

**ARTICLES OF ASSOCIATION OF THE
WESTERN LOCOMOTIVE ASSOCIATION LIMITED
COMPANIES ACT ~~1985~~ 2006**

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

1 – Interpretation.

In these articles:

- 1.1 'the Act' means the Companies Act ~~1985~~ 2006 including any statutory modification or re-enactment of it for the time being in force.
- 1.2 'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;
- 1.3 'The Charity' means the company intended to be regulated by these articles;
- 1.4 'The Company' means the Western Locomotive Association Limited (hereinafter referred to as 'the Association')
- 1.5 'clear days' in relation to the period of a notice means a 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
- 1.6 'the Commission' means the Charity Commissioners for England and Wales;
- 1.7 'the memorandum' means the memorandum of association of the Charity.
- 1.8 'officers' includes the Directors and the Secretary;
- 1.9 'secretary' means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity;
- 1.10 'the Directors' means the directors of the Charity. The directors are charity trustees as defined by ~~Section 97 of the Charities Act 1993~~ Section 177 of the Charities Act 2011.

Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification not in force when these articles became binding on the Association.

The masculine includes the feminine and, where appropriate, the singular the plural.

2 – Objects.

The Association is established for the purposes expressed in [Schedule 1 of these Articles of Association \(formerly the Memorandum of Association\)](#).

3 – Membership.

- 3.1 The first members of the Association are the signatories to the Memorandum of Association and these articles and every person who at the date of incorporation had paid a membership subscription to, and was a member of, the unincorporated association known as the Western Locomotive Association.
- 3.2 Membership of the Association shall be divided into ~~four~~ [five](#) classes, namely [life membership](#), individual membership, junior membership, senior ~~citizen~~ membership and family membership –
- (a) Individual membership shall be open to all persons [over the age of ~~sixteen~~ eighteen on or before the date on which their membership begins or renews in the case of existing members](#).
 - (b) [Junior membership shall be open to persons under the age of ~~sixteen~~ eighteen with the written consent of their parent or guardian.](#)
 - (c) [Senior ~~citizen~~ membership shall be open to persons who have attained ~~statutory age of retirement~~ age of 60 years on or before the date on which their membership begins or renews in the case of existing members.](#)
 - (d) [Family membership shall comprise of the member, their spouse or partner and any of their children under the age of ~~sixteen~~ eighteen on or before the date on which the membership begins or renews in the case of existing members.](#)
- 3.3 Application for membership of the Association shall be made on the prescribed form, [either as a paper copy or via the Membership page on the Western Locomotive Association website](#), to the Membership Secretary with the membership fee for the class of membership required.
- 3.4 Membership shall be open to all persons having a bona fide interest in the objects of the Association and shall not be denied or refused by reason of a person's race, gender, [gender identity](#), disability, sexual orientation, nationality, or religious faith.
- 3.5 Without prejudice to paragraph 3.4 above an application for or renewal of membership of the Association may be refused where the Management Committee (as hereinafter defined) considers that membership would be prejudicial or detrimental to the interests of the Association and its objects.

The Directors must inform the applicant in writing of the reason for the refusal within 21 days of the decision.

- 3.6 The Directors must consider *any* written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- 3.7 The Association may, offer Honorary Membership to any individual deemed by reason of exceptional service to merit such an award by a vote in Board Meeting, Management Meeting, Management Committee Meeting and/or General Meeting.
- 3.8 The rights of a member are personal and not transferable.
- 3.9 The Directors must keep a register of names and addresses of the members.
- 3.10 Each class of individual ~~and senior~~ member, save for holders of junior membership under the age of 16, shall be entitled to one vote at general meetings of the Association. Members holding family membership shall be entitled to one vote for each person over the age of 16 years who is a family member as defined at Paragraph 3.2(d) above.
- 3.11 The annual subscription payable by members shall be such as the Association in General Meeting from time to time prescribes.

4 – Termination of Membership.

