

MEMORANDUM OF ASSOCIATION

OF

GARW VALLEY RAILWAY COMPANY LIMITED

1. The Company's name is GARW VALLEY RAILWAY COMPANY LIMITED (and in this document is called "the charity").
2. The Charity's registered office is to be situated in Wales.
3. The Charity's objects ("the Objects") are:
 - a. To restore and re-open the Garw Valley railway between Pontycymmer and Tondy, and Brynmenyn Industrial Estate thereby providing a tourist attraction, a community transport facility and commercial rail transfer facility to the area;
 - b. Through the operation of the Garw Valley railway provide employment for suitably qualified local people when circumstances warrant and training facilities for all including disadvantaged unemployed people;
 - c. To bring revenue into an economically and socially disadvantaged Valley, thereby stimulating growth and the creation of indigenous businesses in the Valley, thereby creating employment, economic and environmental re-generation;
 - d. To further public awareness of and restoring and preserving railway locomotives, carriages, wagons and other artefacts of historical interest and buildings connected therewith in particular, but without prejudice to the generality of the foregoing, those connected with the British Railways and National Coal Board.
 - e. The preserving of books, drawings, records, documents, oral history and other sound recordings, also visual recordings, cinematography films and photographs relating to such artefacts and vehicles, their history and development;
 - f. And any such transport charitable purposes as the Trustees in their absolute discretion from time to time think fit;
 - g. In furtherance of these aims and objectives the Charity shall have power to accept donations for any purpose not inconsistent with the aims and objectives of the Charity and may make special appeals for funds to be used in connection with any such purpose;




4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
- a. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
 - b. To raise funds and to invite and receive contributions; provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - c. To acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - d. Subject to clause 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
 - e. To establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - f. To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
 - g. To establish or support any charitable trusts, associations or institutions formed for any part of the charitable purposes included in the Objects;
 - h. To acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
 - i. To pay out of funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
 - j. To do all such other lawful things as necessary for the achievement of the Objects;
 - k. In furtherance of these Objects the Charity shall have power to apply for and accept any loans or grants provided that any condition imposed on such loan or grant is not inconsistent with the Objects of the Charity;
 - l. In furtherance of these Objects the Charity shall have the power to charge, lease, mortgage or otherwise dispose of all or any part of its property in furtherance of its Objects.

5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing in this document shall prevent any payment in good faith by the Charity:
 - a. Of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
 - b. Of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
 - c. Of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
 - d. Of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
 - e. Of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
 - f. To any trustee of reasonable out-of-pocket expenses.
6. The liability of the members is limited.
7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

The Companies Acts 1985 to 1989 – Companies Limited by Guarantee and not having a share capital

This Memorandum of Association was duly adopted at an extraordinary meeting of the company held on Tuesday 20th September 2005.

Signed.......... Chairman

Signed.......... Company Secretary

ARTICLES OF ASSOCIATION

OF

GARW VALLEY RAILWAY COMPANY LIMITED

INTERPRETATION

1. In these articles;

“the Charity” means the company intended to be regulated by these articles;

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

“the articles” means these Articles of Association of the Charity;

“clear days” in relation to the period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“executed” includes any mode of execution;

“the memorandum” means the Memorandum of Association of the Charity;

“office” means the registered office of the Charity;

“the seal” means the common seal of the Charity if it has one;

“secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

“the trustees” means the directors of the Charity (and “trustee” has a corresponding meaning);

