



**BOURNEMOUTH & DISTRICT
SOCIETY OF
MODEL ENGINEERS**

A COMPANY LIMITED BY GUARANTEE

REGISTERED IN ENGLAND

NUMBER 3351832

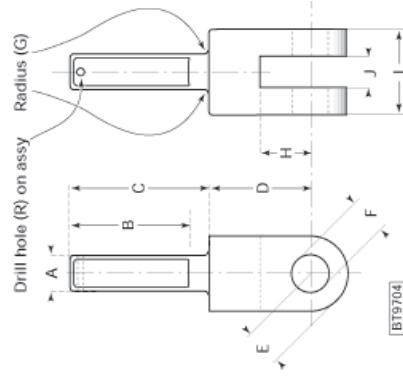
**Memorandum and Articles
of Association
Code of Safe Practice
Recommended Couplings**



Recommended Couplings

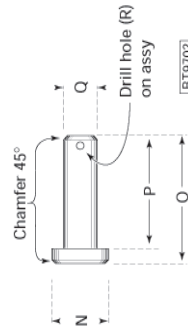


Drawbar (Mild Steel)

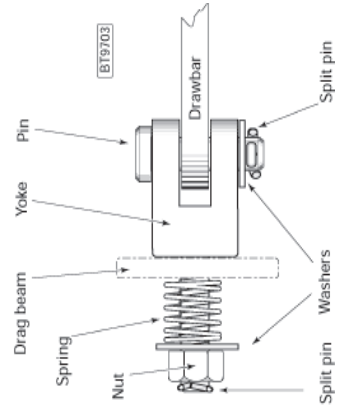


Coupling Yoke (Mild Steel)

A	Thread	3 1/2"	5"
B		2BA	1/4" BSF
C		1/2"	3/4"
D		3/4"	1"
E	Radius	3/8"	5/8"
F	Hole	3/16"	5/16"
G	Radius	3/16"	1/4"
H		1/32"	1/16"
I		1/4"	3/8"
J		3/8"	5/8"
K	Radius	3/16"	1/4"
L		5/16"	5/8"
M	2 Holes	5/32"	3/16"
N	Diameter	3/16"	H
O		5/16"	7/16"
P		2 1/32"	1"
Q	Diameter	9/16"	7/8"
R	Hole	3/16"	1/4"
		3/64"	1/16"



Drawbar Pin (Silver Steel)



General Assembly of Recommended Coupling

TEX



Designed and typeset in Palatino by Dick Ganderton on an Apple Macintosh Performa 6200 PowerPC using Adobe PageMaker 6.5.
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Bournemouth & District Society of Model Engineers

Code of Safe Practice

1. All steam locomotives and other models in steam **must** have a current Boiler Certificate.
2. No model is to be steamed without a current Boiler Certificate, unless undergoing a boiler test under the supervision of a Boiler Inspector.
3. No steam locomotive or other model in steam is to be left unattended.
4. All preparation, lighting and disposal of locomotives **must** be carried out **only** in the steaming bays.
5. All locomotives used by Society members on the track **must** be fitted with, and use, bar type couplings conforming at least to the dimensions shown in the attached diagram. Coupling pins **must** have a safety latch or pin fitted. Other types of coupling may be used on locomotives owned by visitors to the track, subject to the approval of the Chief Engineer.
6. All locomotives or Drivers **must** carry a working audible warning device.
7. All persons driving trains **must** be fully paid-up members of the Society.
8. No person under the age of sixteen years may drive a train. Persons under the age of eighteen years shall not drive passenger carrying trains.
9. Persons excluded by Rules 7 & 8 may operate the controls of a locomotive provided that a person authorised to drive under Rule 7 & 8 sits immediately behind them, in such a position as to be able to take full control if necessary.
10. The Driver of a train is solely responsible for its safe operation.
11. All trains **must** be fitted with brakes adequate for the load carried.
12. Where a train is composed of more than the locomotive and the vehicle on which the Driver is riding, and if any other person is carried, a Guard shall ride at the rear of the train and be in a position to be able to operate the train's brakes as necessary. The Guard **must** be a member of the Bournemouth & District Society of Model Engineers.
13. It is the responsibility of the Driver of any train having used the Traverser to ensure that it is locked in the normal running position (main line connected and the spur away from the main line) and that he/ she informs the Driver of the train running behind when he/ she intends to leave the track.
14. All Drivers and Passengers must sit astride the driving/ riding trolleys, facing forward.

