

**MEMORANDUM AND ARTICLES
OF ASSOCIATION OF**

Swiss Railways Society

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of Swiss Railways Society

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber

Authentication of each subscriber

Stephen David Buck

Malcolm Alexander Bulpitt.

Roger Ellis

John Carne Jesson

Malcolm Arthur Job

Arthur Glyn Jones

Roger Michael Kemp

David John Stevenson

David Frederick Stowell

Neil Wheelwright

Dated 9th/September/2016

AS AMENDED AT THE ANNUAL GENERAL MEETING OF THE SOCIETY HELD ON 14TH OCTOBER 2020

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THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

ARTICLES of ASSOCIATION

of

Swiss Railways Society

1. DEFINED TERMS

1.1. In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:

1.2. WORD	MEANING
The Act	The Companies Act 2006.
The Company	Swiss Railways Society.
The Articles	These Articles of Association and the regulations of the Company.
The Management Committee	The Management Committee of the Company whose members are the Directors of the Company.
The Office	The registered office of the Company.
The Seal	The common seal of the Company if it has one.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed or partly one and partly another and other ways of showing and reproducing words in a visible form.
Electronic form	Has the meaning given in section 1168 of the Act.
Regulated Company	A company influenced or controlled by a local government authority by virtue of the Local Government and Housing Act 1989, the Localism Act 2011, the Local Authorities (Companies) Order 1995 and the Local Authorities (Companies) (Amendment) Order 1996 or any statutory amendment or re-enactment thereof for the time being in force.

1.3. Words in the singular form include the plural and vice versa.

1.4. The words “person” or “people” include corporations.

- 1.5. Apart from the words defined above, any words or expressions defined in the Act or any change to the Act in force when Articles become binding on the Company will have the same meanings in these Articles, provided they are consistent with the subject or context.
- 1.6. Headings are not part of the Memorandum or Articles.

2. NAME OF COMPANY

2.1 The name of the Company shall be Swiss Railways Society called in this document “the Company”.

3. REGISTERED OFFICE

3.1 The Registered Office of the Company shall be the Company Secretary’s home address.

4. OBJECTS OF THE COMPANY

4.1 The Objects of the Company are the promotion of the railways and other forms of transport of Switzerland in respect of enthusiasts and modellers and in particular:

- (a) To assist in the preservation, protection and enhancement in any way of the archives, historical and current data maintained by the Company and its members where practical.
- (b) To encourage, help, assist and where appropriate, support modelling of the railways of Switzerland in all scales and time periods.
- (c) To encourage its members to make available to all members any information, historical records, photographs, recollections they may have that might benefit those members in accordance with the other Objects stated above.

4.2 The Company shall be a ‘Not for Profit’ company. Where profits are generated these will be used to the furtherance of the Objects of the Company and will not be distributed or paid to members as dividends.

2. STATEMENT OF INTENTION

5.1 The Company will remain non-party in politics and non-sectarian in religion. It will not discriminate on the grounds of race, sexual orientation, religious or political beliefs or other opinion.

3. POWERS OF THE COMPANY

2.1 The Company may do anything lawful that may be necessary in order to promote its Objects, including the use of the following powers:

- (a) Employ and pay any professional or other advisers providing no member of the Management Committee is so employed.
- (b) Subject to any consents required by law, to raise funds and borrow moneys, invite and receive contributions from anyone through subscriptions or in any other way as authorised by the management committee.
- (c) Promote, encourage or undertake research.
- (d) Produce, print and publish anything in written, oral, digital or visual media in furtherance of the Objects.
- (e) Promote and advertise the Company’s activities.
- (f) Invest any money that the Company does not immediately need in any investments, securities or properties.

- (g) Carry on trade insofar as either the trade is exercised in the course of the actual carrying out of a primary Object of the Company or the trade is temporary and ancillary to the carrying out of the Objects of the Company.
- (h) To establish support or join with any companies, institutions, societies or associations whose Objects are the same as or similar to its own subject to the approval of the members.
- (i) Open and operate banking accounts and other banking facilities.
- (j) Insure any risks arising from the Company's activities.
- (k) Pay out of the funds of the Company the cost of any premium in respect of indemnity insurance to cover the liability of the Management Committee (or any Management Committee member) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the Management Committee (or any Management Committee member) knew was a breach of trust or which was committed by those persons or person in reckless disregard of whether it was a breach of trust or not.
- (l) Make such *ex-gratia* payments as are considered reasonable and fair.
- (m) Pay all expenses and costs of establishing this Company.

