

N Gauge Society

Annual General Meeting 2026

Directors Resolution

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

The General Secretary has identified that the current 'Articles of Association' have not been amended or updated since their incorporation on 7th December 2018.

It is therefore proposed that the membership authorise the current directors to review and amend the current A of A which are to be published to the membership for approval at the 2027 AGM and subsequent implementation.

The proposed timeline is:

21 July – 31 October	Review and amend current A of A.
1 – 30 November	If required seek legal advice on proposed changes.
Journal 1/27	Publish the proposed changes to the A of A as a supplement to Journal 1/27. This supplement is to contain details on how members can approve the proposed changes.
As Req'd	Conduct Proxy Vote on the Changes.
If Req'd	Conduct an EGM prior to the AGM to discuss and approve this Resolution.
Journal 3/27	Include in the AGM Supplement the approved revision of the A of A.

Reason for Change:

The current A of A have been reviewed by the directors who have sought initial legal advice from 'Steele Raymond Solicitors – Corporate Team'. The initial review has highlighted that the current A of A do not meet the requirements of Companies House and that a refresh is advised to ensure that the A of A are written to the benefit of the Society and not open to misinterpretation which is the current situation.

By doing this review and revision it would make the day-to-day running of the Society more efficient.