

Number of  
Company

404951

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Form No. 41.

# THE COMPANIES ACT, 1929.



A 5s.  
Companies  
Registration  
Fee Stamp  
must be  
impressed  
here.

DECLARATION of Compliance with the requirements of the.

Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the  
Name of the  
Company.

*The Navy League Incorporated*

~~LIMITED.~~

Presented by

*Field House & Co.*

*52. Bedford Square*

*London, W.C.1*

I, Kenneth Ewart  
of 52, Bedford Square, London, W. C. 1.

(a) Here insert.  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland  
"an Enrolled Law  
"Agent") "engaged  
"in the formation."  
or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary."

Do solemnly and sincerely declare that I am (a) a Solicitor  
of the Supreme Court engaged in the formation

of The Navy League Incorporated

*4.6.46*  
~~Limited,~~ and that all the requirements of the Companies Act, 1929,  
in respect of matters precedent to the registration of the said  
Company and incidental thereto have been complied with, and I make  
this solemn Declaration conscientiously believing the same to be true  
and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at 42 Bedford Square  
in the County of London

the 11<sup>th</sup> day of February 1946

Kenneth Ewart

Before me,



# LICENCE BY THE BOARD OF TRADE,

pursuant to Section 18 of the Companies Act, 1929.

WHEREAS it has been proved to the Board of Trade that

THE NAVY LEAGUE INCORPORATED

which is about to be registered under the Companies Act, 1929, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 18th Section of that Act, and that it is the intention of the said Association that 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 its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the members of the said Association.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by Seven members thereof on the tenth day of January, 1946, do by this their licence direct

THE NAVY LEAGUE INCORPORATED

to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade, this fifth day of February, 1946.

  
An Assistant Secretary of the Board of Trade

THE COMPANIES ACT, 1929.

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*COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL.*

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Memorandum  
AND  
Articles of Association  
OF  
The Navy League Incorporated

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Incorporated the      day of      , 1946

FIELD, ROSCOE & CO.,  
52 Bedford Square,  
London, W.C.1



THE COMPANIES ACT, 1929.

*COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL.*

Memorandum of Association  
OF  
The Navy League Incorporated

1.—The name of the Company (hereinafter called "the Association") is "THE NAVY LEAGUE INCORPORATED."

2.—The registered office of the Association will be situate in England.

3.—The objects for which the Association is established are:—

(A) To take over all or any part which may lawfully be taken over by the Association of the assets and liabilities of the voluntary association known as The Navy League.

(B) To secure as a primary object of national policy the complete naval protection of British subjects and British Commerce all the world over and to urge this policy on all citizens of the British Empire and upon the Government of the day.

(C) To spread information showing the vital importance to the British Commonwealth and Empire of maintaining such sea and air power as will ensure the permanent safety of the British Commonwealth and Empire, of our trade and of our supplies of food and raw materials, and will secure British Prestige on every sea and in every port in the world.

- (D) To promote the teaching of the history, spirit and traditions of the Sea Service (Royal Navy and Merchant Navy) in schools and elsewhere by such means as may be deemed most expedient.
- (E) To maintain and develop the Sea Cadet Corps.
- (F) To administer the Navy League Overseas Relief Educational Fund or any similar fund.
- (G) Subject to the provisions of Section 14 of the Companies Act, 1929, to collect, receive, and hold funds and property real or personal by voluntary contributions, subscriptions, gifts and legacies for the objects of the Association or such of them as donors may direct.
- (H) Subject to the provisions of the same Section to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- (I) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (J) To undertake and execute any trusts which may lawfully be undertaken by the Association, and may be conducive to its objects.
- (K) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (L) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (M) To establish and support or aid in the establishment and support of any charitable or benevolent associations

or institutions, and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects.

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

Provided that the management and conduct of the Association shall be independent of all party politics and that the Association shall not be connected with any political organisation.

Provided also that the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Ministry of Education over such Managers or Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law, having regard to such trusts.

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 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 cent. 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 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.

10. May for Glen. W.I.  
 Hares.  
 A.E. Siff in 250, Regent Street, W.1, Bank Managers  
 Long Stacey Old Warden, Biggleswade  
 A. R. Ret.  
 J. E. Harper, 14 A.M. Hawkhurst, Kent  
 Vice-Admiral (Ret)  
 Guy W. Hindmarsh, St Pauls Walden, Hitchin, Herts.  
 Stockbroker.  
 Richard Snodden, Barrister-at-Law, 2 Gordon House, Cornwall Gardens,  
 London S.W. 7.  
 Miss Brown ~~English Arts Office Hitchin Herts~~  
 member of Herts Lloyds London Herts  
 L.S.

Dated this 10<sup>th</sup> day of January, 1945.

Witness to the above Signatures---

Leitch  
General Secretary  
The Navy League



THE COMPANIES ACT, 1929.



COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL.

## Articles of Association

OF

# The Navy League Incorporated

### GENERAL.

1.—In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context :—

WORDS.	MEANINGS.
The Act ...	The Companies Act 1929.
These presents ...	These Articles of Association, and the regulations of the Association from time to time in force.
The Association...	The above-named Company.
The Governing Body	The Governing Body for the time being of the Association.
The Office ...	The registered office of the Association.
The Seal ...	The common seal of the Association.
Month ...	Calendar month.
In writing ...	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and *vice versa*.

Words importing the masculine gender only shall include the feminine gender ; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2.—The number of the members with which the Association proposes to be registered is 100, but the Governing Body may from time to time register an increase of members.

3.—The provisions of Section 95 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member. The rights and privileges of the members shall not be transferable or transmissible.

4.—The Association is established for the purposes expressed in the Memorandum of Association.