“the United Kingdom” means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

2. Membership

- a. Membership shall be available to any person who is interested in the Objects of the Charity. Associate Membership shall also be available to organisations approved by the Trustees;
- b. Associate Membership shall be available for a period and at a subscription rate determined from time to time by the Trustees to incorporated and unincorporated organisations in recognition to goods and or services provided to the Charity;
- c. Application for membership shall be made on a form prescribed by the Trustees. Authority should come from the Trustees;
- d. An applicant shall be deemed to be a member with effect from the date of acceptance by the Trustees;
- e. The annual subscription shall be determined by the membership at an Annual General Meeting or Extraordinary Meeting;
- f. The Trustees shall accept an application for Life Membership from any member on receipt of an amount to be determined from time to time by the Trustees;
- g. Membership shall run for a twelve month period from either the date of application for membership or the anniversary of that date as applicable;
- h. The Trustees shall have the right to refuse an application for membership without obligation to state a reason for such refusal in which case any monies paid by the applicant in respect of subscription shall be refunded in full;
- i. The Trustees may after due consideration withdraw membership from a member. The member shall have the right to state their case either in person or in writing before the Trustees. Any persons so expelled shall forfeit all claims upon the Charity in respect of rights and privileges conferred by membership;
- j. Rights or privileges accrued by membership shall not be transferable and shall cease upon termination of membership;
- k. All members shall be given a membership card or other evidence of membership;
- l. Membership shall be available in three categories; Child (aged between 5 and under 16 years), Adult (aged between 16 and under 60 years), Senior Citizen (60 years and above). These ages apply to all persons who may apply for membership at the date of application;
- m. The Trustees may propose at an Annual General Meeting the bestowing of Honorary Membership on any person. Such Honorary Membership may be for a period of one or more years or for life as recommended by the Trustees;

- n. The Trustees must keep a register of names, addresses, telephone number the date on which membership commenced and the date which membership ceased which must be made available to any member upon request;
- o. Any member refused membership or whose membership has been withdrawn for whatever reason may appeal against the decision in writing within 28 days of membership being refused or withdrawn;

3. SUBSCRIPTIONS

- a. All members, except as provided in Rule 2 (m) shall be required to pay an annual subscription;
- b. All subscriptions shall become due to be paid on the anniversary of becoming a member;
- c. Subscriptions are not repayable;
- d. Any member being more than three months in arrears of payment of annual subscription shall be deemed to have resigned membership.

4. BEHAVIOUR

- a. All members shall comply with these Rules. On receipt by the Trustees of a complaint regarding misconduct the Trustees may, at its discretion, request the subject of the complaint to either to appear before it and / or to submit a written response;
- b. The Trustees may call upon any member to resign and shall not be under obligation to state its reasons for such action to the membership. If the member declines to take such action within one month their membership shall be considered to have lapsed;
- c. No person shall act for the Charity or in the name of the Charity without the prior written consent of the Chair.

5. RESIGNATIONS

- a. A member may voluntarily resign membership at any time upon giving written notice to the Membership Secretary. Such resignation shall be deemed to have effect unless otherwise specified from the date of receipt of such notice by the Membership Secretary;
- b. Members who fail to renew their subscriptions within three months of the date stipulated in Rule 3(d) shall automatically be deemed to have resigned membership and may only be readmitted upon application to the Membership Secretary and payment of the appropriate subscription;
- c. A resigning member shall cease to be a member with effect from the date of resignation and shall henceforward cease to be entitled to all rights and privileges of membership;
- d. Trustees and Sub Committee members must give 28 days written notice to the Chair of their intention to resign.

6. ALTERATIONS TO THESE RULES

- a. No alterations to these Rules shall be made except at an Annual General Meeting or Extraordinary General Meeting;
- b. No amendment shall be made that may cause the Charity to cease to be Charitable at Law.

7. FUNDS

- a. Income and property however derived shall be applied solely towards the achievement of the Objects of the Charity and no portion thereof shall be paid or transferred directly or by way of profit to members. This shall not preclude payment to a member in respect of out of pocket expenses, goods or services rendered to the Charity whether or not that be in consequence of a tendering process;
- b. At every Annual General Meeting the Treasurer shall present an audited balance sheet and income and expenditure account of the transactions of the previous year for the inspection of members. The Treasurer shall further explain this for the benefit of members;
- c. Funds shall be kept in the name of the Charity in an account(s) nominated by the Charity and shall only be used in the furtherance of the Objects of the Charity;
- d. Payment from such funds shall be made only on the authority of the Trustees;
- e. All cheques drawn on the restricted and unrestricted funds shall require two signatures;
- f. Any funds not immediately required for the Charity shall be invested in such a manner, as the Trustees shall decide.

