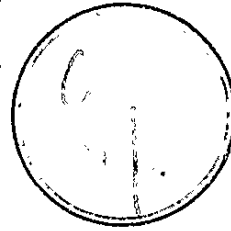
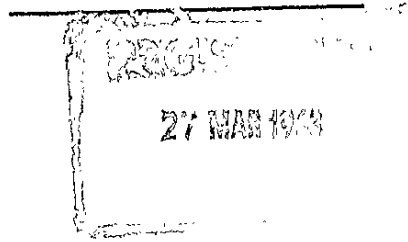


# THE COMPANIES ACT, 1948.



A 5/- Companies' Registration Fee Stamp must be impressed here.

DECLARATION OF COMPLIANCE with the requirements of the Companies Act, 1948, on application for registration of a Company.

*Pursuant to Section 15 (2).*

Insert the  
Name of  
Company }

PADDLE STEAM NAVIGATION

LIMITED.

*Presented for registration by*

CHAS. DAVY & CO., LTD.  
LONDON, E.C.1.

**CHAS. DAVY & CO., LTD.,**  
*Company Printers & Registration Agents.*

Head Office and Works:  
3-11, PINE STREET, LONDON, E.C.1.  
Telephone: TERMINUS 6267 (Four lines)

City Branch:  
11, MASONS AVENUE, BASINGHALL STREET, E.C.2  
Telephone: MONARCH 3555

10/11/48  
MAY

1, Dennis Leslie Doughton

of The Mill House, Donyatt, Ilminster, Somerset

Do solemnly and sincerely declare that I am (") a person named in

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland  
"A Solicitor") "en-  
"gaged in the for-  
"mation or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary."

the Articles of Association as Secretary

*Mr. 18*

of Paddle Steam Navigation

Limited, and that all the requirements of the Companies Act, 1948, 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 *Chard* in the  
*County of Somerset*

the *16th* day of *March* 1963,

Before me

*D. L. Doughton*

A Commissioner for Oaths.

[or a Notary Public or  
Justice of the Peace]

*Jas. W. Hoare*  
JAS. W. HOARE

This margin is reserved for binding and should not be written across

No. of Company.....

Form No. 25

THE STAMP ACT, 1891

(54 & 55 Vic., Ch. 39).

COMPANY LIMITED BY SHARES.

27 MAR 1963



Statement of the Nominal Capital

OF

PADDLE STEAM NAVIGATION

LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and by Section 41 of the Finance Act, 1933.

NOTE:—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented for registration by

CHAS. DAVY & CO., LTD.,

Company Printers & Registration Agents

Head Office and Works:

3-11, PINE STREET, LONDON, E.C.1.

Telephone: TERMINUS 6267 (Four lines).

City Branch:

11, MASONS AVENUE, BASINGHALL STREET, E.C.2

Telephone: MONARCH 3555.

15-7957

# THE NOMINAL CAPITAL

OF

PADDLE STEAM NAVIGATION

Limited,

is £.100 divided into one hundred ordinary

Shares of one pound each.

\*Signature

Officer Secretary

Dated the sixteenth day of March 1963

NOTE—This margin is reserved for binding and must not be written upon.

\*This Statement should be signed by an Officer of the Company.

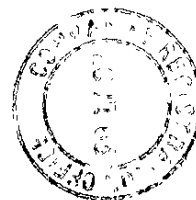


REGISTERED

27 MAR 1963

755216

3



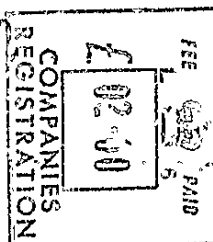
THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