2. USE OF INCOME AND PROPERTY

7.1 The income and property of the Company shall be applied solely towards promoting its Objects. None of it may be paid or transferred directly or indirectly to members of the Company in any way except in accordance with clause 8.1 "Allowed Payments".

3. ALLOWED PAYMENTS

8.1 The Company may pay:

- (a) Reasonable and proper payment to any supplier to, or officer or servant of the Company who is not a member of its Management Committee for any services to the Company.
- (b) Reasonable out-of-pocket expenses to any member of the Company, incurred on Company business approved by the Management Committee PROVIDED THAT such business complies with the Management Committee's rules for the conduct of such business.
- (c) Reasonable and proper rent of premises in the pursuit of the Company's Objects.
- (d) All reasonable and proper premiums in respect of insurance effected in accordance with the powers in this Memorandum.

8.2 No member of the Company or the Management Committee shall be present during the discussion of or voting on any decision to borrow money from or pay rent to that member or make a payment to any company or other business in which that member holds capital or other interest in or is employed by.

2. LIMITED LIABILITY

9.1 The Liability of each member is limited to £1.

10. GUARANTEE BY MEMBERS OF THE COMPANY

10.1 Each member of the Company agrees to contribute to the Company £1 or any smaller amount required if:

- (a) The Company is wound-up while he or she is a member or within a year afterwards; and
- (b) The Company has debts and liabilities that it cannot meet from its assets.

11. THE CONSTITUTION OF THE COMPANY; RIGHTS OF INSPECTION BY MEMBERS

11.1 The Company is established for the Objects contained in the Articles of Association.

11.2 A copy of the Memorandum and Articles of Association and any rules the Management Committee make shall be available for inspection at the Office. Any member shall be given a copy of these documents on payment of a reasonable fee fixed by the Management Committee.

GENERAL STRUCTURE

12. MEMBERS

12.1 The number of members of the Company is unlimited.

12.2 The Company must keep at the Office a register of members showing their name, address and the date on which he/she was admitted to membership and the date on which any person ceased to be a member.

12.3 These records will be held electronically and are for the maintenance and administration of the company only, in accordance with current data protection law.

12.4 No member shall use the name of the company for personal gain.

12.5 The name of the company shall not be used for business purposes without the prior approval of the management committee.

13. MEMBERSHIP

13.1 Membership is open to the following irrespective of political party, nationality, religious opinion, sex, race or colour:

13.1.1 Individual Members

- (a) The Subscribers.
- (b) Anyone that the Management Committee decides to admit to membership.

13.1.2 Joint membership

Two people living at the same address may hold a joint membership, paying a single subscription each year. They shall have a single vote at any Society meeting and receive a single copy of the magazine.

14. NON-TRANSFERABLE MEMBERSHIP

14.1 None of the rights of any member of the Company may be transferred or transmitted to any other person.

15. CESSATION OF MEMBERSHIP

15.1 A member ceases being a member of the Company if:

- (a) The member resigns from membership by giving notice in writing to the Company; or
- (b) the member's subscription (if any) or any other sum due from the member to the Company remains unpaid two months after it is due; or
- (c) the member dies.

15.2. Any person who ceases to be a member of the company shall not be entitled to any refund of that year's subscription.

14. EXPULSION FROM MEMBERSHIP

16.1 The Management Committee may suspend the rights of any member by giving that member notice in writing of the suspension.

16.2 Within 28 days of receiving that notice the member can send or submit an appeal in writing to the Company contesting the suspension. If no appeal is received, the member automatically ceases being a member. If an appeal is received within the time limit, the suspension must be considered by the next meeting of the Management Committee. The member has a right to be heard at that meeting. The meeting must either confirm the suspension, in which case the member is expelled from membership, or lift the suspension.