4. Membership is terminated if:
 1. the member dies.
 2. the member resigns by written notice to the Association unless, after the resignation, there would be less than two members.
 3. any sum due from the member to the Association is not paid in full within six weeks of it falling due.
 4. the member is removed from membership by a resolution of the Directors that it is in the best interests of the Association that his or her membership be terminated.

A resolution to remove a member from membership may only be passed if:

 - (a) the member has been given at least twenty-eight days' notice in writing of the meeting of the Management Committee at which the resolution is proposed.
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity), has been allowed to make representations to the meeting.

5 – Management Committee

- 5.1 The Association shall be managed and controlled in its activities by a Management Committee who shall be elected by the members of the Association [at each Annual General Meeting](#).
- 5.2 Once elected, any officer of the Management Committee may stand for re-election at each Annual General Meeting without the need for further nomination or seconding.
- 5.3 Any Member of the Association may be nominated for election to any of the offices of the Management Committee (whether occupied or vacant) by submitting to the Secretary a written nomination proposed and seconded by two other Members of the Association. Such written nominations to be received at least 60 days before the Annual General Meeting at which election is to be sought.

~~5.2~~

- 5.4 The Management Committee shall comprise of the following officers:-

Chairman

[Vice Chairman](#)

Secretary

Treasurer

~~Engineer~~

[Engineering Project Co-Ordinator](#)

[Maintenance and Standards Engineer](#)

Charity Officer

Membership Secretary

[Editor](#)

~~[Publications Officer](#)~~

Sales Officer

Publicity Officer

[Fundraising Officer](#)

[Legal Officer](#)

Working Members Representative

Ordinary Members Representative

~~5.3~~

- 5.5 The Chairman and ~~Treasurer~~ Vice Chairman shall be directors of the Company.

~~5.4~~

- 5.6 All members of the Management Committee are expected to conduct themselves in a proper and exemplary manner at all times. This includes but is not limited to:
- (i) Acting in the best interests of the Association and its Members.
 - (ii) Acting with integrity and in open and honest manner in all dealings with and on behalf of the Association and its Members.
 - (iii) Avoiding any act which conflicts with the interests of the Association, or where such a conflict arises, declaring it in writing to the Secretary of the Management Committee as soon as reasonably practicable to allow it to be addressed.
 - (iv) Refraining from the use of threatening, abusive or insulting words or conduct.

In the event of any alleged breach of this expectation the member shall be liable to such disciplinary action as the Management Committee shall determine appropriate in the circumstances. If proven on the balance of probabilities after due consideration of the issues including representations made by, or on behalf of the member.

6 – Duties and Powers of the Management Committee.

- 6.1 The Management Committee may exercise all powers that may be exercised by the Association and do anything that may be done by the Association, except where under these articles or any statute in force the power must be exercised or the thing done by the Association in general meeting.
- 6.2 The Management Committee shall have the power to co-opt members to fill vacant Management Committee offices. ~~and~~ Any such co-opted member shall serve until the following Annual General Meeting or ~~any other next~~ duly authorised election for Management Committee officers, whichever ~~shall be the~~ is sooner. ~~when he~~ Any such co-opted member shall be eligible for re-election by the normal process of being proposed and seconded by two members ~~without further nomination~~
- 6.3 The Management Committee shall have the power to co-opt up to four members of the Association either to assist in specific matters or generally

- 6.4 The Management Committee shall take responsibility for the general administration and policy of the Association and any schemes, projects or other activities in which it is involved and shall represent the Association for any purpose connected with its objects or activities. No other person may officially represent the Association unless properly authorised to do so.
- 6.5 The Management Committee shall have the power from time to time to open and maintain in the name of the Association, a Bank Account or Accounts as they shall decide and to specify the signatories to cheques or orders for the payment of money, at least one of whom must be the Chairman or Vice Chairman of the Management Committee.

7 – Finance and Presentation of Accounts.