8. THE TRUSTEES

- a. The number of Trustees shall not be less than three and exceed twelve;
- b. The Charity shall have four executive officers – A chair, A secretary, A treasurer, A membership secretary;
- c. The first Trustees (including officers) shall be those persons elected as Trustees and officers at the meeting at which these Articles is adopted;
- d. All property of the Charity held or received by the Treasurer their nominee or the Charity's bank shall be vested in the Trustees;
- e. A member may not be elected a Trustee without their consent being previously obtained;
- f. A Trustee may be removed from office by a Resolution passed by a majority of members present and voting thereon at an Annual General Meeting or Extraordinary General Meeting;

- g. Trustees shall hold the assets of the Charity in accordance with the provisions of a Charity Deed;
- h. Trustees shall deal with any property vested in them by way of charge, lease, mortgage, and sale or otherwise directed by a Resolution passed by a seventy five percent majority of the Trustees. A copy of such Resolution purporting to be signed by the Secretary for the time being of the Charity shall be conclusive evidence in favour of subsequent purchaser, mortgagee, charged or lessee for value that a direction complying in all respects with the above provisions of this Rule was duly given to the Trustees. Such Resolution shall be binding upon all members.

9. POWER OF THE TRUSTEES

- a. The Trustees must manage the business of the Charity and they have the following powers in order to further the Objects (but not for any other purpose):
 - i. to raise funds. In so doing the Trustees must not undertake any substantial permanent trading activity and must comply with any legal obligation;
 - ii. to buy, take on lease or, in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - iii. to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power the Trustees must comply with legislation regarding Charities;
 - iv. to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Trustees must comply with legislation regarding Charities if they intend to mortgage land;
 - v. to co-operate with other charities, voluntary bodies and statutory bodies and to exchange information and advice with them;
 - vi. to establish or support any associations, institutions or charitable trusts formed for any of the charitable purposes included in the Objects;
 - vii. to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
 - viii. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - ix. to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
 - x. to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a Charity are permitted to do by the Trustee Act 2000;
 - xi. to do all such other lawful things as are necessary for the achievement of the Objects;
 - xii. to co-opt for a specific purpose a members onto the Trustees or a Sub Committee. Such Co-opted Members shall have the full rights, privileges and responsibilities of a Member of the Committee to which they are co-opted save for the right to vote.

- b. No alteration of this constitution or any special resolution shall have retrospective effect to invalidate a prior act of the Trustees.

10. APPOINTMENT OF TRUSTEES

- a. At the first Annual General Meeting all the Trustees shall retire from office, and at every subsequent Annual general Meeting one-third of the Trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one Trustee who is subject to retirement by rotation, he shall retire;
- b. No person may be appointed as a Trustee:
 - i. Unless he had attained the age of 18 years; or
 - ii. In circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Rule 11.
- c. Subject as aforesaid, a Trustee who retires at an Annual General Meeting may, if willing to act, be re-appointed;
- d. The Trustees may appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed twelve. A Trustee so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not re-appointed at such Annual General Meeting may, if willing to act, be re-appointed.

11. DISQUALIFICATION AND REMOVAL OF TRUSTEES

- a. A Trustee shall cease to hold office if he:
 - i. Is disqualified from acting as a Trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - ii. Ceases to be a member of the Charity;
 - iii. Becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - iv. Resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
 - v. Is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his office be vacated.

12. SUB COMMITTEES

- a. The Trustees may at its discretion set up Sub Committees and appoint Members to those Sub Committees who shall have authority to convene meetings and make recommendations to the Trustees in matters relating to the business of a Sub Committee.

13. MOTIONS FOR CONSIDERATION AT AN ANNUAL GENERAL MEETING

- a. Notice of a motion required to be discussed by any member shall be given in writing to the Secretary at least 14 days in advance of the date appointed for an Annual General Meeting. Two seconders being members shall sign any such motion received.