5.—The subscribers to the Memorandum of Association and such other persons, being members of the Council of the unincorporated voluntary association known as The Navy League, as shall consent in writing to become members of the Association shall be the first members of the Association.

6.—Subject as aforesaid the qualification for membership of the Association shall be nomination by the said voluntary association in accordance with the by-laws of the Association. Every person so qualified shall upon signature of a written consent to become a member or on signature of the register of members become a member of the Association accordingly.

7.—Any member of the Association the term of whose nomination by the said voluntary association has in accordance with such by-laws determined shall cease to be a member of the Association.

8.—Any member wishing to resign membership of the Association shall give notice in writing of such intention addressed to the Secretary at the registered office, and shall thereupon cease to be a member.

#### BY-LAWS.

9.—The Association in General Meeting may from time to time make, vary and repeal by-laws for the regulation of the business of the Association, its officers and servants, or any section thereof, and for the constitution of the said voluntary association [composed of subscribers and others interested in the furtherance of the Association's objects] or for the Regional Bodies or any other section of the said voluntary association, and for its officers and servants: Provided that no by-laws shall be made under this

clause which would amount to such an alteration or addition to these presents as could legally be made only by Special Resolution, or which would confer on the said voluntary association any powers, or furnish it with objects other than the powers and objects of the Association. The first by-laws of the Association shall be the by-laws hereto annexed which shall have the same validity and effect as if made under this Article.

#### GENERAL MEETINGS.

10.—The first General Meeting of the Association shall be held at such time not being less than one month nor more than three months from the incorporation of the Association and at such place as the Governing Body may determine.

11.—A General Meeting shall be held once in every calendar year at such time and place as may be determined by the Governing Body, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting.

12.—The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary Meetings.

13.—The Governing Body may call an Extraordinary Meeting whenever they think fit, and Extraordinary Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 114 of the Act.

14.—Subject to the provisions of Section 117 (2) of the Act relating to Special Resolutions, seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons as are under these presents entitled to receive such notices from the Association; but with the consent of all the members entitled to receive notices thereof, a meeting may be convened by such notice and in such manner as those members may think fit. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any member shall not invalidate any resolution passed, or proceeding had, at any meeting.

## PROCEEDINGS AT GENERAL MEETINGS.

15.—All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheet, and the reports of the Governing Body and of the Auditors, and the appointment and fixing of the remuneration of the Auditors.

16.—No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the quorum shall be five members personally present.

17.—If within 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, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

18.—The Chairman (if any) of the Governing Body shall preside as Chairman 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 Governing Body, or if no such member be present, or if all the members of the Governing Body present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

19.—With the consent of any meeting at which a quorum is present, the Chairman may adjourn a meeting from time to time, and from place to place, as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for ten 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 all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of

the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least three members present in person and entitled to vote, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Association shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

21.—If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such 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.

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 an 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.—The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS.

25.—Subject as hereinafter provided, every member shall have one vote.

26.—No person other than a member duly registered shall be entitled to be present or to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

27.—Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, and no person shall act as a proxy who is not entitled to be present and vote in his own right.

28.—The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.

29.—The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

30.—A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office one hour at least before the time fixed for holding the meeting.

31.—Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:—

“ I, \_\_\_\_\_,  
 “ of \_\_\_\_\_,  
 “ a member of THE NAVY LEAGUE INCORPORATED  
 “ (hereinafter referred to as the Association) hereby  
 “ appoint \_\_\_\_\_  
 “ of \_\_\_\_\_,  
 “ another member of the Association, and, failing  
 “ him, \_\_\_\_\_,  
 “ of \_\_\_\_\_,  
 “ another member of the Association, to vote for me  
 “ and on my behalf at the [Ordinary or Extraordinary,  
 “ *as the case may be*] General Meeting of the Association  
 “ to be held on the \_\_\_\_\_ day of \_\_\_\_\_  
 “ \_\_\_\_\_ and at every  
 “ adjournment thereof.

“ As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_.”

#### GOVERNING BODY.

32.—The Governing Body shall consist of all persons who shall for the time being be members of the Association, acting for this purpose in an executive capacity, (with the exception of any such persons who may be disqualified from membership of the Governing Body under Article 38), together with (A) High Commissioners of all Overseas Dominions, who, on appointment, shall be invited to and shall become *ex officio* members of the Association and (B)



officers and members of the Executive Committees of Dominions and overseas Navy Leagues affiliated to the above mentioned unincorporated association known as The Navy League visiting Great Britain, who shall be invited to and shall become *ex officio* members of the Association during the periods of their visits.

#### POWERS OF THE GOVERNING BODY.

33.—The business of the Association shall be managed by the Governing Body who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, 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 Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Governing Body which would have been valid if such regulation had not been made.

34.—Subject always to Clause 4 of the Memorandum of Association, the Governing Body may authorise the repayment by the Association to members of the Governing Body of any reasonable out-of-pocket expenses incurred by them in performance of their duties or otherwise in connection with the affairs of the Association.

35.—The Governing Body may from time to time by resolution appoint a temporary substitute for the Secretary and any person so appointed shall for all the purposes of these presents be deemed during the term of his appointment to be the Secretary.

36.—The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Governing Body, and in the presence of at least two members of the Governing Body and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

37.—Cheques on the Association's bankers shall be signed and countersigned as from time to time resolved upon by the Governing

Body. The banking account of the Association shall be kept with such banker or bankers as the Governing Body shall from time to time determine.

#### DISQUALIFICATION OF MEMBERS OF THE GOVERNING BODY.

38.—The office of a member of the Governing Body shall be vacated—

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he is found lunatic or become of unsound mind.
- (C) If he ceases to be a member of the Association.
- (D) If he ceases to hold office by virtue of any provision of the Act.
- (E) If he is found guilty on indictment of a criminal offence.