MEETINGS

15. ANNUAL GENERAL MEETINGS

15.1 Each year, the Company shall hold an Annual General Meeting in addition to any other General Meeting in that year. The Annual General Meeting shall be specified as such in the notices calling it. The first Annual General Meeting must be held within 15 months of the incorporation of the Company after which not more than 15 months must pass between one Annual General Meeting and the next. All such meetings are to be held in the United Kingdom.

16. GENERAL MEETINGS

16.1 All general meetings except Annual General Meetings are called General Meetings.

17. CALLING OF GENERAL MEETINGS

17.1 The Management Committee may call a General Meeting whenever they wish. Such a meeting must also be called if no fewer than 25 of the (voting) members of the Company request it.

18. NOTICE OF MEETINGS

20.1 An Annual General Meeting and a General Meeting called for the passing of a Special Resolution must be called by giving at least 21 clear days' notice in writing. Other meetings of the Company must be called by giving at least 14 days' notice in writing. These notices must specify the place, date and time of the meeting. For any General Meeting called in response to an appropriate request from members in accordance with this section, the general nature of the business to be dealt with must be specified. If the request from members for a meeting included a proposed resolution, that must be included in the notice (together with the intention to move it as a Special Resolution), which will then be part of the business that can be conducted at the meeting.

20.2 Notice of the meeting must be given to everyone entitled by these Articles to receive it.

20.3 The reference to “clear days” in article 20.1 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.

20.4 Notice may be given in the Society Magazine or by electronic means.

20.5 However, if shorter notice is given than that required in Article 20.1, the meeting will be treated as having been correctly called if it is so agreed. In the case of an Annual General Meeting, by all the members entitled to attend and vote at it.

21. QUORUM

21.1 Business may be transacted at a General Meeting or an Annual General Meeting only if a quorum of members is present when the meeting begins to consider its business. A quorum is 20 members of the Company subject to Article 22.2.

22. ADJOURNMENT

22.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present.

22.2 If called in another way, the meeting must be adjourned to another day, time and place as the Management Committee may decide. If at the adjourned Meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum.

23. CHAIRPERSON

23.1 The Chairperson of the Management Committee must preside as Chairperson at every General Meeting and Annual General Meeting of the Company. If there is no Chairperson, or if he/she will not be present within 15 minutes after the appointed starting time or is unwilling to take the Chair, the members of the Management Committee present must elect one of their number to be Chairperson of the meeting.

24. ELECTION OF CHAIRPERSON BY MEMBERS

24.1 If at any meeting no member of the Management Committee is willing to act as Chairperson or if no member of the Management Committee is present within 15 minutes after the appointed starting time, the members present must choose one of their number to be Chairperson of the meeting.

25. VOTING ON RESOLUTIONS

25.1 At any meeting a resolution put to the vote of the meeting is decided by a simple majority on a show of hands unless a poll is demanded (before or when the result of the show of hands is declared). A poll can be demanded by the Chairperson or at least two members who are present. There is one vote per member attending and no proxy votes are allowed.

26. WHEN A POLL IS TAKEN

26.1 A poll must be taken immediately, if it is correctly demanded to elect a Chairperson or to decide upon an adjournment. Polls regarding other matters will be taken at the Chairperson’s absolute discretion. Business which is not the subject of a poll may be dealt with before or during the poll.

26.2 The Chairperson will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

27. VOTING AND SPEAKING

27.1. Every member has one vote including the Chairperson. If the numbers of votes for and against a proposal are equal, the Chairperson or other member chairing the meeting has a casting vote.

MANAGEMENT COMMITTEE

28. MANAGEMENT BY MEMBERS OF THE MANAGEMENT COMMITTEE

28.1. The business of the Company is managed by the Management Committee. They may pay all the expenses of promoting and registering the Company. They may use all powers of the Company which are not, by the Act or by these Articles, required to be used by a General Meeting of the Company. The members of the Management Committee are at all times governed firstly by the Act, secondly by the Memorandum and Articles of Association and thirdly by the regulations that a General Meeting may prescribe.

28.2. General Meetings cannot make a regulation that overrides the Memorandum and Articles of Association. Nor can they make one which invalidates any prior act of the members of the Management Committee which would otherwise have been valid.

28.3. The Management Committee shall from time to time review and adopt working rules commensurate with best practice and issue such rules to all existing and subsequently elected or co-opted committee members.