## Memorandum of Association

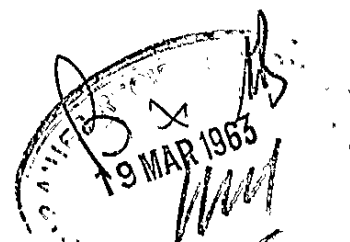
OF

PADDLE STEAM NAVIGATION LIMITED



1. The name of the Company is "PADDLE STEAM NAVIGATION LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-
  - (a) To carry on business as shipowners, bargeowners, lightermen, and carriers of passengers and goods; railway, shipping, chartering, forwarding, and transport agents; stevedores, wharfingers, carmen, carting contractors and agents, cargo superintendents, packers, hauliers, machinery haulage specialists, warehousemen, engineers, electricians, woodworkers; motor car, cab, omnibus, and coach proprietors; boat owners, amusement caterers, refreshment caterers, garage proprietors and job masters.
  - (b) To establish and carry on a touring agency, travel bureau, and booking office, and to act as customs' clearing agents. To organise and conduct trips and excursions of all kinds and provide any other accommodation or assistance to travellers.
  - (c) To carry on any other trade or business, whether subsidiary or not, which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company will enhance the value of any of the Company's property.

CHAS. DAVY & CO. LTD.  
3-11, PINE STREET,  
LONDON, E.C.1.



(2)

- (d) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit.
- (e) To manage, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trade marks or all or any of the business, property, and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash or otherwise, either in this or any other company, whether fully paid or otherwise.
- (f) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures, or other capital, or securities, or obligations of any such companies, syndicates or partnerships, and to pay or provide for brokerage, commission, and underwriting in respect of any such issue.
- (g) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise, with any person or company, carrying on business within the objects of this Company.
- (h) To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business or undertaking of the Company or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.
- (i) To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools or equipment as may seem desirable for any of the business or in the interests

(3)

of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things, of any description which may be conveniently dealt with in connection with any of the Company's objects.

- (j) To borrow and raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, mortgages, charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital.
- (k) To make, draw, accept, indorse and negotiate bills of exchange, or other negotiable instruments.
- (l) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, and to pay commissions to and remunerate any person or company for services rendered in placing or assisting to place any of the shares in the Company's capital, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (n) To make donations to such persons, and in such cases, and either of cash or other assets, as the Company may think directly or indirectly conducive to any of its objects, or otherwise expedient.
- (o) To distribute among the members in specie any property of the Company, or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (p) To subscribe for, purchase or otherwise,

acquire, take, hold or sell any shares or stock, debentures or debenture stock, or other securities or obligations of any company, and to invest or lend any of the monies of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.

- (q) To procure the Company to be registered or recognised in any country or place abroad.
- (r) To appoint any person or persons, firm or firms, company or companies to be the agent or agents of the Company, and to act as agents, managers, secretaries, contractors or in similar capacity.
- (s) To give credit to or guarantee, or become security for the performance of any contract by any person, firm, company, association or society which may be desirable in the interests of the Company.
- (t) To insure the life of any person, who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.
- (u) To promote, contribute to, or assist financially or otherwise any fund for the benefit, wholly or partly, of Directors or former Directors and employees or ex-employees of the Company, or their relatives, children, or dependants, or any other charitable purpose, and to promote, enter into, and carry into effect any scheme for the sharing of profits with employees.
- (v) To do all or any of the above things, in any part of the world, and either as principals, agents, contractors, trustees, or otherwise and either alone, or in conjunction with others.
- (w) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

IT IS HEREBY DECLARED that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether



domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed, and it is also hereby declared that the objects specified in each sub-clause of this clause, shall, except when otherwise expressed in such sub-clause be in no wise limited or restricted by reference to or inference from the terms of any other sub-clause, or the name of the Company, and none of the sub-clauses shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause.

4. The liability of the members is limited. ✓

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each with power to increase the capital and to consolidate and subdivide the same. The Shares in the original or any increased capital may be divided into several classes, or there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, redemption, voting or otherwise. ✓

WE, the several persons whose names and addresses and descriptions are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each subscriber (in words)
<p style="text-align: right;">POTTER</p> <p>John David Potter 86, Campden Hill Court, Kensington. London W.8. Advertising Executive.</p>	ONE
<p style="text-align: right;">SOUTHCORBE</p> <p>Robert George Southcombe "Devonia" 24 Quenlock Rd, Milton-Seymour-More, Somerset. Sales Manager.</p>	one

DATED this 16<sup>th</sup> day of March 1963.

