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The following Special Resolutions to amend the Articles of Association were approved at the Annual General Meeting of THE RAILWAY DEVELOPMENT SOCIETY LTD held on 12<sup>th</sup> May 2007

**Special Resolution 1.**

Article 12 Delete '5 2' and insert '11'

Article 13 Delete '5 2' and insert '11'

Article 15(a) Between 'audited' and 'financial' insert 'scrutinised or examined'

Article 15(d) Between 'Auditors' and 'for that year' insert 'Scrutineers or Examiners'

Article 65 Between 'auditor' and 'of the company' insert 'or scrutineer or examiner'

**Special Resolution 2.**

Article 11(f) Delete and replace with 'to vote in ballots for elected members of the Board,'

Article 15(c) Delete and replace with 'To receive the results of postal ballots for elected members of the Board'

Article 18 Delete 'Officers and' and replace with 'elected'

Article 29 Delete the existing article and replace with the following article

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

a) A Chair, who shall be a Director of the Company, to be elected annually by postal ballot of the paid up members of the Company

b) A Vice-Chair, who shall be a Director of the Company, to be elected annually by the Board from among their members

c) Nine members, who shall be a Directors of the Company, to be elected by postal ballot of the paid up members of the Company Board members will serve for three years and be eligible for re-election Three Directors shall be elected each year and the candidates with the highest numbers of votes will be elected If there are any vacancies for shorter terms they will be filled by the candidates with the next highest numbers of votes filling vacancies with the longest terms to serve

d) The Board will appoint the following officers who will have the right to attend and speak at Board meetings but will only have the right to vote if they are also elected as Directors If an officer is unable to attend a Board meeting they will be expected to submit a written report on their area of activity

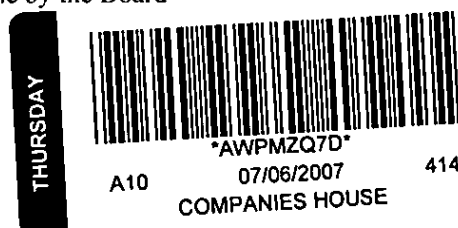
(i) A Treasurer elected annually by the Board

(ii) A Membership Officer elected annually by the Board

(iii) A Sales Officer elected annually by the Board

e) The Board may appoint a Secretary to the Board who shall not be a member of the Board The duties and remuneration of the Secretary to the Board shall be determined from time to time by the Board

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Article 30 Delete 'Year of office' and replace with 'period of tenure'

Article 30 Delete 'election for the next year' and replace with 're-election'

Article 32 Delete the first sentence

Article 32 Between 'eligible for election' and 'member of the company' insert 'to a post under Article 29'

Article 33 Delete the existing article and replace with the following article

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

Article 35 Delete 'Two officers and four members' and replace with 'Six Directors'

Article 36 Delete the existing article and replace with the following article

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

### **Special Resolution 3.**

Article 6 Between 'proposed expulsion and' and 'may make' insert 'the Board will give an address for all correspondence relating to the proposed expulsion The member'

Article 7 Delete 'registered address of the company' and insert 'address specified in Article 6'

Article 9 Delete 'registered address of the company' and insert 'address to which membership forms are to be sent'

Article 16 Delete the first sentence and replace with 'Notice of motions must be sent to the address specified by the Board to be received fourteen days prior to the date of the Annual General Meeting'

Article 58 Delete 'as detailed in regulation 16' and replace with 'to the address specified by the Board in time to be received 42 days prior to the date of the meeting and will be circulated to members who request them not less than 28 days prior to the date of the meeting'

M G Crowhurst  
Chairman



Date

12.05.07.