

NORTH SOMERSET RAILWAY COMPANY

EXTRAORDINARY GENERAL MEETING 2016

You are invited to an Extraordinary General Meeting of the North Somerset Railway Company to be held at the Radstock Methodist Church Hall on Saturday the 21st of May at 1 o'clock. The entrance is in The Street, opposite Radstock Working Men's Club BA3 3PR: parking should be available in the public car park behind the Library.

The Extraordinary General Meeting is called in response to the resolution concerning the conversion to a Community Interest Company passed at the A.G.M. on the 24/10/2015.

Any member unable to attend is entitled to appoint a proxy to attend to vote on his behalf. A form for this purpose is enclosed. Also enclosed are details concerning the M & As.

AGENDA

Discussion

Comments raised on the M & As by any shareholder or his proxy.

Special resolution

The Directors recommend the acceptance of the Memorandum and Articles put before you as a means of converting this company to a Community Interest Company, subject to any changes agreed at the meeting.

STEPS REQUIRED OR TAKEN TO CONVERT TO A COMMUNITY INTEREST COMPANY

1. The Directors considered it was the best way forward. They then agreed to put it to the shareholders at the A.G.M.
2. The shareholders then agreed in principle to the conversion at the A.G.M. held on the 24/10/2015
3. The Directors then considered what they considered should be a suitable M. & As. to enable the management of the project to succeed in its aims to reinstall and operate the railway from Radstock to Frome, and as such they have agreed to the M. & As put before you.
4. You the shareholders now have to consider if you agree with the details within the draft constitution. If acceptance of the M & As is agreed with any possible amendments it would then proceed to the next step.
5. Forms then have to be written up to prove to the C.I.C. regulator that we should be accepted as a C.I.C.
6. If and when accepted we should not just sit back and say it's done. We need to broadcast it to the world to increase the support we need to make this project successful.

So we are now at step 4. Your Directors have thought deeply on this and put before you a Draft Constitution based on a C.I.C. Model. It is thirty pages long as unfortunately it needs to be to be acceptable legally.

The Directors believe that the best way to put the draft Memorandum and Articles before you is to summarise them (with comments) due to the legalistic way it is written to satisfy the Regulator of Community Interest Company.

However if any shareholder requires a copy of the complete M & As, [they may see them on our web site](#), or you may request one from the Secretary at the registered office. An addressed envelope with (Large ,74 pence) stamp would be appreciated.

Also if any shareholder has questions or comments please make them before the E.G.M. to Douglas Hill either by email douglashill1@tiscali.co.uk or to 8 Long Lakes, Williton, Somerset TA4 4SR for answers if required. Ensure you give him your name and address in case he needs to reply.

The M & As summarised

The name of the company would be North Somerset Railway C.I.C.

It would remain a Private Limited company limited by shares as it is now

The first Directors would be the present directors.

The board of directors can appoint up to eight directors for three years. This is to ensure that the board has sufficient directors with the necessary qualifications/experience to operate a railway company, safely, efficiently and financially sound.

To help protect the shareholders it allows for a shareholder organisation to be set up with specified rights. (This is as put forward by the C.I.C. Regulator)

Two directors would be elected alternately by the shareholders, each for two years.

The shareholders may, by special resolution, direct the Directors to take, or refrain from taking any specific action.

Details of how shareholders can put resolutions to an A.G.M. are included in the articles

If a director fails to attend three consecutive meetings the board may resolve that he be dismissed.

Directors can be removed by shareholders if a special resolution is passed at a general meeting.

Under company law if 10% of shareholders can call for a general meeting, this must be held if it is for lawful purposes.

New shareholders may buy "A" class shares with a minimum of 100 shares. Or "B" class shares with a minimum of 1,000 shares.

Holders of "B" class shares only may be paid a dividend only if there is a profit, if it is recommended by the directors, passed by the shareholders and agreed by the C.I.C. Regulator. This is an attempt to encourage an increase in working capital.

Each shareholder has one vote.

Proxy voting is allowed

The Quorum for a general meeting is ten or 5% of the number of shareholders whichever is the greater.

If the company became insolvent and if there are any assets after liabilities had been satisfied, they would go to the Somer-Rail Trust. By C.I.C. regulations the residue has to go to a C.I.C. or a charity not to the shareholders.

Taken advantage of the Companies Act 2006, which allows the use of electronic communications. This means that the company can save money by sending all communications to shareholders by email. For example the A.G.M. papers but only if the shareholder agrees. In anticipation please fill in below if you agree and pass it to the Secretary.

North Somerset Railway Company Ltd

I (Print name).....of.....

.....Share No. (If known)..... agree to emails being used for all communications between company and shareholder and vice versa.

Email address.....

Please ensure if you change any address you notify the Secretary.

North Somerset Railway Company Limited

Registered Office: 11 Paxton Walk, Rogerstone, Newport NP10 0AT

Proxy voting Form 2016 EGM

A member unable to attend the 2016 EGM may appoint as his or her proxy, any person to exercise his/her rights to attend, speak and vote. This person need not be a member of the company. They may if they wish appoint the chair of the meeting as that person.

NAME of absent shareholder (please print).....

ADDRESS (Please print).....

Please select one of the following options and strike the other one out.

Option 1

I hereby appoint the following person as my proxy to exercise my right to attend speak and vote at the meeting (and any adjournment thereof)

NAME OF PROXY (please print).....

ADDRESS OF PROXY (please print).....

.....

OPTION 2

I hereby appoint the Chair of the meeting to vote on my behalf at the meeting (and at any adjournment thereof)

Signed on the Signature.....

This form should either be sent to the Secretary at least fourteen days before the meeting or handed to the Secretary prior to the meeting.

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Company No. 02341981