WITNESS to the above signatures:-

Dennis Leslie Dorgan, DOUGAN  
The Mill House

Dorset,  
Somerset

Chartered Accountant



REGISTERED

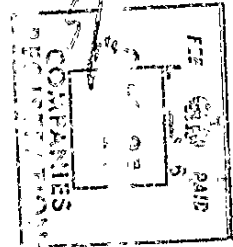
27 MAR 1963

755216/4



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES



## Articles of Association

OF

PADDLE STEAM NAVIGATION LIMITED

1. Subject as hereinafter provided, the Regulations contained in Part I and Part II of Table "A" in the First Schedule to the Companies Act, 1948, shall apply to this Company.

2. Regulations 11, 24, 53, 75, 77, 79, 84, 88, 96, 97 and 99 of Part I of Table "A" shall not apply to the Company, but the remaining Regulations of Parts I and II of Table "A" shall, subject to the modifications hereinafter expressed, and the clauses hereinafter contained be the Regulations of the Company.

### SHARES.

3. In Regulation 3 of Part I of Table "A" the words "with the sanction of an Ordinary Resolution" shall be deleted.

4. In Regulation 6 of Part I of Table "A" the words "five per cent" shall be substituted for the figure and words "10 per cent".

### LIEN.

5. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of each member, whether solely or jointly with others, and upon the proceeds of sale thereof in respect of his indebtedness to the

Company on any account whatsoever, whether solely or jointly with any other person and such lien shall extend to all dividends from time to time declared in respect of such share.

#### TRANSFER OF SHARES.

6. Unless and until the Company in General Meeting shall otherwise determine, the Shares of the Company shall only be allotted or transferred to individual persons who are Members of the Paddle Steamer Preservation Society. A person to whom shares may be allotted or transferred pursuant to this Article is hereinafter referred to as "a person qualified for Membership of the Company". No shares shall be allotted to any body corporate and no Member shall be entitled to become the beneficial owner of more than four shares of the Company.

7. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of Shares, and shall so refuse if the transferee is not a person qualified for Membership of the Company or if the transfer would involve a contravention of Article 6 hereof.

8. (a) If any Member shall cease to be a person qualified for Membership of the Company, or if any person who is not qualified for Membership of the Company shall become entitled to any Share by reason of the death or bankruptcy of a Member, or if the Directors consider it desirable in the interests of the Company that a Member shall be expelled from Membership of the Company or if the Company in General Meeting by Ordinary Resolution resolves that a Member shall be expelled, the Directors may, if they think desirable, and if an Ordinary Resolution as aforesaid is passed, shall call upon and compel such Member or other person or (in the event of the death of a Member) his legal personal representatives, to sell to such person (being a person qualified for Membership of the Company) as may be nominated by the Directors the Shares standing in the name of such Member or former Member at the fair value thereof.

(b) In the event of it being proved to the satisfaction of the Directors that a Member is the beneficial owner of more than four Shares of the Company or that a Member controls through a nominee more than four Shares of the Company the Directors may call upon such Member to effect or arrange a transfer or transfers of the Shares in excess to such person as the Directors shall nominate and in default the Directors may authorise

some person to execute the requisite transfer or transfers and may receive the purchase money (which shall be the fair value) on behalf of the person entitled thereto. For the purpose of ascertaining as to the true beneficial ownership of any Shares of the Company the Directors may call upon any Member to make a Statutory Declaration in such terms as they think fit affirming that such Member is the beneficial owner of not more than four Shares of the Company and default in making such Declaration shall be deemed to be evidence that some person other than the registered holder is the beneficial owner of the Shares.

9. For the purposes of Article 8 hereof the fair value of a Share shall be determined by agreement between the parties concerned or, in default of agreement, by the Auditor for the time being of the Company.

10. If any such call as is referred to in Article 8 hereof is not complied with within fourteen days from the same being made, the Company may receive the purchase money on behalf of the person entitled thereto and may authorise some person to execute a transfer of the Shares in favour of the purchaser. The receipt of the Company for the purchase money shall be a good discharge to the purchaser, and after his name has been entered in the Register of members in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any such person.