July 2003

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

BOURNEMOUTH & DISTRICT SOCIETY OF MODEL ENGINEERS

1. The name of the Company (hereinafter called "the Company") is
BOURNEMOUTH & DISTRICT SOCIETY OF MODEL ENGINEERS.
2. The Registered Office of the Company is situate in England and Wales.
3. The objects for which the Company is established are:-
 - (a) To bring together persons interested in the construction of models and engineering of all kinds, tools and apparatus, to promote lectures and talks on model engineering and other subjects and to provide facilities for running model locomotives, boats, road locomotives, cars, aircraft and other models for experimental and other purposes and in competition and conjunction with other Clubs and Societies.
 - (b) To print, reproduce, publish books, treatises, photographs, diagrams, drawings and other publications of all descriptions relating to model and other engineering of any description.
 - (c) To carry on any activity similar to the activities mentioned or which may conveniently or advantageously be carried on or combined with them.
 - (d) To purchase or sell or develop, take or let on lease, take or give in exchange or on hire, or otherwise acquire, hold or dispose of any estate or interest in lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, patents, copyright or licences, or any other real or personal property or any right, privilege, estate or interest.
 - (e) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights of the Company for such consideration as the Company may think fit.
 - (f) To provide, use and maintain work and machine shops, club rooms and place or places of refreshment licensed or otherwise for the use of Members and other persons authorised to use the same.
 - (g) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's property and assets.
 - (h) To pay out of the funds of the Company all expenses of, or incidental to, the formation and registration of the Company.
 - (i) To amalgamate with any company or society having objects similar to those of this Company.
 - (j) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general or useful object which the Committee of Management may think desirable or advantageous to the Company.
 - (k) To invest the moneys of the Company not immediately required in or upon such securities and in such manner as the Committee of Management may from time to time determine, Provided that:-
 - (i) In case the Company shall take or hold any property which may be

subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Company shall not support with its funds any object, or endeavour to impose or procure to be observed by its members or others, any regulation, restriction or condition which, if an object of the Company would make it a Trade Union.

(l) The income and property of the Company derived from any source whatsoever shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no part thereof shall be paid, transferred or declared directly or indirectly by way of dividend, bonus or otherwise by way of profits to the Members. Provided that nothing contained herein shall prevent the payment in good faith of reasonable and proper reimbursement to any officer or servant or Member of the Company as provided in the Memorandum and Articles of Association.

(m) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up during the time that he is a Member or within one year afterwards, for the payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding one pound.

INDEMNITY

60. Subject as hereinbefore provided and to the provisions of the Act every member of the Committee Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

DISSOLUTION

61. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, The choice of such institution or institutions shall be made by the Company at or before the time of dissolution and if and so far as effect cannot be given to such provisions then to some charitable object.

SECRETARY

53. Subject to the Act the Secretary shall be appointed annually by the Company at the Annual General Meeting. The Committee may from time to time by resolution appoint an assistant or deputy secretary and any person so appointed may act in place of the Secretary if there is no Secretary or no Secretary capable of acting.

ACCOUNTS

54. The Committee shall cause proper books of account to be kept with respect to
 - (a) all sums of money expended and received by the Company and the matters in respect of which such expenditure and receipts take place;
 - (b) all sales and purchases of goods by the Company;
 - (c) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions and to accord with the requirements of the Act.

55. The books of account shall be kept at the office or subject to the Act at such other place or places as the Committee shall think fit and shall always be open to the inspection of the members of the Committee.

56. At the Annual General Meeting in every year there shall be laid before the Company final accounts for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) such accounts to be delivered not less than twenty-one clear days before the date of the meeting to all persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

NOTICES

57. A notice may be served by the Company upon any Member personally or by delivering it by hand or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the register of members.

58. Any Member described in the register of members by an address not within the United Kingdom who shall from time to time give the Company an address within the United Kingdom at which such notices may be served upon him shall be entitled to have such notices served upon him at such address but save as aforesaid and as provided by the Act only those Members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.

59. Any notice if served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into a Post Office as a prepaid letter.

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

BOURNEMOUTH & DISTRICT SOCIETY OF MODEL ENGINEERS

1. The Company is a Private Company and subject as hereinafter provided and except where the same are varied or excluded by or are inconsistent these Articles, the Regulations contained in Table A in the *Schedule to the Companies (Tables A to F) Regulations 1985* as amended by the *Companies (Tables A to F) (Amendment) Regulations 1985* (such regulations being hereinafter called "Table A") shall apply to the Company and shall be deemed to form part of these Articles. References herein to Regulations are to Regulations in Table A unless otherwise stated.

DEFINITIONS

2. In these Articles unless the context otherwise requires:
 - "the Act" means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force;
 - "these Articles" means these Articles of Association in their present form or as from time to time altered;
 - "Director" means a Director of the Company;
 - "Member" means a Member of the Company;
 - "the Committee" means the Management Committee for the time being of the Company;
 - "the Office" means the registered office of the Company;
 - "Secretary" means any person appointed to perform the duties of the Secretary of the Company.