#### PROCEEDINGS OF THE GOVERNING BODY.

39.—The Governing Body shall meet together for the dispatch of business at least once in every quarter, and may adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, nine shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

40.—On the request of five members of the Governing Body signified in writing the Secretary shall, at any time, summon a meeting of the Governing Body by notice served upon the several members of the Governing Body. A member of the Governing Body who is absent abroad shall not be entitled to notice of a meeting.

41.—The Chairman for the time being of the said voluntary association if and while a member of the Association shall be the Chairman of the Governing Body. The Chairman shall preside at all meetings of the Governing Body at which he shall be present, but if at any meeting the Chairman be not present within five minutes after the time appointed for holding a meeting, the members of the Governing Body present shall choose some one of their number to be Chairman of the meeting.

42.—A meeting of the Governing Body at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Governing Body generally.

43.—There shall be an Executive Committee appointed by the Governing Body consisting of such members of the Governing Body (not being less than five or more than seven in number) as the Governing Body may think fit, with power to fill vacancies subject to confirmation by the Governing Body at its next meeting. The Executive Committee (subject to any regulations or restrictions the Governing Body may from time to time make or impose) shall be competent to exercise all or any of the powers, authorities and discretions vested in or exercisable by the Governing Body and shall be in executive control of the current business of the Association. All meetings and proceedings of the Executive Committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Governing Body so far as applicable. Unless otherwise determined three shall be a quorum. The Governing Body may also appoint other Committees consisting of such member or members of the Governing Body as they think fit to which they may delegate such powers as the Governing Body deems necessary but not so as to derogate from the power of the Executive Committee to carry on the current business of the Association.

44.—All acts bona fide done by any meeting of the Governing Body or of any committee of the Governing Body, or by any person acting as a member of the Governing Body, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment 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 and was qualified to be a member of the Governing Body.

45.—The Governing Body shall cause\*proper minutes to be made of the proceedings of all meetings of the Association and of the Governing Body and of committees of the Governing Body, 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 conclusive evidence without any further proof of the facts therein stated.

46.—A resolution in writing signed by all the members for the time being of the Governing Body or of any committee of the Governing Body shall be as valid and effectual as if it had been passed at a meeting of the Governing Body or of such committee duly convened and constituted.

## ACCOUNTS

47.—The Governing Body shall cause proper books of account to be kept with respect to—

- (A) All sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place ;
- (B) All sales and purchases of goods by the Association ; and
- (C) The assets and liabilities of the Association.

48.—The books of account shall be kept at the office, or at such other place or places as the Governing Body shall think fit, and shall always be open to the inspection of the members of the Governing Body.

49.—Once at least in every year the Governing Body shall lay before the Association in General Meeting an income and expenditure account for the period since the last preceding account or in the case of the first account since the incorporation of the Association made up to a date not more than four months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Governing Body and a report of the Auditors, and a copy of such account, balance sheet and reports shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be read before the meeting as required by Section 129 of the Act.

## AUDIT.

50.—Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

51.—Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Act, the members of the Governing Body being treated as the Directors mentioned in those sections.

## NOTICES.

52.—A notice may be served by the Association upon any member, either personally 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.

53.—Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, only members described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

54.—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 the post office as a prepaid letter.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

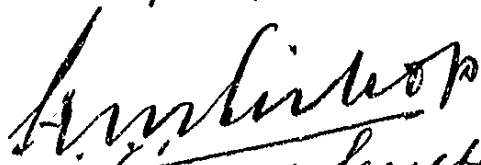
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Benard Jocher. 10. Mayfair Place. W.1. Barber.  
 A.E. Griffin 250. Regent Street. W.1. Bank Manager  
Edward Halsey Old Warden Buggles Road Admiral (Ret)  
 ✓ S. J. Napier R.A.M. Hawkhurst Kent Vice-Admiral (Ret)  
 Guy M. Kindersley, St Pauls Walden, Hitchin Herts. Stockbroker  
 Richard Smeaden, 2 Garden House, Cornwall Gardens, S.W.7. Barrister at Law.  
 L. H. Parnson 2 Wyke London E.C.3 member of Herts

---

Dated this 10th day of January, 1946

Witness to the above Signatures—

  
 General Secretary  
 The Navy League.

DUPLICATE FOR THE FILE.

No. 404951



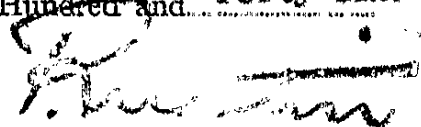
# Certificate of Incorporation

I Hereby Certify, That

THE NAVY LEAGUE INCORPORATED  
(the word "LIMITED" being omitted by licence of the Board of Trade)

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this Twenty-second day of February One Thousand Nine Hundred and Forty-six.

  
Registrar of Companies.

Certificate received by W.A. Goss

Date 25th February 1946

*Certificate No. 404951*

*110*

*CONF*  
*ST*

THE COMPANIES ACT 1948



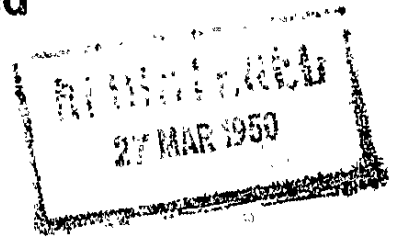
*Company Limited by Guarantee and not having a Share Capital.*

## Special Resolution

of

## Navy League Incorporated

Passed 2nd March, 1950



At an Extraordinary General Meeting of the above named Company duly convened and held at Grand Buildings, Trafalgar Square London W.C.2. on Thursday the 2nd day of March 1950 the subjoined Special Resolution was duly passed.

### RESOLUTION

That the provisions of the Memorandum of Association of the Company with respect to the objects of the Company be altered by the deletion of the words "or benevolent" wherever the same occur in line two and line four of sub-clause (M) of Clause 3.

