LEAKE.  
LOUGHBOROUGH.  
LEICS.

E.A. Meaden

DEVELOPMENT ENGINEER

JOSIAH LOUIS BEILSCHMIDT.  
SHEPHERS WAY.  
RABLEY HEATH  
WELWYN,  
HERTS.

J.L. Beilschmidt

CHARTERED ENGINEER

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Dated this 4TH SEPTEMBER 1976

Witness to the above Signatures:-

R.S. GREENHOUGH  
7 WALPOLE GARDENS  
LONDON  
W4 4HG

R.S. Greenhough

D.K. COLEMAN  
BRYNDERW,  
ABERLLEFENNI.  
MACHYNLLETH.  
POWYS  
Sf20 9RR

D. Coleman

THE COMPANIES ACT 1948 to 1967

SPECIAL RESOLUTION

OF

THE CORRIS RAILWAY COMPANY LIMITED

Passed on the 2nd day of May 1981 AT the ANNUAL GENERAL MEETING of the above named Company duly convened, and held at the Corris Institute Corris, Machynlleth, Powys, SY20 9RR on 2nd May 1981

RESOLUTION

THAT the Articles of Association of the Company be changed as follows:-

Article 2 add new sub-sections: (b) at least 51% of the issued share capital at any time must be held by or on behalf of the Corris Railway Society, (registered Charity No. 506908) and the directors shall not make issues of any shares that shall result in this majority ceasing to apply. (c) Shares may not be issued to any person who is not a member of the Corris Railway Society, a written confirmation of that membership from the Secretary of the Society at the time of issue shall be taken as prima facia evidence of membership.

Article 3 add new sub-section: (b) any shareholder who ceases to be a member of the Corris Railway Society, as notified to the directors by the Secretary of the Society, shall, within four weeks of such cessation of membership, offer his shares to the directors or a party nominated by them, at Nominal value; in the event of the directors or the nominated party refusing to buy the shares, or failing to complete the purchase within four weeks of the offer being made, the Shareholder is free to sell the shares to any member of the society.

Article 7 Alter to read: "The number of the directors shall not be less than four nor more than ten. The chairman plus at least half of the remaining directors shall be nominated by the Council of the Corris Railway Society.

Article 8 Alter to read: ".....there shall be three or two directors only, of which at least one shall be a nominee of the Corris Railway Society, they shall be entitled .....". At the end of the article add: "In the event of there being only one director he may take no actions on behalf of the Company until the Council of the Corris Railway Society has appointed replacement nominee directors."

Article 12 Add sub-section: "(7) If he ceases to be a member of the Corris Railway Society, as evidenced in writing by the duly appointed Secretary of the Society."

Article 13 Alter to read "...elected as a director, provided he is a member of the Corris Railway Society whatever....."

Article 14 Add new sentence "Those directors nominated by the Corris Railway Society may be removed by the Society acting through its elected Council."

Article 15 Alter to read: "..... appointany person who is a member of the Corris Railway Society and approved by ..... " and ".....to hold any qualification, except as applies to an ordinarily appointed director of be entitled to any remuneration....."