29. MEMBERSHIP SUBSCRIPTIONS

29.1. No person shall become a member unless he/she has completed an application for membership in a form approved by the Management Committee.

29.2. All members must pay the subscriptions that the Management Committee may determine.

29.3. All subscriptions to run from January 1st to 31 December each year, unless otherwise agreed by the Management committee.

30. CHEQUES AND BILLS, ETC.

30.1. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts of money paid to the Company shall indicate the name of the Company in full and must be signed, drawn, accepted, endorsed, or otherwise made in the way that the Management Committee decides from time to time and cheques issued by the Company shall be signed by two Management Committee members unless the Management Committee otherwise decides. This includes electronic payments.

31. INDEMNITY OF MEMBERS OF THE MANAGEMENT COMMITTEE

31.1. In the management of the affairs of the Company no member of the Management Committee shall be liable for any loss to the property of the Company arising by the reason of investment made in good faith providing evidence of having sought advice where appropriate before making such investment or for the negligence or fraud of any agent employed by him/her or by any other member hereof in good faith (provided reasonable supervision shall have been exercised) although the employment of such an agent was not strictly necessary or by reason of any mistake or omission made in good faith by any member hereof or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing, misfeasance or wrongful omission on the part of the member who is sought to be made liable.

31.2. Subject to the provision of the Act but without prejudice to any indemnity to which a member of the Management Committee may otherwise be entitled every member of the Management Committee or other officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings whether civil or criminal in which judgement was given in his or her

favour or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

32. PAYMENT OF REASONABLE EXPENSES TO MEMBERS OF THE MANAGEMENT COMMITTEE

32.1. The members of the Management Committee may be paid reasonable out-of-pocket expenses that they have properly incurred in connexion with the business of the Company but shall not be paid any other remuneration.

33. THE KEEPING OF MINUTES

33.1. The Management Committee must have minutes entered in the Minutes Books:

(a) of all appointments of officers by the Management Committee.

(b) of the names of the members of the Management Committee present at each of its meetings and of any committee of the members of the Management Committee.

(c) of all resolutions and proceedings at all meetings of:

(i) The Company.

(ii) The Management Committee.

(iii) Committees or subcommittees of the Management Committee.

34. THE STRUCTURE OF THE MANAGEMENT COMMITTEE

34.1. The first Management Committee (Board of Management) consists of those people named in Statement of First Directors filed under the 2006 Companies Act and sent to the Registrar of Companies when the Company is formed or appointed by them. They hold office until the first Annual General Meeting. After that, the Management Committee consists of:

The Directors, being No fewer than FIVE and no more than ELEVEN Members to be elected to the specified posts from among and by Members of the Company at the Annual General Meeting, providing that Members representing statutory bodies shall not be a majority on the Management Committee (Board of Management). No person shall be elected or appointed as a member of the Management Committee unless that person shall have first become a Member of the Company.

34.2 Nominations for Management Committee posts shall be received by the Secretary by 31st December. Unless the nomination is made by a current Management Committee member seeking to extend his or her term of office in the same role, all nominees will be required to meet representatives of the Management Committee by 31 January so they have an opportunity to learn more about the post and can discuss their suitability to fulfil the role in question.

All nominees will be asked to submit a statement in support of their application to the Company Secretary by 28 February in order that it can be included in the printed brochure for the Annual General Meeting. All nominations will be considered at the Annual General Meeting but the Management Committee reserves the right to offer a view on some or all of them where appropriate.

34.3 The President and any Vice-Presidents of the Company shall not be considered as Directors, neither shall they be entitled to vote at such meetings, excepting only if one or more

are co-opted in accordance with these Articles. The President(s) and Vice-President(s) shall be appointed to serve for life, but may resign should they so wish.

35. RETIREMENT OF MEMBERS OF THE MANAGEMENT COMMITTEE

35.1. At each Annual General Meeting after the first Annual General Meeting, all members of the Management Committee must retire after a 3 year period as in 35.2, but all are eligible for re-election. The retiring members shall be available for a four week transition period assisting the new incumbent and handing over all relevant material and information.

