



ARTICLES OF ASSOCIATION OF THE KENT AND EAST SUSSEX RAILWAY COMPANY LIMITED 2018

Company Number 01007871

THURSDAY



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RM 13/12/2018 #97
COMPANIES HOUSE

Articles of Association of The Kent and East Sussex Railway Company Limited

Name

1 The company's name is The Kent and East Sussex Railway Company Limited (Hereinafter called the 'Charity').

Interpretation

2 In the articles:

'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity;

'the articles' means the Charity's articles of association;

'the Charity' means the company intended to be regulated by the articles;

'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;

'the Commission' means the Charity Commission for England and Wales;

'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity; 'the directors' means the directors of the Charity. The directors are Charity trustees as defined by section 177 of the Charities Act 2011;

'director' also means 'charity trustees' within the context of Section 177 of The Charities Act 2011;

'document' includes, unless otherwise specified, any document sent or supplied in electronic form;

'electronic form' has the meaning given in section 1168 of the Companies Act 2006;

'the memorandum' means the Charity's memorandum of association;

'officers' includes the directors and the secretary (if any);

'the seal' means the common seal of the Charity if it has one;

'secretary' means any person appointed to perform the duties of the secretary of the Charity;

'the United Kingdom' means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Liability of members

3 The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

- 3.1 payment of the Charity's debts and liabilities incurred before he, she or it ceases to be a member;
- 3.2 payment of the costs, charges and expenses of winding up; and
- 3.3 adjustment of the rights of the contributories among themselves.

Objects

4 The Charity's objects ('Objects') are specifically restricted to the following:

To preserve, restore and operate any part or parts of the railway extending from Robertsbridge in Sussex to Tenterden in Kent (known as The Kent & East Sussex Railway hereinafter called "the Railway") as a permanent public exhibition and museum for the advancement of technical historical and general education and for the

permanent preservation, display and demonstration of steam and other railway locomotives, rolling stock, equipment and relics of historical, operational and general interest and educational value.

To further the objects above, the Charity may undertake the activities listed in Section 3 B of the Charity's Memorandum of Association.

Powers

5 The Charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Charity has power to:

- 5.1 Raise funds. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- 5.2 Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.3 Sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011.
- 5.4 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 or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
- 5.5 Co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 5.6 Establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5.7 Acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity;
- 5.8 Set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.9 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 article 7 and provided it complies with the conditions in that article;
- 5.10
 - (a) Deposit or invest funds;
 - (b) Employ a professional fund-manager; and
 - (c) 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 trustees of a trust are permitted to do by the Trustee Act 2000;
- 5.11 Provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; and
- 5.12 Pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a Charity.

Application of income and property

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- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 6.2
 - (a) 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.
 - (b) A director may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
 - (d) A director may not receive any other benefit or payment unless it is authorised by article 7.