

THE COMPANIES ACT 1929
(as amended or re-enacted)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

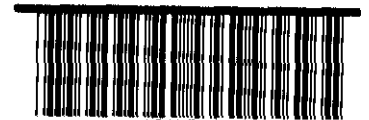
and

ARTICLES OF ASSOCIATION

- of -

THE SEA CADET ASSOCIATION

404951



A45
COMPANIES HOUSE

0221
12/10/04

1. The name of the Company ("the Association") is "The Sea Cadet Association".¹
2. The registered office of the Association will be situated in England.
3. ²The Association's objects ("the Objects") are the furtherance of education through the organisation, promotion, fostering and support of the continuing development either by itself or with others of the Sea Cadet Corps ("the Corps") as the Corps is defined in its Regulations from time to time in the United Kingdom and elsewhere as shall seem appropriate to the Association from time to time.

In furtherance of the Objects but not otherwise the Association may exercise the following powers:

- 3.1 to govern the Sea Cadet Corps, either by itself or with others, and to provide members to a Council of the Corps;
- 3.2 to encourage the participation of adults and young people in the work of the Corps;
- 3.3 to keep under review the facilities available to the Corps and to promote the development of existing facilities and the creation of new facilities;
- 3.4 to keep under review the aims of the Corps and in consultation with other relevant bodies to amend or redraw them as appropriate from time to time;

¹ The name of the Company was changed from "The Navy League Incorporated" to "The Sea Cadet Association" by a Special Resolution dated 27 January 1995.

² The Objects clause was adopted by a Special Resolution dated 27 January 1995.

- 3.5 to promote and support competitions, championships and social or other events as are considered desirable;
- 3.6 to consider representations and suggestions from all interested parties in respect of the work of the Association and the Corps and to implement or recommend such action as may be appropriate in respect thereof;
- 3.7 to provide information as to the activities of the Association and the Corps to any interested party or to the general public;
- 3.8 to print and publish any newspapers, periodicals, books, leaflets or publications in the audio or visual media or to contribute to such as the Association may think desirable;
- 3.9 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Association;
- 3.10 to make such grants and loans, with or without interest, or to stand guarantor, as may be considered necessary for the advancement of the Corps or any part thereof;
- 3.11 to establish and invest in limited companies for the purpose of carrying on any trade or business for the benefit of the Association or the Corps;
- 3.12 to borrow and raise money in such manner as the Association may think fit;
- 3.13 to invest the monies of the Association not immediately required for its purposes in and upon such investments, securities and property as may be thought fit, subject to such conditions and such consents as may be for the time being required by law;
- 3.14 to raise funds and to invite and receive contributions: Provided that in raising funds the Association shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- 3.15 to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- 3.16 subject to Clause 4 below to employ such staff, who shall not be directors of the Association (such directors being hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- 3.17 to undertake and execute any trusts which may seem directly or indirectly conducive to the objects of the Association;

- 3.18 to establish and support, financially or otherwise, and to aid in the establishment and support of any charitable trusts, associations or institutions formed for all or any of the Objects;
- 3.19 to establish and support in the United Kingdom and elsewhere Branches of the Association, which Branches shall be established, conducted and, if appropriate wound-up, all in accordance with rules laid down or approved by the Association;
- 3.20 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- 3.21 to pay out of the funds of the Association the costs, charges and expenses of and incidental to the formation and registration of the Association;
- 3.22 notwithstanding the provisions of Clause 4 of this Memorandum, to insure the property of the Charity against all or any risks and to insure the Charity and subject to Article 66 of the Charity's Articles of Association its trustees, other officers and auditors against the liabilities it or they may incur in the exercise of its powers and their functions respectively: Provided that any such insurance or indemnity shall not extend to any claim arising from any act or omission which the trustees other officers and auditors (or any of them) knew or ought reasonably to have known was a breach of duty or a breach of trust or which was committed by the trustees, other officers and auditors (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not; and
- 3.23 to do all such other lawful things as are necessary for the achievement of the Objects.

The pursuit of the foregoing powers or any other deliberations of the Association shall not be affected by any consideration of class, colour, race, creed, sex or party politics.

- 4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the Objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by the way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5% per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Association; but so that no member of the Governing Body of the Association shall be appointed to any salaried office of the Association or of the unincorporated association known now or formerly as the Navy League or any office of the Association or of the aforesaid unincorporated association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the

Association or by the aforesaid unincorporated association to any member of such Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association or to the aforesaid unincorporated association, provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a member of the Governing Body may be a member, or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration, or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.
6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Association in pursuance of Section 18 of the Companies Act 1929.
7. The liability of the members is limited.
8. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound-up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
9. If upon the winding-up or dissolution of the Association 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 Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to such provision, then to some charitable object.
10. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

BERNARD DOCKER
10 Mayfair Place
London W1
Banker

A E GRIFFIN
250 Regent Street
London W1
Bank Manager

LIONEL HALSEY
Old Warden
Biggleswade
Admiral (Ret)

J E S HARPER
Ilam
Hawkhurst
Kent
Vice-Admiral (Ret)