35.2. In any one year only one of the three Society Officials, the Chairman, Secretary or Treasurer should offer themselves for re-election. The Management Committee will offer themselves for re-election by rotation over a three-year period in the following order; Chairman, Membership Secretary and Publicity & Exhibitions Officer, then Secretary, Sales Officer and up to two other members, and finally Treasurer, Editor and up to two other members. Any member of the Management Committee may resign prior to the end of their three year term.

CHANGE IN STRUCTURE AND NUMBER OF THE MANAGEMENT COMMITTEE

36. NOTIFICATION OF CHANGE OF MEMBERS OF THE DIRECTORS TO THE REGISTRAR OF COMPANIES

36.1. All appointments, retirements or removals of directors must be notified to the Registrar of Companies.

37. CO-OPTION OF MEMBERS TO THE MANAGEMENT COMMITTEE

37.1. The Management Committee can appoint anyone to fill a vacancy in the membership of the Management Committee. They will hold office until the next Annual General Meeting, will have the right to vote at meetings of the Management Committee and will be eligible for subsequent election.

37.2. The Management Committee can co-opt ordinary members of the Company to assist the Management Committee until the next Annual General Meeting. Such persons shall not become members of the Management Committee nor have the right to vote at meetings of the Management Committee but may report and speak at such meetings at the discretion of the Chairperson.

38. CESSATION OF MEMBERSHIP OF MANAGEMENT COMMITTEE

38.1. A member of the Management Committee must cease membership if he or she:

- (a) is employed by the Company or holds any office of profit under the Company; or
- (b) becomes bankrupt or makes any arrangements or composition with his or her creditors generally; or
- (c) is barred from membership of the Management Committee because of any order made under the Act; or
- (d) resigns the office giving notice in writing to the Company but only if at least two members of the Management Committee will remain in office when the resignation takes effect; or
- (e) is directly or indirectly involved in any contract with the Company and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first after the member became interested in the contract; or
- (f) would by continuing as a member cause the Company to be a Regulated Company; or
- (g) is removed from office in accordance with these Articles.

- 37. REMOVAL OF A MEMBER OF THE MANAGEMENT COMMITTEE BY A GENERAL MEETING**
- 37.1. A majority vote at a General Meeting of the Company may remove any member of the Management Committee before the end of his or her period of office irrespective of these Articles or any agreement between the Company and the member.
- 38. REMOVAL OF A MEMBER OF THE MANAGEMENT COMMITTEE BY THE MANAGEMENT COMMITTEE**
- 38.1. If a member of the Management Committee fails to attend three consecutive meetings of the Management Committee meeting in any twelve-month period, the Management Committee may resolve that he or she be removed from the Management Committee. The member must be given at least 7 days' notice in writing of the proposed resolution.
- 39. MEETINGS OF THE MANAGEMENT COMMITTEE**
- 39.1. The Management Committee may meet, adjourn and run its meetings as it wishes, subject to the Articles of Association.
- 40. CONDUCT OF THE MANAGEMENT COMMITTEE**
- 40.1. Each of the members of the Management Committee shall, in exercising his/her functions as a director of the Company, act in the interests of the Company.
- 41. QUORUM OF THE MANAGEMENT COMMITTEE**
- 41.1. No business shall be dealt with at a meeting of the Management Committee unless a quorum is present; the quorum for meetings of the Management Committee shall be 4.
- 41.2. A member of the Management Committee shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
- 44. APPROVAL OF A RESOLUTION OR DECISION WITHOUT A MEETING**
- 44.1. In exceptional circumstances, where a decision on a specific matter by the Management Committee is required quickly, the Chairperson shall be entitled to communicate with other members of the Management Committee and to determine the views of all such members as are reasonably available and to act accordingly thereafter. The Chairperson shall only be entitled to act in accordance with the expressed wishes of a majority of the Management Committee.
- 44.2. In the absence of the Chairperson in such circumstances, the next most senior Director shall be entitled to undertake this role.
- 44.3. Any decision taken under these exceptional circumstances shall be recorded appropriately by the Chairperson (or senior Director) and reported to the next Management Committee meeting for ratification.
- 45. VALIDITY OF ACTIONS AND DECISIONS AT MEETINGS**
- 45.1. Subsequent to the discovery of any defect in the appointment of a member of the Management Committee or someone acting as a member or that he or she was disqualified, all actions or decisions prior to the discovery are valid as if there were no defects or disqualification.
- 46. DELEGATION OF MANAGEMENT COMMITTEE POWERS TO SUB-COMMITTEES**
- 46.1. The Management Committee may delegate the administration of any of its powers to Committees consisting of one or more of its members. A sub-committee must conform to any regulations that the Management Committee imposes on it.