LLOYD,

Chairman

I hereby certify this to be a true copy of the Special Resolution passed at the Extraordinary General Meeting of the Navy League Incorporated on the 2nd day of March 1950.

*Inspector*

*Filed by-*

*404951*

*certificated 27/3*  
*11*  
THE COMPANIES ACT, 1929.

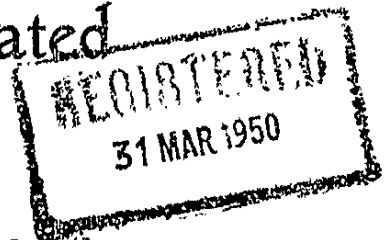
*86/100 27/3*  
*FDX*  
COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL.



## Memorandum of Association

OF

# The Navy League Incorporated



1.—The name of the Company (hereinafter called "the Association") is "THE NAVY LEAGUE INCORPORATED."

2.—The registered office of the Association will be situate in England.

3.—The objects for which the Association is established are:—

- (A) To take over all or any part which may lawfully be taken over by the Association of the assets and liabilities of the voluntary association known as The Navy League.
- (B) To secure as a primary object of national policy the complete naval protection of British subjects and British Commerce all the world over and to urge this policy on all citizens of the British Empire and upon the Government of the day.
- (C) To spread information showing the vital importance to the British Commonwealth and Empire of maintaining such sea and air power as will ensure the permanent safety of the British Commonwealth and Empire, of our trade and of our supplies of food and raw materials, and will secure British Prestige on every sea and in every port in the world.



*and it is true that this is true*



- (D) To promote the teaching of the history, spirit and traditions of the Sea Service (Royal Navy and Merchant Navy) in schools and elsewhere by such means as may be deemed most expedient.
- (E) To maintain and develop the Sea Cadet Corps.
- (F) To administer the Navy League Overseas Relief Educational Fund or any similar fund.
- (G) Subject to the provisions of Section 14 of the Companies Act, 1929, to collect, receive, and hold funds and property real or personal by voluntary contributions, subscriptions, gifts and legacies for the objects of the Association or such of them as donors may direct.
- (H) Subject to the provisions of the same Section to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- (I) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (J) To undertake and execute any trusts which may lawfully be undertaken by the Association, and may be conducive to its objects.
- (K) To borrow or raise money for the purpose of the Association on such terms and on such security as may be thought fit.
- (L) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (M) To establish and support or aid in the establishment and support of any charitable associations or

institutions, and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.

- (N) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the management and conduct of the Association shall be independent of all party politics and that the Association shall not be connected with any political organisation.

Provided also that the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Ministry of Education over such Managers or Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law, having regard to such trusts.

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 other wise 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 cent. 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 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.

14  
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL



THE NAVY LEAGUE INCORPORATED

R E S O L U T I O N S

(Passed 17th April 1952)



At an Extraordinary General Meeting of the Navy League Incorporated duly convened and held the 17th day of April, 1952, the following Resolutions were duly passed, of which Resolution No. 2. was duly passed as a Special Resolution :-

1. "That, pursuant to Article 9 of the Articles of Association of the Navy League Incorporated, the By-Laws of the voluntary association known as the Navy League be amended in manner following (namely)

(i) By the addition in paragraph (a) of By-Law 9 immediately after the words "The President of the League" of the words "who shall be elected by the League at its Annual Meeting and who shall hold office until the Annual Meeting following his election when he shall be eligible for re-election".

(ii) By the deletion of By-Law 20 and by the substitution therefor of a new By-Law to be numbered 20 and to read as follows :-

"20. If any casual vacancy shall occur in the office of President of the League or among the members of the Council appointed under paragraph (b) of By-Law 9, the Council shall have power to elect any member of the League to fill such casual vacancy and such person shall hold office until the Annual Meeting following his appointment when he shall be eligible for re-election, but he shall not be taken into account in determining the members of the Council who are to retire by rotation at such meeting".

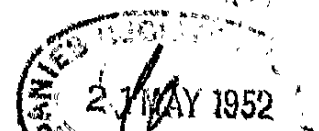
2. "That the Articles of Association of the Navy League be amended in manner following (namely)

(i) By the addition at the end of Article 32 of the words "and (C) any additional members appointed under the immediately following Article".

(ii) By the addition of a new Article immediately after Article 32 to be numbered "32A" and to read as follows:-

"32A. The Governing Body shall have power at any time and from time to time to appoint any person being a

A  
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member of the said Unincorporated Association known as the Navy League to be an additional member of the Governing Body and to remove from office any person so appointed :  
 provided that an appointment shall be made hereunder only if the number of additional members of the Governing Body so appointed would not as a consequence thereof then exceed one third of the number of members of the Governing Body and that no vote of any meeting of the Association or the Governing Body shall be valid at which non-members constitute a majority of those present and entitled to vote.  
 Subject as aforesaid and without prejudice to Section 184 of the Companies Act 1948 and the provisions of Article 38, such person shall hold office until the next Annual Meeting of the Grand Council of the said unincorporated Association known as the Navy League, but he shall then be eligible for re-appointment unless such Grand Council shall resolve that he be not re-appointed, in which event he shall not be eligible for re-appointment unless and until such Resolution shall have been rescinded".

(iii) By the addition in paragraph (c) in Article 38 between the words "If he" and the words "ceases to be a member of the Association" of the words (being a member of the Governing Body by reason only of being a member of the Association)".