#### GENERAL MEETINGS.

11. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Part I of Table "A".

12. In Regulation 58 (b) of Part I of Table "A" the word "two" shall be substituted for the word "three".

13. In Regulation 5 of Part II of Table "A" there shall be inserted after the word "passed" the words "as an ordinary resolution".

#### DIRECTORS.

14. The qualification of a Director shall be the holding of shares in the Company of the nominal value of £1. A Director may act before he acquires his qualification shares.

15. The number of the Directors shall be not less than two nor more than ten. The Company in

General Meeting may reduce or increase these limits. Two Directors personally present shall constitute a quorum.

16. The first Directors shall be John David Potter, Veere Frederick Burrell, Thomas Graham Cadman, Bernard Francis Cox, George Victor Wheel-  
don Gray, Anthony Michael Christopher McGinnity, Eileen Gladys Elizabeth Pritchard, Sydney Roberts, Peter George Southcombe and George Charles Train.

17. The Company may without prejudice to the provisions of Section 184 of the Companies Act, 1948 by extraordinary resolution remove any Director before the expiration of his period of office, and may by ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In the case of a Managing Director the provisions of this clause as to removal shall be subject to the terms of any contract between him and the Company.

#### SECRETARY.

18. The first Secretary of the Company shall be Dennis Leslie Dougan and the terms and conditions of his appointment shall be determined by the Directors pursuant to Regulation 110 of Part I of Table "A".

#### BORROWING POWERS.

19. Until the Company in General Meeting shall otherwise resolve the Directors may issue debentures, bonds or obligations of the Company at any time and in any form or manner and for any amount, and may raise or borrow any sums of money either upon mortgage or charge of any property or on bonds or debentures or otherwise as they may think fit, and they may cause or permit any such mortgages, charges, bonds, debentures or obligations to be redeemed or transferred as they may think fit.

#### DISQUALIFICATION OF DIRECTORS.

20. The office of Director shall be vacated if the Director :-

- (a) Resigns his office by notice in writing to the Company; or
- (b) Becomes bankrupt or insolvent, or compounds with his creditors; or
- (c) Is found lunatic or becomes of unsound mind; or

- (d) Ceases to hold his qualification, or does not obtain the same within two calendar months from the date of his appointment; or
- (e) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Companies Act, 1948.

21. Any Director may contract or be interested in any contract or arrangement with the Company, and such contract or arrangement shall not by reason of his position as a Director of the Company be avoided, nor shall such Director be liable, by reason of his position as Director, to account to the Company for any profit made by him arising out of such contract or arrangement. Every Director being interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest therein in manner required by Section 199 of the Companies Act, 1948. A Director shall be entitled to vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, after he has disclosed to the Board that he is interested therein. A Director may hold any other office of profit under the Company, except that of Auditor, upon such terms and conditions as to remuneration and otherwise as the Directors may arrange.

22. In Regulation 78 of Part I of Table "A" the words "unless the Company otherwise direct" shall be deleted.

#### NOTICES.

23. Where a notice is sent by post it shall be deemed to have been served on the day on which it was posted, and Regulation 131 of Part I of Table "A" shall be modified accordingly. In every notice calling a Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy, and that a proxy need not also be a member.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

John David Peter,  
86, Camden Hill Court,  
Kensington,  
London W.8.

Advertising Executive.

Mr George Southcombe  
"Dunelm"  
24 Quambeth Rd,  
Wotton - Supr - Mone,  
Pomerset.

Sales Manager.

DATED this 16<sup>th</sup> day of March 1963.

WITNESS to the above signatures:-

James Leslie Dargan,  
The Mill House,  
Dunyatt,  
Ilminster, Somerset  
Chartered Accountant



DUPLICATE FOR THE FILE.

No. 755216



## Certificate of Incorporation

I Hereby Certify that

PADDLE STEAM NAVIGATION LIMITED

is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this TWENTY-SEVENTH DAY OF MARCH  
ONE THOUSAND NINE HUNDRED AND SIXTY THREE.

*J. W. Whitefield.*

Assistant Registrar of Companies.