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

Words imputing the masculine gender only shall include the feminine gender.

MEMBERSHIP

3. The subscribers to the Memorandum of Association and all other persons as are admitted to membership in accordance with the Articles shall be Members. No person shall be admitted a Member unless he is approved by the Committee.

Every person who wishes to become a Member shall deliver to the Committee an application for membership in such a form as the Committee shall require together with the appropriate enrolment fee as decided from time to time by the Company in general meeting.

4. The Company shall have five classes of Membership as follows:
 - (a) Ordinary Members who shall be at least eighteen years of age;
 - (b) Associate Members who shall be aged fourteen to seventeen (inclusive);
 - (c) Family Members who shall comprise two adults and their children who shall be less than eighteen years of age provided all live at the same address
 - (d) Country Members being persons whose permanent place of residence is more than thirty-five miles from Littledown, Bournemouth or such other distance or such other place as from time to time may be decided by ordinary resolution at a general meeting;
 - (e) Life Members who shall be recommended by the Committee. This class of membership shall be conferred by ordinary resolution of a general meeting.

5. The Annual General Meeting shall decide by ordinary resolution an annual subscription fee ("the Subscription Fee") once in every calendar year payable by the Members detailed in Articles 4(a), (b), (c), and (d), above and may vary the conditions of membership in any way it sees fit save that Life Members shall not pay the Subscription Fee. The Annual General Meeting shall decide by ordinary resolution other special rates as deemed appropriate.

6. Notwithstanding any other provision of these Articles, the Committee may refuse or decline any application for Membership or may rescind or refuse to renew the Membership of any person. A Member may resign his Membership at any time and shall do so by sending written notice to the Company. Any Member whose Membership has been rescinded under the provision of this Article may appeal to the Committee and may, if he deems necessary, appeal to an Extraordinary General Meeting of the Company which shall be convened by the Secretary at the request in writing of the Member whose Membership has been rescinded.

7. A person shall cease to be a Member by non-payment of the Subscription Fee within three months from the date when the same shall be due provided that the Committee if they deem fit may readmit such person to Membership upon payment of the current arrears of subscription.

8. The Company may store membership information on electric media within the meaning of the Data Protection Act 1984 and if and so long as such information is used for the distribution of articles or information to Members each Member shall be deemed to have been asked and raised no objection to the use of such information for such purposes.

GENERAL MEETINGS

9. The Company shall hold a general meeting in every calendar year as its Annual General Meeting at such a time and place as may be determined by the Committee and shall specify the meeting as such in the notices calling it provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual

PROCEEDINGS OF THE COMMITTEE

44. The Committee may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit. Seven members shall be a quorum of which two must be Directors. Decisions at any meetings shall be determined on a show of hands by a majority of votes. In the case of equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.

45. A member of the Committee may and on the request of a member of the Committee the Secretary shall at any time summon a meeting of the Committee by notice served upon the several members of the Committee. A member of the Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.

46. The Chairman of the Company shall be entitled to preside at all meetings of the Committee at which he shall be present but if no such Chairman be elected or if at any meeting within ten minutes after the time appointed for holding the same the Chairman be not present and willing to preside the members of the Committee present shall choose one of their number to be Chairman of the meeting.

47. A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Company for the time being invested in the Committee generally.

48. All acts bona fide by any meeting of the Committee or by any person acting as a member of the Committee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Committee.

49. The Committee shall cause proper minutes to be made of the proceedings of all meetings of the Company and of the Committee and all business transacted at such meetings and any such minutes of any meeting if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

50. A resolution in writing signed by all members for the time being of the Committee who are entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and constituted.

PRESIDENT

51. The Company may at the Annual General Meeting appoint a President for the ensuing year.

52. The President shall be a Member of the Company.

38. The Company may by Ordinary Resolution of which special notice has been given in accordance with the Act remove any member of the Committee before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member of the Committee. The Company may by Ordinary Resolution appoint another member of the Company in place of the member of the Committee so removed from office and without prejudice to the powers of the Committee under any other Article, the Company in general meeting may appoint any member of the Company to be a member of the Committee either to fill a casual vacancy or by way of addition to the Committee.
39. No person who is not a member of the Company shall in any circumstance be eligible to hold office as a member of the Committee.
40. The Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its property or any part thereof and to issue debenture stock and other securities whether outright or as security for any debt liability or obligation to the Company.
41. Members of the Committee shall not be entitled to any remuneration nor to travelling or other expenses incurred by them in attending or returning from meetings of the Committee save as may be resolved by the Company in general meeting.