(iv) By the addition immediately after Article 43 of a new Article to be numbered "43A" and to read as follows :-

"43A. The Governing Body shall have power to authorise any Committee appointed under the immediately preceding Article, to co-opt to such Committee any person, whether or not a member of the Association, and to remove any person so co-opted; provided (i) that the powers of co-option shall be exercised hereunder only if the number of co-opted members of the Committee would not as a consequence of such exercise then exceed a number (in this Article called "the maximum number") equal to one-third of the number of persons who were already members of such Committee by virtue of their appointment by the Governing Body and (ii) that, if at any subsequent time the number of co-opted members of such Committee shall exceed the maximum number, such Committee shall not be capable of acting until the number of members so co-opted shall have been reduced to the maximum number or below the maximum number and (iii) that no vote of any meeting of such Committee shall be valid at which non-members of the Association constitute a majority of those present and entitled to vote".

*Wais. Hawick*

CHAIRMAN

WE CERTIFY THAT THIS HAS BEEN  
 PRINTED BY LITHOGRAPHIC PROCESS  
 BY MUSSETT & PEDLER LTD., OF  
 24, RED LION STREET, HOLBORN, W.C.1.

*W. J. Mussett*

member of the said Unincorporated Association known as the Navy League to be an additional member of the Governing Body and to remove from office any person so appointed ;  
provided that an appointment shall be made hereunder only if the number of additional members of the Governing Body so appointed would not as a consequence thereof then exceed one third of the number of members of the Governing Body and that no vote of any meeting of the Association or the Governing Body shall be valid at which non-members constitute a majority of those present and entitled to vote.  
Subject as aforesaid and without prejudice to Section 184 of the Companies Act 1948 and the provisions of Article 38, such person shall hold office until the next Annual Meeting of the Grand Council of the said unincorporated Association known as the Navy League, but he shall then be eligible for re-appointment unless such Grand Council shall resolve that he be not re-appointed, in which event he shall not be eligible for re-appointment unless and until such Resolution shall have been rescinded".

(iii) By the addition in paragraph (c) in Article 38 between the words "If he" and the words "ceases to be a member of the Association" of the words (being a member of the Governing Body by reason only of being a member of the Association)".

(iv) By the addition immediately after Article 43 of a new Article to be numbered "43A" and to read as follows :-

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*Wais. Hancock*

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24, RED LION STREET, HOLBORN, W.C.1.

CHAIRMAN

*W. J. Mussett*

THE COMPANIES ACTS

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL  
SPECIAL RESOLUTIONS

- of -

☞ THE NAVY LEAGUE INCORPORATED

Passed on the 11th May 1976

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held on the 11th May 1976, the following Special Resolutions were proposed and duly passed.

RESOLUTIONS

2. That forthwith and conditionally upon the passing of the Ordinary Resolution numbered 1 above

(a) the Articles of Association of the Association be and they are hereby altered as follows:-

(i) By the inclusion immediately after Article 5 thereof of a new Article to be numbered Article 5A as follows:-

"5A. All references in these Articles of Association to the said Voluntary Association (whether as "The Navy League", "the said Voluntary Association", "the said unincorporated Association known as The Navy League" or otherwise) shall include references thereto under whatever name it shall from time to time be called".

(ii) By the deletion of Article 9 thereof and the substitution of the following new Article 9:-

"The Association in General Meeting may from time to time make vary and repeal By-Laws for the regulation of the business of the Association, its officers and servants, or any section thereof, and for the constitution of the said Voluntary Association (composed of members interested in the furtherance of the Association's objects) or for

23

27 May 1976



regional branches or any other sections of the said Voluntary Association, and for its officers and servants and without prejudice to the generality of the foregoing the Association in General Meeting may -

- A. Change the name of the said Voluntary Association by an Ordinary Resolution
- B. Amend or alter the objects and powers of the said Voluntary Association by an Ordinary Resolution provided only that the objects and powers so amended or altered from time to time are within the objects and powers of the Association as set out in its Memorandum of Association from time to time and that no By-Laws shall be made under this Clause which would amount to such an alteration or addition to these presents as could legally be made only by Special Resolution.

(b) that Clause 4 of the Memorandum of Association of the Association be altered by the insertion between the words "known" and "as The Navy League" of the words "now or formerly".

5. That forthwith and conditionally upon the passing of the Ordinary Resolution numbered 4 above and such Resolution becoming effective the Articles of Association of the Association be altered by deleting Articles 32 and 32A and substituting the following new Articles:-

#### GOVERNING BODY

"32. The Governing Body shall consist of all persons who shall for the time being be members of the Association, acting for this purpose in an executive capacity (with the exception of any such persons who may be disqualified from membership of the Governing Body under Article 38), together with (A) High Commissioners of all Commonwealth Countries who, on appointment, shall accept an invitation to become ex officio members of the Association for the term of their appointment and (B) any additional members appointed under the immediately following Article.

POWERS OF THE GOVERNING BODY

"32A. The Governing Body shall have power at any time and from time to time to appoint any person being a member of the said Voluntary Association to be an additional member of the Governing Body and to remove from office any person so appointed: provided that an appointment shall be made hereunder only if the number of additional members of the Governing Body so appointed would not as a consequence thereof then exceed one-third of the number of members of the Governing Body and that no vote of any meeting of the Association or the Governing Body shall be valid at which non-members constitute a majority of those present and entitled to vote. Subject as aforesaid and without prejudice to Section 184 of the Companies Act 1948 and the provisions of Article 38, such person shall hold office until the next Annual General Meeting of the said Voluntary Association but he shall then be eligible for re-appointment unless such Annual General Meeting shall resolve that he be not re-appointed, in which event he shall not be eligible for re-appointment unless and until such Resolution shall have been rescinded."