14. ANNUAL GENERAL MEETING

- a. An Annual General Meeting shall take place within three months of the end of the financial year of the Charity year at such time and place as may be determined by the Trustees. Notice of a meeting together with the Agenda shall be sent to all members not less than twenty-eight days before the meeting.
- b. The business of an Annual General Meeting shall be –
 - i. to confirm the minutes of the previous Annual General Meeting;
 - ii. to receive apologies from members unable to attend;
 - iii. to receive reports from the Trustees;
 - iv. to receive the Treasurers Annual Financial Statement;
 - v. to appoint auditors;
 - vi. to consider motions submitted under Rule 12(a).

15. EXTRAORDINARY GENERAL MEETINGS

- a. An Extraordinary General Meeting shall be convened at any time upon the instructions of the Trustees or within one month of the receipt by the Chair or Secretary of a request in writing signed by at least ten members or by five percent of the membership whichever is the lesser stating full and specific reasons for such a meeting. Alternatively the meeting shall be convened at a later date as may be agreed between the Trustees and the Requisitionors;
- b. A Notice convening such a meeting shall be sent to each member at least fourteen days before the date thereof and shall include a statement giving the reasons for calling an Extraordinary General Meeting;
- c. The cost of calling such a meeting shall be borne by the Requisitionors unless the members at the meeting otherwise decide;
- d. An Extraordinary General Meeting shall consider only the business for which it was convened.

16. CONDUCT OF ANNUAL GENERAL MEETINGS AND EXTRAORDINARY GENERAL MEETINGS

- a. At an Annual General Meeting or Extraordinary General Meeting a quorum shall ten members or five percent of the membership whichever the lesser. If there shall not be a quorum present after a period of thirty minutes from the time appointed for the start of the meeting the meeting shall be adjourned to such time and place as the Trustees shall determine. In the event of an Annual General Meeting or Extraordinary General Meeting being adjourned for the reason of not being quorate and for no other reason the number of members present at the reconvened Annual General Meeting or Extraordinary General Meeting shall be a quorum;
- b. Proxy votes shall be accepted by the Secretary of the Meeting prior to the start of an Annual General Meeting or Extraordinary Meeting;
- c. The person who has been elected as Chair shall chair annual General Meetings and Extraordinary General Meetings. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a member of the Trustees shall chair the meeting. If no member of the Trustees is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it to start the meeting) the members present and entitled to vote must choose one of their number to chair the meeting;
- d. Only those members being in membership 21 days in advance of the date of an Annual General Meeting shall be entitled to one vote at an annual General Meeting or Extraordinary General Meeting;
- e. Voting at meetings shall be by a show of hands. However at the discretion of the Chair a ballot may be held;
- f. In the case of a ballot two tellers must be appointed from the body of the meeting;
- g. Decisions shall be made by straight majority;
- h. In the event of the result of a vote being indecisive the Chair of the meeting shall have a second casting vote;
- i. The result of the voting as declared by the Chair shall be final.

17. NOTICES

- a. Notices required to be served under the terms of this Constitution shall be sent either email, hand delivered or by (Second Class) post to the last known address as recorded in the records of the Membership Secretary. Such notices shall be deemed to be served on the date of hand delivery, sending by email or posting;
- b. An accidental omission to give notice or the failure to receive such notice by any person entitled to receive the same shall not invalidate the proceedings at any meeting to which such notice may relate.

QUORUM

- c. A quorum of Annual General Meeting or Extraordinary Meeting shall be ten members or five percent of the membership (whichever is the lesser);
- d. A quorum at Trustees meetings shall be three;
- e. A quorum of any Sub Committee shall be three of which one must be a Trustee.

18. RIGHTS OF MEMBERS

- a. Every member shall be entitled to receive a copy of these Memorandum & Articles;
- b. Every member shall be entitled to receive one copy of any journal or newsletter, which the Trustees may from time to time authorise to be produced and distributed amongst the membership;
- c. Every member shall be entitled to receive any discount or benefit announced by the Trustees during a specified period of the membership year;
- d. Each member shall have one vote at an Annual General Meeting or Extraordinary General Meeting.