- 46.2. The members of the Management Committee on the sub-committee may (unless the Management Committee directs otherwise) co-opt any person or people to serve on the sub-committee.
- 46.3. All actions and proceedings of the sub-committee must be reported to the Management Committee as soon as possible.

COMPANY SECRETARY

47. ACTIONS OF DIRECTORS AND COMPANY SECRETARY

- 47.1. The Act states that some actions must be taken both by a member of the Management Committee (a Director) and by the Company Secretary. If one person is both a Member of the Management Committee and the Company Secretary, it is not enough for him or her to carry out the action first as a Management Committee member and then as Company Secretary. Therefore, the Secretary may only act in one capacity being that of Secretary.

48. THE SEAL

- 48.1. The Company shall make no use of a Company Seal.

ACCOUNTS

49. ACCOUNTING RECORDS

- 49.1. The Management Committee must have proper books of account kept in accordance with the law. In particular, the books of account, which may be in electronic form, must show:

- a) all amounts received and spent by the Company and for what.
- b) all sales and purchases by the Company.
- c) the assets and liabilities of the Company.

- 49.2. The books of account must give a true and fair view of the state of the Company's affairs and explain its transactions. Otherwise they are not proper books of account.

50. KEEPING OF ACCOUNTING RECORDS

- 50.1. The books of account must be kept at the Registered Office of the Company or at other places decided by the Management Committee. The books of account must always be open to inspection by members of the Management Committee.

51. INSPECTION OF ACCOUNTING RECORDS

- 51.1. The Management Committee must decide whether, to what extent, when, where and under what circumstances the books of account may be inspected by members who are not on the Management Committee. A member who is not on the Management Committee may only have the right to inspect the books of account or document of the Company if the right is given by law or authorised by the Management Committee or a General Meeting.

52. PROFIT AND LOSS ACCOUNT AND BALANCE SHEET

- 52.1. The Management Committee must, for each accounting reference period, put before an Annual General Meeting of the Company:

- a) any profit and loss accounts.
- b) a report by the Management Committee on the state of the Company as required by law.

- 52.2. The Management Committee must file with the Company's Registrar the Annual Returns required.

53. APPOINTMENT OF AUDITORS

53.1. Properly qualified auditors or independent examiners must be appointed if the Company's income or assets exceed the levels specified from time to time requiring such.

54. **ENTITLEMENT TO NOTICE OF GENERAL MEETINGS**

54.1. Notice of every General Meeting may be given via the society's magazine, website or sent electronically.

55. **ALTERATION OF THE ARTICLES**

55.1. The Company may alter these Articles only by a Special Resolution at either a General Meeting or an Annual General Meeting giving the appropriate notice for such meetings.

55.2. Immediately following any alteration of these Articles, the Chairperson and Secretary shall forward to Companies House formal notification of such a change together with a copy of the relevant Special Resolution.

56. **DISSOLUTION OF THE COMPANY**

56.1. The Management Committee or a General Meeting may decide at any time to dissolve the Company. The Company shall then call a meeting of all members and those entitled to notice of General Meetings.

56.2. In the event that the Company ceases to operate and is 'wound up' voluntarily the assets remaining, after any and all creditors are paid (including expenses of winding up the Company), shall be liquidated and disposed of by the Management Committee in one of the following ways at the discretion of the members of the Company:

a) In the event of winding-up or dissolution of the Society, any remaining assets after all liabilities have been discharged shall not be paid or transferred to any Member or Members of the Society, but shall be transferred to an organisation supporting railways of Switzerland, to be decided at an Extraordinary General Meeting.

b) A donation to a like-minded body which has similar Objects or to a charitable organisation of their choice.

56.3. Upon deciding to cease operating the Company, the members of the Company shall be polled and a simple majority will determine the outcome of how any surplus funds are disposed of, in accordance with clause 56.2 (a) or (b).

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