*Ian McIntosh*  
*Chairman*

*11 May 1976*

41  
THE COMPANIES ACT, 1929.

\_\_\_\_\_  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL  
\_\_\_\_\_

S/ Res/A/ men / 1975  
11/5/76

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## Memorandum

*(as altered by Special Resolutions passed on 2nd March, 1950, and 11th May, 1976)*

AND

## Articles of Association

*(as altered by Special Resolutions passed on 17th April, 1952, and 11th May, 1976)*

OF

## The Navy League Incorporated

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*Incorporated the 22nd day of February, 1946*

28

FRERE, CHOLMELEY & CO.,

28, Lincoln's Inn Field

London, W.C.2.

No. 404951.



## Certificate of Incorporation

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**I Hereby Certify,** That THE NAVY LEAGUE INCORPORATED  
(the word "Limited" being omitted by licence of the Board of Trade)  
is this day Incorporated under the Companies Act, 1929, and that the  
Company is LIMITED.

GIVEN under my hand at London, this Twenty-second day of  
February, One thousand Nine Hundred and Forty-six.

P. MARTIN,

*Registrar of Companies.*

THE COMPANIES ACT, 1929.

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL.

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# Memorandum of Association

OF

## The Navy League Incorporated ✓

---

1. The name of the Company (hereinafter called "the Association") is "THE NAVY LEAGUE INCORPORATED".

2. The registered office of the Association will be situate in England.

3. \*The objects for which the Association is established are:—

(A) To take over all or any part which may lawfully be taken over by the Association of the assets and liabilities of the voluntary association known as The Navy League.\*\* ✓

(B) To secure as a primary object of national policy the complete naval protection of British subjects and British Commerce all the world over and to urge this policy on all citizens of the British Empire and upon the Government of the day.

(C) To spread information showing the vital importance to the British Commonwealth and Empire of maintaining such sea and air power as will ensure the permanent safety of the British Commonwealth and Empire, of our trade and of our supplies of food and raw materials, and will secure British Prestige on every sea and in every port in the world.

(D) To promote the teaching of the history, spirit and traditions of the Sea Service (Royal Navy and Merchant Navy) in

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\* As altered by Special Resolution passed on 2nd March, 1950.

\*\* The name of the voluntary association was changed to "The Sea Cadet Association" on the 11th May 1976.

schools and elsewhere by such means as may be deemed most expedient.

- (e) To maintain and develop the Sea Cadet Corps.
- (f) To administer the Navy League Overseas Relief Educational Fund or any similar fund.
- (g) Subject to the provisions of Section 14 of the Companies Act, 1929, to collect, receive, and hold funds and property real or personal by voluntary contributions, subscriptions, gifts and legacies for the objects of the Association or such of them as donors may direct.
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- (k) To borrow or raise money for the purpose of the Association on such terms and on such security as may be thought fit.
- (l) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (m) To establish and support or aid in the establishment and support of any charitable associations or institutions, and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.

- (N) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the management and conduct of the Association shall be independent of all party politics and that the Association shall not be connected with any political organisation.

Provided also that the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

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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 cent. 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.

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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 W.1.

*Banker.*

A. E. GRIFFIN,

250 Regent Street, W.1.

*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, S.W.7.

*Barrister-at-Law.*

WILFRID JANSON,

Lloyds, London, E.C.3.

*Member of Lloyds.*

---

DATED this 10th day of January, 1946.

WITNESS to the above Signatures:—

H. T. BISHOP,

*General Secretary,*

The Navy League.

THE COMPANIES ACT, 1929

*See pte*

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL.

# Articles of Association

OF

## The Navy League Incorporated

(As altered by Special Resolutions passed on 17th April, 1952, and 11th May, 1976)

### GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context;—

WORDS	MEANINGS
The Act ... ..	The Companies Act, 1929
These presents ...	These Articles of Association, and the regulations of the Association from time to time in force.
The Association ...	The above-named Company.
The Governing Body	The Governing Body for the time being of the Association.
The Office ... ..	The registered office of the Association.
The Seal ... ..	The common seal of the Association.
Month ... ..	Calendar month,
In writing ... ..	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. The number of the members with which the Association proposes to be registered is 100, but the Governing Body may from time to time register an increase of members.

3. The provisions of Section 95 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member. The rights and privileges of the members shall not be transferable or transmissible.

4. The Association is established for the purposes expressed in the Memorandum of Association.

5. The subscribers to the Memorandum of Association and such other persons, being members of the Council of the unincorporated voluntary association known as The Navy League, as shall consent in writing to become members of the Association shall be the first members of the Association.

5A. All references in these Articles of Association to the said Voluntary Association (whether as "The Navy League", "the said Voluntary Association", "the said unincorporated Association known as The Navy League" or otherwise) shall include references thereto under whatever name it shall from time to time be called.

6. Subject as aforesaid the qualification for membership of the Association shall be nomination by the said voluntary association in accordance with the by-laws of the Association. Every person so qualified shall upon signature of a written consent to become a member or on signature of the register of members become a member of the Association accordingly.

7. Any member of the Association the term of whose nomination by the said voluntary association has in accordance with such by-laws determined shall cease to be a member of the Association.

8. Any member wishing to resign membership of the Association shall give notice in writing of such intention addressed to the Secretary at the registered office, and shall thereupon cease to be a member.

## BY-LAWS

9. The Association in General Meeting may from time to time make, vary and repeal By-Laws for the regulation of the business of the Association, its officers and servants, or any section thereof, and for the constitution of the said Voluntary Association (composed of members interested in the furtherance of the Association's objects) or for regional branches or any other sections of the said Voluntary Association, and for its officers and servants and without prejudice to the generality of the foregoing the Association in General Meeting may –

- A. Change the name of the said Voluntary Association by an Ordinary Resolution.
- B. Amend or alter the objects and powers of the said Voluntary Association by an Ordinary Resolution provided only that the objects and powers so amended or altered from time to time are within the objects and powers of the Association as set out in its Memorandum of Association from time to time and that no By-Laws shall be made under this Clause which would amount to such an alteration or addition to these presents as could legally be made only by Special Resolution.