POWERS OF THE COMMITTEE

42. The business of the Company shall be managed by the Committee who may pay all such expenses of and preliminary and incidental to the promotion formation establishment and registration of the Company as they may think fit and they may exercise all such powers of the Company and do so on behalf of the Company all such acts as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in general meeting subject nevertheless to any regulations of these Articles to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

43. The office of a member of the Committee shall be vacated:
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors or if being a company a liquidator administrator or administrative receiver is appointed;
 - (b) If he becomes of unsound mind;
 - (c) If he ceases to be a member of the Company;
 - (d) If by notice in writing to the Company he resigns his office;
 - (e) If he ceases to hold office by reason of any order made under the Act;
 - (f) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.

General Meeting and so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

10. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
11. The Committee may whenever it thinks fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists as provide by the Act, or on the requisition of thirty Members.
12. At least twenty one days notice in writing of every Annual General Meeting, and of every meeting convened to pass a Special Resolution and at least fourteen days notice in writing of every other general meeting specifying the place the day and the hour of the meeting shall be given in a manner hereinafter mentioned to such persons as are under these Articles or under the Act entitled to receive such notices from the Company. However an Annual General Meeting may with the consent of all the Members having the right to attend and vote thereat or any other general meeting with the consent of such proportion of them as is prescribed by the Act may be convened by such notice as those Members think fit.
13. The accidental omission to give notice of a meeting to or the non-receipt of such a notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business that is transacted at an Annual General Meeting shall be deemed special with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Committee and of the Auditors, the election of members of the Committee in place of those retiring and the appointment of and the fixing of the remuneration of accountants and auditors.
15. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Thirty Members present in person shall be a quorum;
16. If from half an hour from the time appointed for the holding of a general meeting a quorum is not present the meeting if convened on the requisition of Members or by Members who are requisitionists pursuant to Article 11 shall be dissolved. In any other case it shall stand adjourned to such other time and place as the Committee may determine and if a quorum is not present within half an hour of that adjourned meeting it shall be dissolved.
17. The Chairman (if any) of the Committee shall preside at every general meeting but if there be no such chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside the members present shall choose some member of the committee or if no such member is present or if the members of the committee present decline to take the chair they shall choose some member of the company who shall be present to preside.

18. If so requested by the Committee, the President shall preside as chairman of any general meeting of the Company.
19. The chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
20. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is before or upon the declaration of the result of the show of hands demanded by the chairman or by at least two members present in person or by proxy and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
21. Subject to the provisions of Article 20 if a poll is demanded in the manner aforesaid it shall be taken at such a time and place and in such a manner as the chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded .
22. No poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment.
23. In the case of equality of votes whether on a show of hands or on a poll the chairman of the meeting shall be entitled to a second or casting vote.
24. Subject to the provisions of the act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effectual as if the same had been passed at a general meeting of the company duly convened and held.

VOTES OF MEMBERS

26. Associate Members shall be entitled to attend but not to vote at general meetings of the Company.
27. Any Member present who is also the proxy of another Member or Members shall have one vote for himself and one for each of the Members for whom he is the proxy.
28. In the case of Family Membership all persons comprising that Membership who would ordinarily qualify for Ordinary, Country or Life Membership shall be entitled to one vote whether in person or by proxy.

29. No member shall be entitled to vote at any general meeting unless he has paid his subscription fee within three months of the date due subject to the provisions of Article 7.
30. On a poll votes may be given either personally or by proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the appointor or revocation of the proxy provided that no intimation in writing of such death or revocation shall have been received by the company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
32. An instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing and shall be in the following form or as near thereto as circumstances will admit:

Bournemouth & District Society of Model Engineers

I/We (name) of (address)
being a member /members of the above-named company, hereby appoint (name) of (address), or failing him (name) of (address) as my / our proxy to vote in my / our name(s) and on my / our behalf at the annual / extraordinary meeting of the company to be held on the (date) and at any adjournment thereof.
Signed on (date).

MANAGEMENT COMMITTEE

33. The first members of the Committee shall be:-
 - (a) The first Directors of the Company, being the Chairman, Vice-Chairman, the Secretary and the Treasurer.
 - (b) The Officers of the Company, being the Chief Engineer, the Superintendent of the Line, the Signal Engineer, the Civil Engineer, the Newsletter Editor, the Safety Officer, the Social Secretary, the Engine Shed Manager and two other voting members.
34. At every Annual General Meeting all the Directors and all the Officers of the Company shall retire from office and shall be eligible for re-election.
35. The Company at the meeting at which a member of the Committee retires may fill the vacated office by electing a person thereto unless at such a meeting it is expressly resolved not to fill such a vacated office.
36. The number of members of the Committee at the date of incorporation shall be fourteen and the Company may from time to time by Ordinary Resolution increase or reduce the number of members of the Committee.
37. The members of the Committee shall have the power at any time and from time to time to appoint any member of the Company to be a member of the Committee, either to fill a casual vacancy or by way of addition to the Committee.