- 7.1 All monies raised by or received on behalf of the Association shall be applied to further its objects and for no other purpose and all expenditure from the funds or assets of the Association shall first be approved by the Management Committee.
- 7.2 The Honorary Treasurer shall keep proper accounts of all income and expenditure and submit accounts for the last financial year at the Annual General Meeting. Members of the Association can be provided with a copy of such accounts by request to the Treasurer.
- 7.3 The Directors must prepare for each financial year accounts as required by section 226 394 (or, if applicable section 227) of the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board Financial Reporting Council or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 7.4 Directors must keep accounting records as required by sections 221 and 222 386 and 388 of the Act.

8 - Meetings

- 8.1 The Management Committee shall meet not less than four times a year (including the Annual General Meeting) and at such other times as they shall deem be necessary.
- 8.2 The quorum at Management Committee meetings shall be one third of its members.
- 8.3 The Annual General Meeting shall be held at such time and place as shall be arranged by the Management Committee and not more than fifteen months after the preceding Annual General Meeting.

Members shall be given notice in writing of the holding of an Annual General Meeting and served with an Agenda [and a proxy voting form](#).

Publication of the date, time, venue and agenda of the Meeting in the Association journal shall be deemed to be sufficient for this purpose.

8.4 The minimum periods of notice required to hold a general meeting of the Association are:

- twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
- fourteen clear days for all other extraordinary general meetings

8.5 The Annual General Meeting shall be held for the following purposes:

- (a) To elect officers of the Management Committee
- (b) To consider officers reports
- (c) To consider such other business as the Management Committee may bring before the meeting.
- (d) To vote on any resolution duly notified to the Secretary in accordance with Paragraph 8.8 below.

8.6 A Special General Meeting shall be convened at the request in writing to the Secretary of 10% of the total number of members or at the request of the Management Committee. The Secretary shall hold such a meeting at a reasonable venue within six weeks of receipt of the request and notice of such a meeting shall be sent to members as for an Annual General Meeting.

8.7 Amendments to the Articles of Association may be made at an Annual General Meeting or at a Special General Meeting called for that purpose.

Resolutions to change the Articles of Association shall be set out in full in the notice convening the meeting and shall require the support of ~~two-thirds~~ 75% of those present and voting [\(including those present and casting votes by proxy\)](#).

8.8 The Secretary shall receive notice of the resolutions to be put at an Annual General Meeting at least 28 days before the date of the meeting for inclusion on the Agenda.

Emergency resolutions, which are not included on the Agenda shall be put at the Meeting provided that a majority of two-thirds present and voting at the Meeting [\(including those present and casting votes by proxy\)](#) shall by vote permit such resolution to be put.

8.9 The Management Committee shall have power to deal with any matter omitted from the Articles of Association if in their view it is a matter of urgency and then shall bring the matter before the next Annual General Meeting for approval

- 8.10 The Secretary or some other person authorised by a simple majority of those present and voting at a particular meeting shall keep minutes of all General Meetings and all ~~Management~~ Committee meetings.
- 8.11 Subject as may otherwise be provided herein, all questions arising at any Meeting shall be decided by a simple majority of those present and voting.
- No member shall exercise more than one vote but in the case of an equality of votes, the Chairman shall have a second or casting vote, which shall be exercised in favour of the status quo.
- 8.12 The quorum for all General Meetings shall be 7.5% of the total number of members entitled to vote (in person or by proxy) calculated to the nearest whole number.
- 8.13 No business shall be transacted at any general meeting unless a quorum is present.
- 8.14 If in the opinion of the Management Committee the passing of any resolution at a General Meeting or the rejection of any resolution proposed by the Management Committee at a General Meeting would be injurious or prejudicial to the interests of the Association or contrary to the provisions hereof, the Management Committee shall have the power within sixty days of the date of the General Meeting to resubmit the relevant resolution to the members of the Association who shall vote thereupon by ballot and the resolution shall be decided by a simple majority of those voting and the ballot shall be conducted by two scrutinisers nominated by the Management Committee.
- 8.15 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 8.16 The Directors may call an extraordinary general meeting at any time.
- 8.17 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Association.
- 8.18 The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 8.19 The person who is chairing the meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 8.20 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 8.21 No business shall be convened at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 8.22 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given.