## GENERAL MEETINGS

10. The first General Meeting of the Association shall be held at such time not being less than one month nor more than three months from the incorporation of the Association and at such place as the Governing Body may determine.

11. A general Meeting shall be held once in every calendar year at such time and place as may be determined by the Governing Body, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting.

12. The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary Meetings.

13. The Governing Body may call an Extraordinary Meeting whenever they think fit, and Extraordinary Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 114 of the Act.

14. Subject to the provisions of Section 117 (2) of the Act relating to Special Resolutions, seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned

to such persons as are under these presents entitled to receive such notices from the Association; but with the consent of all the members entitled to receive notices thereof, a meeting may be convened by such notice and in such manner as those members may think fit. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any member shall not invalidate any resolution passed or proceeding had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS.

15. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheet, and the reports of the Governing Body and of the Auditors, and the appointment and fixing of the remuneration of the Auditors.

16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the quorum shall be five members personally present.

17. If within 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, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from time appointed for holding the meeting the members present shall be a quorum.

18. The Chairman (if any) of the Governing Body shall preside as Chairman 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 Governing Body, or if no such member be present, or if all the members of the Governing Body present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

19. With the consent of any meeting at which a quorum is present, the Chairman may adjourn a meeting from time to time, and from place to place, as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than business which

might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for ten 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 all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least three members present in person and entitled to vote, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Association shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

21. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such 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.

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 an 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. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS.

25. Subject as hereinafter provided, every member shall have one vote.

26. No person other than a member duly registered shall be entitled to be present or to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

27. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, and no person shall act as a proxy who is not entitled to be present and vote in his own right.

28. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.

29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office one hour at least before the time fixed for holding the meeting.

31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:—

" I,  
 " of  
 " a member of THE NAVY LEAGUE INCORPORATED (hereinafter  
 " referred to as the Association) hereby appoint  
 " of  
 " another member of the Association, and, failing him,  
 "  
 " of  
 " another member of the Association, to vote for me and on  
 " my behalf at the (Ordinary or Extraordinary, *as the case*  
 " *may be*) General Meeting of the Association to be held on  
 " the                      day of                      and at every  
 " adjournment thereof.

" As witness my hand this                      day of                      19                      ."



## GOVERNING BODY

32. The Governing Body shall consist of all persons who shall for the time being be members of the Association, acting for this purpose in an executive capacity (with the exception of any such persons who may be disqualified from membership of the Governing Body under Article 38), together with (A) High Commissioners of all Commonwealth Countries who, on appointment, shall accept an invitation to become ex officio members of the Association for the term of their appointment and (B) any additional members appointed under the immediately following Article.

## POWERS OF THE GOVERNING BODY

32A. The Governing Body shall have power at any time and from time to time to appoint any person being a member of the said Voluntary Association to be an additional member of the Governing Body and to remove from office any person so appointed: provided that an appointment shall be made hereunder only if the number of additional members of the Governing Body so appointed would not as a consequence thereof then exceed one-third of the number of members of the Governing Body and that no vote of any meeting of the Association or the Governing Body shall be valid at which non-members constitute a majority of those present and entitled to vote. Subject as aforesaid and without prejudice to Section 184 of the Companies Act 1948 and the provisions of Article 38), such person shall hold office until the next Annual General Meeting of the said Voluntary Association but he shall then be eligible for re-appointment unless such Annual General Meeting shall resolve that he be not re-appointed, in which event he shall not be eligible for re-appointment unless and until such Resolution shall have been rescinded.

33. The business of the Association shall be managed by the Governing Body who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these

presents, 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 Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Governing Body which would have been valid if such regulation had not been made.

34. Subject always to Clause 4 of the Memorandum of Association, the Governing Body may authorise the repayment by the Association to members of the Governing Body of any reasonable out-of-pocket expenses incurred by them in performance of their duties or otherwise in connection with the affairs of the Association.

35. The Governing Body may from time to time by resolution appoint a temporary substitute for the Secretary and any person so appointed shall for all the purposes of these presents be deemed during the term of his appointment to be the Secretary.

36. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Governing Body, and in the presence of at least two members of the Governing Body and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

37. Cheques on the Association's bankers shall be signed and countersigned as from time to time resolved upon by the Governing Body. The banking account of the Association shall be kept with such banker or bankers as the Governing Body shall from time to time determine.

#### DISQUALIFICATION OF MEMBERS OF THE GOVERNING BODY.

38. The office of a member of the Governing Body shall be vacated--

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he is found lunatic or become of unsound mind.
- (C) If he, being a member of the Governing Body by reason only of being a member of the Association, ceases to be a member of the Association.

(d) If he ceases to hold office by virtue of any provision of the Act.

(e) If he is found guilty on indictment of a criminal offence.

#### PROCEEDINGS OF THE GOVERNING BODY.

39. The Governing Body shall meet together for the dispatch of business at least once in every quarter, and may adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, nine shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

40. On the request of five members of the Governing Body signified in writing the Secretary shall, at any time, summon a meeting of the Governing Body by notice served upon the several members of the Governing Body. A member of the Governing Body who is absent abroad shall not be entitled to notice of a meeting.

41. The Chairman for the time being of the said voluntary association if and while a member of the Association shall be the Chairman of the Governing Body. The Chairman shall preside at all meetings of the Governing Body at which he shall be present, but if at any meeting the Chairman be not present, within five minutes after the time appointed for holding a meeting, the members of the Governing Body present shall choose some one of their number to be Chairman of the meeting.