19. RULES

- a. The Trustees may from time to time make rules or bye-laws for the conduct of their business;
- b. The bye-laws may regulate the following matters but are not restricted to them:
 - i. The admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - ii. The conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - iii. The setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - iv. The procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by these Articles;
 - v. The keeping and authenticating of records. (If regulations made under this clause permit records of the Charity to be kept in electronic form and require a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
 - vi. Generally, all such matters as are commonly the subject matter of the rules.

- c. The Charity in general meeting has the power to alter, add to or repeal the rules or bye-laws;
- d. The Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Charity;
- e. The rules or bye-laws shall be binding on all members of the Charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.

20. PAYMENTS TO THE CHARITY

- a. Payments due to the Charity must be made payable to the 'Garw Valley Railway Company Ltd.' and NOT any individual by name;
- b. The Trustees may in certain circumstances provide organisations and grant funding bodies details of bank details for automated transfer of funds;
- c. The financial year of the Charity shall run from 1 January to 31 December of each year.

21. THE SEAL

- a. The seal shall only be used by the authority of the Trustees or of a sub committee authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary or by a second Trustee.

22. MINUTES

- a. The Trustees must keep minutes of all:
 - i. appointments of Officers and Trustees made by the Trustees;
 - ii. proceedings at meetings of the Charity;
 - iii. meetings of the Trustees and sub committees including;
 - 1. the names of the persons present at the meeting;
 - 2. the decisions made at the meetings; and
 - 3. where appropriate the reasons for the decisions.

23. ANNUAL REPORT and RETURN and ACCOUNTS

- a. The Trustees must comply with their obligations under the Charities Act 1993 with regard to:
 - i. The keeping of accounting records for the Charity;
 - ii. The preparation of annual statements of account for the Charity;
 - iii. The transmission of the statements of account to the Charity;
 - iv. The preparation of an annual return and its transmission to the Commission.

- b. Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

24. DISSOLUTION

- a. The Charity may at any time be dissolved by Resolution passed by a majority but not less than seventy five percent of the members present being entitled so to do at a duly convened Extraordinary General Meeting;
- b. If the members resolve to dissolve the Charity the Trustees shall remain in office and be responsible for winding up the affairs of the Charity in accordance;
- c. If upon winding up or dissolution of the Charity there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be given or transferred to some other Institution or Charity having aims and objectives similar to aims and objectives of the Garw Valley Railway Company Ltd. that of the Charity which shall prohibit the distribution of its or their property and income among its or their members to an extent at least as great as is imposed on the Charity;
- d. Such recipients to be determined by the members of the Charity 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 Charity either un-repaid at the date of dissolution shall have prior charge on the assets.

25. REGISTERED PARTICULARS

- a. The Trustees must notify the Charity Commission (Wales) promptly of any changes to the Charity's entry on the Central Register of Charities.

26. INDEMNITY

- a. Subject to the provisions of the Act every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

27. LIABILITY

- a. The Charity shall at no time and in no circumstances whatsoever accept responsibility or liability in respect of injury, loss of life or other incapacity sustained by any person whether a member of the Charity or not while such person is in, on, under or in the proximity of any property leased or owned by or otherwise in the possession of the Charity at any time and in like manner the Charity shall accept no responsibility or liability for goods, chattels and effects of any person that may be damaged, destroyed or lost while in, on, under or in the proximity of any property or vehicle as described;

The Companies Acts 1985 to 1989 – Companies Limited by Guarantee and not having a share capital

- b. No member shall be personally liable for or contribute towards the payment of the liabilities of the Charity beyond the amount of the annual subscription for such member or any contribution agreed to be given and remaining unpaid.

28. INTERPRETATION OF THE RULES

- a. The Trustees shall be the sole authority for the interpretation of the terms of the Memorandum and Articles.

These Articles of Association were duly adopted at an Extraordinary Meeting of the company held on Tuesday 20th September 2005.

Signed..........Chairman

Signed..........Company Secretary