- 8.23 Any vote at a meeting shall be decided by a show of hands [of those present and voting together with any proxy votes \(see Article 8.35 below\)](#) unless before, or on the declaration of the result of, the show of hands a poll is demanded
- (a) by the person chairing the meeting; or
 - (b) by at least two members having the right to vote at the meeting, or
 - (c) by a member or members representing not less than one tenth of the total voting rights of all of the members having the right to vote at the meeting
- 8.24 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 8.25 The result of the vote must be recorded in the minutes of the Association but the number or proportion of votes cast need not be recorded.
- 8.26 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 8.27 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 8.28 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutinisers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 8.29 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 8.30 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 8.31 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 8.32 The poll must be taken within thirty days after it has been demanded.
- 8.33 If the poll is not taken immediately at least seven days' notice shall be given specifying the time and place at which the poll is to be taken.
- 8.34 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

8.35 Proxy Voting

Every Member entitled to attend and vote at meetings of the Association, is entitled, under Section 324 of the Act, to appoint a Proxy to exercise those rights for him. To facilitate voting by proxy and thereby enhance the ability of Members to engage in the democratic running of the Association, for any Meeting of the Association at which a vote is to be cast, a Member may appoint the Chairman (or, in his absence the Vice Chairman) to act as his proxy and cast his vote in accordance with his instructions given on a proxy voting form that will be sent out with the Notice of any meeting called.

9 – Directors.

- 9.1 A Director must be a natural person aged 18 years or over.
- 9.2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 9.6.
- 9.3 The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 9.4 The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution.
- 9.5 The Charity may by ordinary resolution appoint a person who is willing to act as a Director.
- 9.6 A Director shall cease to hold office if he or she:
 - ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a Director.
 - is disqualified from acting as a trustee by virtue of section ~~72~~ 178 of the Charities Act ~~1993~~ 2011 (or any statutory re-enactment or modification of the provision).
 - ceases to be a member of the Charity;
 - becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
 - is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

- 9.7 The Directors must not receive any remuneration except reimbursement of reasonable expenses agreed by the Management Committee.

10 – Minutes.

10. The Directors must keep minutes of:
- (a) appointments of officers made by the Directors.
 - (b) proceedings at meetings of the Charity.
 - (c) meetings of the Directors and Management Committee including:
 - the names of the Directors present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate, the reasons for the decisions

11 – Annual Report and Return and Register of Charities

- 11.1 The Directors must comply with the requirements of the Charities Act ~~1993~~ 2011 with regard to:
- (a) the transmission of the statements of account to the Charity;
 - (b) the preparation of an annual report and its transmission to the Commission.
 - (c) the preparation of an annual return and its transmission to the Commission.
- 11.2 The Directors must notify the Commission of any changes to the Charity's entry on the Central Register of Charities.

12 - Indemnity

12. The Charity shall indemnify every Director or other officer or auditor of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

13 – Dissolution.

- 13.1 In the event that a resolution placed before an Annual General Meeting or Special General Meeting for the dissolution of the Association is carried, a referendum of all members shall be held within twenty-eight days of the passing of the resolution and a majority of 75% of the votes cast in such a referendum shall be required for the dissolution to become effective.
- 13.2 Any assets remaining on the dissolution of the Association, after settlement of any outstanding debts or liabilities, shall be transferred or distributed to such other organisation or organisations having the same or similar objects as the Association as the Management Committee shall decide and, notwithstanding the formal dissolution of the Association, the Management Committee shall have the power to complete such a transfer or distribution

14 – Notices.