42. A meeting of the Governing Body at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Governing Body generally.

43. There shall be an Executive Committee appointed by the Governing Body consisting of such members of the Governing Body (not being less than five or more than seven in number) as the Governing Body may think fit, with power to fill vacancies subject to confirmation by the Governing Body at its next meeting. The Executive Committee (subject to any regulations or restrictions the Governing Body may from time to time make or impose) shall be competent to exercise all or any of the powers, authorities and discretions vested in or exercisable by the Governing Body and shall be in executive control of the current business of the Association. All meetings and proceedings of the Executive Committee shall be governed by the provisions of these

presents for regulating the meetings and proceedings of the Governing Body so far as applicable. Unless otherwise determined three shall be a quorum. The Governing Body may also appoint other Committees consisting of such member or members of the Governing Body as they think fit to which they may delegate such powers as the Governing Body deems necessary but not so as to derogate from the power of the Executive Committee to carry on the current business of the Association.

43A. The Governing Body shall have power to authorise any Committee appointed under the immediately preceding Article, to co-opt to such Committee any person, whether or not a member of the Association, and to remove any person so co-opted; provided (i) that the powers of co-option shall be exercised hereunder only if the number of co-opted members of the Committee would not as a consequence of such exercise then exceed a number (in this Article called "the maximum number") equal to one-third of the number of persons who were already members of such Committee by virtue of their appointment by the Governing Body and (ii) that, if at any subsequent time the number of co-opted members of such Committee shall exceed the maximum number, such Committee shall not be capable of acting until the number of members so co-opted shall have been reduced to the maximum number or below the maximum number and (iii) that no vote of any meeting of such Committee shall be valid at which non-members of the Association constitute a majority of those present and entitled to vote.

44. All acts bona fide done by any meeting of the Governing Body or of any committee of the Governing Body, or by any person acting as a member of the Governing Body, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment 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 and was qualified to be a member of the Governing Body.

45. The Governing Body shall cause proper minutes to be made of the proceedings of all meetings of the Association and of the Governing Body and of committees of the Governing Body, 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 conclusive evidence without any further proof of the facts therein stated.

46. A resolution in writing signed by all the members for the time being of the Governing Body or of any committee of the Governing Body shall be as valid and effectual as if it had been passed at a meeting of the Governing Body or of such committee duly convened and constituted.

## ACCOUNTS.

47. The Governing Body shall cause proper books of account to be kept with respect to:—

- (A) All sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
- (B) All sales and purchases of goods by the Association; and
- (C) The assets and liabilities of the Association.

48. The books of account shall be kept at the office, or at such other place or places as the Governing Body shall think fit, and shall always be open to the inspection of the members of the Governing Body.

49. Once at least in every year the Governing Body shall lay before the Association in General Meeting an income and expenditure account for the period since the last preceding account or in the case of the first account since the incorporation of the Association made up to a date not more than four months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Governing Body and a report of the Auditors, and a copy of such account, balance sheet and reports shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be read before the meeting as required by Section 129 of the Act.

## AUDIT.

50. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

51. Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Act, the members of the Governing Body being treated as the Directors mentioned in those sections.

## NOTICES.

52. A notice may be served by the Association upon any member, either personally 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.

53. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid, only members described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

54. 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 the post office as a prepaid letter.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

BERNARD DOCKER,  
10 Mayfair Place, W.1.  
*Banker.*

A. E. GRIFFIN,  
250 Regent Street, W.1.  
*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, S.W.7.  
*Barrister-at-Law.*

WILFRID JANSON,  
Lloyds, London, E.C.3.  
*Member of Lloyds.*

---

DATED this 10th day of January, 1946.

WITNESS to the above Signatures:—

H. T. BISHOP,  
*General Secretary,*  
The Navy League.

THE COMPANIES ACT, 1929.

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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# Memorandum

*(as altered by Special Resolutions passed on 2nd March, 1950, and 11th May, 1976)*

AND

# Articles of Association

*(as altered by Special Resolutions passed on 17th April, 1952, and 11th May, 1976)*

OF

# The Navy League Incorporated

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*Incorporated the 22nd day of February, 1946*

FRERE, CHOLMELEY & CO.,

28, Lincoln's Inn Fields,

London, W.C.2.



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 404951

The Registrar of Companies for England and Wales hereby certifies that  
NAVY LEAGUE INCORPORATED(THE)

having by special resolution changed its name, is now incorporated  
under the name of  
THE SEA CADET ASSOCIATION

Given at Companies House, Cardiff, the 28th February 1995

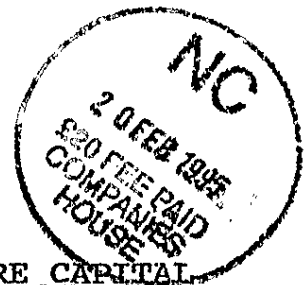


00404951Z\*

For the Registrar of Companies



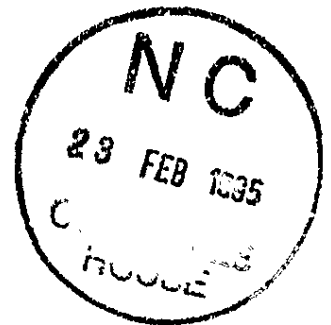
COMPANY NO. 404951



COMPANIES ACT 1929 TO 1989

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTIONS  
of  
THE NAVY LEAGUE INCORPORATED



SPECIAL RESOLUTION  
DATED 27TH JANUARY 1995

At an Extra-ordinary General Meeting of the Company held on 27th January 1995 the following resolutions were passed as Special Resolutions:-

1. That the company change its name to "The Sea Cadet Association".
2. That, subject to the consent of the Charity Commission, clause 3 of the Memorandum of Association of the Company be amended to read as set out in the First Schedule hereto.
3. That, subject to the consent of the Charity Commission, the Articles of Association contained in the Second Schedule hereto be adopted as the Articles of Association of the Charity in substitution for the existing Articles of Association of the Company.

.....  
Director

