

N Gauge Society

Annual General Meeting 2026

Directors Resolution

Amendment of the Current Articles of Association (A of A) - (Special Resolution)

The Directors have identified that the existing 'Articles of Association' be that paragraph 17 sub-paragraph 2 reads:

17.(2) – The quorum for Directors' meetings during the first 4 months following the date of the Company's incorporation shall be 2 Directors and thereafter the quorum shall be 4 Directors.

That the existing Articles of Association are hereby amended as follows:

17.(2) – The quorum for Directors' meetings during the first 4 months following the date of the Company's incorporation shall be 2 Directors and thereafter the quorum shall be 3 Directors.

Reason for Change:

Currently the directors are unable to run the Society efficiently as there is no fourth director. In this current climate where the Society is finding it hard to recruit Committee Members it is felt that finding a fourth Director who is willing to take on the Legal and Financial obligations of a director would be hard. Therefore, for the reasons highlighted below the directors are seeking approval at this AGM to amend article 17(2) of the current set of Articles.

Background:

When the N Gauge Society was originally incorporated as a 'Company Limited by Guarantee' the committee at the time took the most expeditious route to signing of the Articles of Association. In doing this the company was formed using two directors who lived locally to the solicitors being used. This would thereby cut down on the time and expense to have all the directors in one place to sign the documentation that needed to be formally witnessed. This signing was done by Mr Stuart Conlon (General Secretary) and Mr Tim Hitch (Display Stand Manager) at the time.

Having done this the two directors had a period of four months in which to allocate the remain two directors being the Chairman (Richard Bardsley) and Treasurer (Robert Symmons) at the time to form a quorum of four.

The current directors have now reviewed this situation and agree that a fourth director is not required in order to ensure the running of the society and therefore seek membership approval under paragraph 33(2) which states:

"The quorum at any general meeting of the company or adjourned meeting, shall be the greater of 2 persons or 0.4% of the persons who are entitled to vote on the business to be transacted, each person being a Voting Member, a proxy for a Voting Member."

The requirement to change the A of A falls under the 'Special Resolutions' procedure which requires 75% of the voting members present at the meeting to agree to the change.

The certificate below will only be used if the recorded vote in the Minutes of Meeting is >75% of those present.

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

- of -

**N Gauge Society LTD (the "Company")
Company Number: 11718121**

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

CHANGE OF ARTICLES OF ASSOCIATION

At a general meeting of the Company, duly convened and held by the company on Zoom® on 21st July 2026, the following resolution was duly passed as a Special Resolution.

SPECIAL RESOLUTION

THAT the existing articles of association of the company be modified as follows:

Article 17(2) be amended to Read:

17.(2) – The quorum for Directors' meetings during the first 4 months following the date of the Company's incorporation shall be 2 Directors and thereafter the quorum shall be 3 Directors.

A D Woodruff

General Secretary & Company Secretary