GUY M KINDERSLEY
St Paul's Walden
Hitchin
Herts
Stockbroker

RICHARD SNEDDEN
2 Garden House
Cornwall Gardens
London SW7
Barrister-at-Law

WILFRID JANSON
Lloyd's
London EC3
Member of Lloyd's

Dated this 10th day of January 1946

WITNESS to the above signatures:

H T BISHOP
General Secretary
The Navy League

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION³

- of -

THE SEA CADET ASSOCIATION

INTERPRETATION

1. In these articles:

"the Association" means the company intended to be regulated by these articles;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of the Association;

"clear days" in relation to the period of a notice means the 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;

"executed" includes any mode of execution;

"the memorandum" means the memorandum of association of the Association;

"office" means the registered office of the Association;

"secretary" means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary;

"the trustees" means the directors of the Association (and "trustee" has a corresponding meaning);

³ Adopted by Special Resolution dated 27 January 1995 and amended by Special Resolution dated 1 October 2004

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

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

MEMBERS

- 2.1 The number of members of the Association shall not be less than one nor more than 10,000 or such other number as shall be fixed by the Association from time to time.⁴
- 2.2 The subscribers to the memorandum and such other persons or organisations as are admitted to membership and entitled to continue as members in accordance with the rules made under Article 67 shall be members of the Charity.

GENERAL MEETINGS

3. The Association shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next: Provided that so long as the Association holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4. The trustees may call general meetings and, on the requisition in writing expressing the purpose of the proposed meeting by at least one member, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Association may call a general meeting.⁵

NOTICE OF GENERAL MEETINGS

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
- 5.1 in the case of an annual general meeting, by all the members entitled to attend and vote; and

⁴ The minimum number of members of the company was changed by Special Resolution dated 1 October 2004.

⁵ The number of members able to requisition a general meeting was changed by Special Resolution dated 1 October 2004.

- 5.2 in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all members and to the trustees and auditors.

6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

7. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one-hundredth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
9. The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.
10. If no trustee is willing to act as chairman, or if no trustee is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
11. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
12. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - 13.1 by the chairman; or
 - 13.2 by at least ten members having the right to vote at the meeting; or
 - 13.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
14. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried on by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
16. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and a fix time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
20. On a show of hands or where a poll vote is demanded a member entitled to attend and vote at general meeting is entitled to appoint another person (whether a member of the company or not) as his proxy to attend and vote in his place and the proxy shall have the same right as the member to speak at the meeting.
21. A member may appoint more than one proxy to attend on the same occasion.

22. An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer and shall be in the following form (or in any other form the trustees approve):-

"The Sea Cadet Association

I/We, _____, of _____, being a member/members of the above named Association, hereby appoint _____ of _____, as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Association to be held on _____ 19 __, and at any adjournment thereof.
Signed on _____ 19."

23. The instrument appointing a proxy and any authority under which it is executed or a certified copy of such authority may:
- 23.1 be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument or proxy sent out by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting or the adjourned meeting at which the person named in the instrument proposes to vote; or
- 23.2 in the case of a poll taken more than 48 hours after it is demanded be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; and an instrument of proxy which is not delivered in this manner shall be invalid.
24. A vote given or poll demanded by a proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding the poll unless notice of the determination was received by the Association at the office or at such other place at which the instrument of proxy was deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or the time appointed for taking the poll.

VOTES OF MEMBERS

25. Subject to Article 17, every member present in person or by proxy shall have one vote and on a poll every member present in person or by proxy shall have one vote.
26. No member shall be entitled to vote at any general meeting unless all monies then payable by him to the Association have been paid.
27. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
28. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Association at the office before the commencement of the meeting or

adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

29. Any organisation which is a member of the Association may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Association.

TRUSTEES

30. Subject as hereinafter provided, the number of trustees shall be not less than three nor more than 12.⁶
31. The existing trustees are those persons appointed pursuant to Articles 32 and 32A of the original Articles of Association who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

POWERS OF TRUSTEES

32. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Association shall be managed by the trustees who may exercise all the powers of the Association. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction has not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
33. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:
- 33.1 to expend the funds of the Association in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Association such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Association;
- 33.2 to enter into contracts on behalf of the Association.

APPOINTMENT AND RETIREMENT OF TRUSTEES

34. At the first annual general meeting all the trustees shall retire from office, and at every subsequent annual general meeting one-third of the trustees who are subject to

⁶ The minimum number of Trustees was changed by Special Resolution dated 1 October 2004.

retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, he shall retire.

35. Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
36. If the Association at the meeting at which a trustee retires by rotation does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.
37. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:
 - 37.1 he is recommended by the trustees; or
 - 37.2 not less than 14 nor more than 35 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Association of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Association's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
38. No person may be appointed as a trustee:
 - 38.1 unless he has attained the age of 18 years; or
 - 38.2 in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 43.
39. Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Association of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Association's register of trustees.
40. Subject as aforesaid, the Association may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.
41. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as

the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate the office at the conclusion thereof.

42. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

43. A trustee shall cease to hold office if he:
- 43.1 ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision):
 - 43.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - 43.3 resigns his office by notice to the Association (but only if at least three trustees will remain in office when the notice of resignation is to take effect); or⁷
 - 43.4 is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that this office be vacated.
 - 43.5 holds any office or profit under the Association without the consent of the Association in general meeting.

TRUSTEES' EXPENSES

44. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

TRUSTEES' APPOINTMENTS

45. Subject to the provisions of the Act and to Clause 6 of the memorandum, the trustees may appoint one or more of their number to the unremunerated executive office of managing director or to any other unremunerated executive office under the Association. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing trustee and a trustee holding any other executive office shall not be subject to retirement by rotation.

⁷ The number of trustees required to remain in office was changed by Special Resolution dated 1 October 2004.

46. Except to the extent permitted by Clause 4 of the memorandum, no trustees shall take or hold any interest in property belonging to the Association or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Association is a party.

PROCEEDINGS OF TRUSTEES

47. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
48. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one-third of their number or two trustees, whichever is the greater.⁸
49. A meeting of the trustees may be held either in person or by suitable electronic means (which may include conference telephone or other similar equipment) agreed by the trustees in which all participants may communicate with all the other participants.⁹
50. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.¹⁰
51. The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.
52. The trustees may appoint one or more committees consisting of one or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a committee: Provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.
53. The trustees shall be bound to form, and allow to continue in existence so long as the Association in a general meeting considers it appropriate or as long as the Association shall have undertaken to do so, a Sea Cadet Corps Council for the Governing of the Sea Cadet Corps. The formation and conduct of such council shall be subject to any regulations for the time being in force and adopted pursuant to Article 67 below.

⁸ The quorum was changed by Special Resolution dated 1 October 2004

⁹ Article inserted by Special Resolution dated 1 October 2004.

¹⁰ Articles 50-69 (previously 49-68) were re-numbered by Special Resolution dated 1 October 2004.

54. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
55. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it has been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
56. Any bank account in which any part of the assets of the Association is deposited shall be operated by the trustees and shall indicate the name of the Association. The Trustees shall resolve from time to time as to the operation of such bank accounts. Signatories need not necessarily be trustees.

SECRETARY

57. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
58. A provision of the Act or these articles requiring or authorising a thing to be done by or to a trustee and the secretary shall not be satisfied by its being done by or to the same person acting both as a trustee and as, or in place of, the secretary.

MINUTES

59. The trustees shall keep minutes in books kept for the purpose:
- 59.1 of all appointments of officers made by the trustees; and
- 59.2 of all proceedings at meetings of the Association and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

ACCOUNTS

60. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

ANNUAL REPORT

61. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

ANNUAL RETURN

62. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

63. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
64. The Association may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at the address, but otherwise no such member shall be entitled to receive any notice from the Association.
65. A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
66. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

67. Subject to the provisions of the Act and of the Memorandum of Association every trustee or other officer or auditor of the Association shall be entitled to be indemnified against all costs, charges, losses, expenses and liabilities incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association and the Association may insure the trustees and other officers and auditors of the Association against any such costs, charges, losses, expenses and liabilities: provided that they shall not be insured against any liability they may incur through fraud or wilful default or breach of any of their obligations and duties.

RULES

- 68.1 The trustees may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing classes of and conditions of membership, and in particular, but without prejudice to the generality of the foregoing they may by such rule or bye-laws regulate:

- (a) the admission and classification of members of the Association (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which the members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the Association in relation to one another, and to the Association's servants;
- (c) the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;
- (e) generally, all such matters as are commonly the subject matter of company rules.

68.2 The Association in general meeting shall have power to alter, add to or repeal the rules or bye-laws and the trustees shall adopt such means as they think sufficient to bring to the notice of the members of the Association all such rules or bye-laws, which shall be binding on all members of the Association. Provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

69. There may be appointed as Patron, President and Vice-Presidents of the Association such persons as shall accept the invitation of the Association so to be and each of whom shall hold office during such period as shall be determined.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

BERNARD DOCKER

10 Mayfair Place
London W1
Banker

A E GRIFFIN

250 Regent Street
London W1
Bank Manager

LIONEL HALSEY

Old Warden
Biggleswade
Admiral (Ret)

J E S HARPER

Ilam
Hawkhurst
Kent
Vice-Admiral (Ret)

GUY M KINDERSLEY

St Paul's Walden
Hitchin
Herts
Stockbroker

RICHARD SNEDDEN

2 Garden House
Cornwall Gardens
London SW7
Barrister-at-Law

WILFRID JANSON

Lloyd's
London EC3
Member of Lloyd's

Dated this 10th day of January 1946

WITNESS to the above signatures:

H T BISHOP

General Secretary
The Navy League

Company No: 00404951

THE COMPANIES ACT 1929

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

and

ARTICLES OF ASSOCIATION

- of -

THE SEA CADET ASSOCIATION

Incorporated on 22 February 1946

FARRER & CO
66 Lincoln's Inn Fields
London WC2A 3LH