- 14.1 Any notice to be given to or by any person pursuant to these articles must be in writing
- 14.2 The Association may give a notice to any member personally, by sending it by post in a prepaid envelope addressed to the member at his registered address or by publication in the Association Journal.
- 14.3 Where a notice is sent by post, service of the notice is deemed to be effective by properly addressing, prepaying and posting the letter or journal containing the notice and is deemed to be effective three working days after the envelope was posted.
- 14.4 A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.

SCHEDULE 1 (FORMERLY THE MEMORANDUM OF ASSOCIATION) (TABLE C)

1. The company's name is 'The Western Locomotive Association Limited' and in this document is called the Charity.
2. The Charity's registered office is situated in England and Wales.
3. *The Charity's objects are the preservation, maintenance and operation in working order of its locomotives D1013 Western Ranger, ~~and~~ D1048 Western Lady, D1062 Western Courier and any other locomotive of the Western locomotive class that the Charity may purchase or acquire, so far as reasonably practicable, in a condition authentic to their service on British Railways as museum exhibits and to advance the education of the public in the history of the said locomotives.*
4. The liability of the members is limited.
5. Every member of the company undertakes to contribute such amount as may be required, not exceeding £1-00 (one pound) to the company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.
6. In addition to any other powers it may have, the Charity has the following powers in order to further the objects (but not for any other purpose):
 - a) To raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - b) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain it and equip it for use;
 - c) To sell, lease or otherwise acquire any property belonging to the Charity. In exercising this power, the Charity must comply as

appropriate with ~~sections 36 and 37~~ Part 7 of the Charities Act 2011 if it wishes to mortgage land;

- d) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- e) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- f) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
- g) To employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 7 and provided it complies with the conditions in that clause;
- h) To:
 - i) deposit or invest funds;
 - ii) employ a professional fund manager;
 - iii) arrange for the investments or other property of the Charity to be held in the name of a nominee;in the same manner and subject to the same conditions as the trustee of a trust are permitted to do by the Trustee Act 2000;
- i) To provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in sub-clause (m) of this clause, but subject to the restrictions specified in sub-clause (n) of the clause.
- j) To pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and a charity.
- k) To do all such other lawful things as are necessary for the achievement of the Objects.
- l) The liabilities referred to in sub-clause (i) are:
 - i) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Charity.
 - ii) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

- m) The following liabilities are excluded from sub clause (l)(i):
 - i) fines;
 - ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer
 - iii) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
 - n) There is excluded from sub-clause(l)(ii) any liability to make such a contribution where the basis of the Directors liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there is no reasonable prospect that the Charity would avoid going into insolvent liquidation.
7. The income and property of the Company however derived shall be applied solely towards the promotion of its objects.
8. A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
9. Subject to the restrictions in sub-clause (m) and (n), a Director may benefit from Trustee Indemnity Insurance cover purchased at the Charity's expense.
10. None of the income or property of the Charity may be paid or transferred directly or indirectly by way of a dividend, bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is also a Director receiving:
- a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
 - b) reasonable and proper remuneration for any goods or services supplied to the Charity.

11. No Director may:

- a) buy goods or services from the Charity;
- b) sell goods, services or any interest in land to the Charity;
- c) be employed by or receive any remuneration from the Charity;
- d) receive any other financial benefit from the Charity:

unless the payment or transaction is previously and expressly authorised in writing by the Charity Commission.

12. (1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all of its debts and liabilities have been made, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

- a) directly for its Objects; or
- b) by transfer to any charity or charities for purposes similar to the Objects; or
- c) to any charity for use for particular purposes that fall within the Objects.

(2) Subject to any resolution of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that the net assets of the Charity after all of its debts and liabilities have been made, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

- a) directly for its Objects; or
- b) by transfer to any charity or charities for purposes similar to the Objects; or
- c) to any charity for use for particular purposes that fall within the Objects.

(3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity and if no such resolution is passed by the members of the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

Dated this ~~13th day of May 2006~~day of.....2025

Signed etc