Certificate  
received by

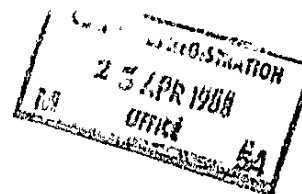
*J. Dennis for Plessey & Co. Ltd.*

Date *27/3/63*

No.755216.

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTIONS  
OF  
PADDLE STEAM NAVIGATION LIMITED  
PASSED THE 20th DAY OF FEBRUARY 1988.

At an Extraordinary General Meeting of the above named company, duly convened and held at Renfield Church Centre, Bath Street, Glasgow on the 20th February 1988 the following resolutions were duly passed:-



SPECIAL RESOLUTIONS

1. THAT the objects of the Company be altered by deleting Clause 3 of its memorandum of Association and by substituting in lieu thereof Clauses 3, 4, 7 and 8 (Clauses 4 and 5 - renumbered 5 and 6 - to remain) as set out in the print annexed hereto.

2. THAT the Articles of Association of the Company be altered in the following manner:-

(a) By amending Article 2 to provide that the Regulations numbered 2 to 6, 11 to 14, 15 to 21, 24, 33 to 39, 40 to 46, 53, 75, 77 to 79, 84 (1) to (4), 87, 88, 96 to 99, 108, 114 to 122, 128, 129 and 135 contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 shall no longer apply to this Company.

(b) By omitting Articles 3, 4, 5, 21 and 22.

(c) By adding at the end of Article 6 (renumbered 3) the following Proviso:

Notwithstanding the provisions of this Article shares of the Company may be allotted or transferred to the Paddle Steamer Preservation Society or to any body corporate (including a company limited by guarantee) established for charitable purposes or the trustees of a charitable trust without any limitation as to the number of shares beneficially owned and such persons or corporations shall be persons qualified for membership of the Company.

(d) By inserting after Article 10 (renumbered 7) under the heading "TRANSMISSION ON DEATH" a new Article 8:

In Regulation 32 of Part 1 of Table A the words "dividends and other" and the words "and if the notice is not complied with within 90 days the Governing Body (directors) may thereafter withhold payment of all dividends bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with" shall be deleted.

(e) By inserting in substitution for Article 14 a new Article renumbered 12:

The qualification of a director shall be that he or she shall be and remain a fully paid up member of the Paddle Steamer Preservation Society.

(f) By inserting after Article 17 (renumbered 15) a new Article 16:

In Regulation 76 of Part 1 of Table A the words "the remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day" shall be deleted and the word "shall" shall be substituted for "may also".

(g) By inserting at the end of Article 20(e) (renumbered 19(e)) under the heading "PROCEEDINGS OF DIRECTORS" a new Article 20:

In Regulation 102 of Part 1 of Table A there shall be added the words "All acts and proceedings of any such committee shall be reported to the directors as soon as possible".

(h) By renumbering the Articles appropriately throughout.

(i) By adding the following new Article numbered 22 under the heading "DISSOLUTION":

Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

(j) By adding at the end of the Articles the following declaration:

It is hereby agreed and declared that wherever reference is made throughout these Memorandum and Articles of Association to The Companies Act 1948 it shall wherever the context so admits mean and be deemed to mean reference to The Companies Act 1985 or any statutory modification or re-enactment thereof for the time being in force.

## ANNEX

3. The objects for which the Company is established are for the public benefit to acquire, preserve and exhibit in sailing condition or otherwise one or more examples of paddle steamers or paddle propelled vessels (hereinafter called "paddle steamers") and to acquire, preserve and exhibit a collection of marine equipment and other appurtenances and material associated with them with a view to educating the public in the historical significance of paddle steamers in the Nation's maritime and industrial heritage and in furtherance of the foregoing objects but not otherwise the Company shall have the following powers:-

(A) To operate or arrange the operation of the paddle steamers in waters traditionally sailed by them

(B) To enable as wide a section of the public as possible to gain practical experience of sailing in paddle steamers and of exploring them

(C) To stimulate and arouse interest in paddle steamers throughout the world by public meetings, publications, exhibitions and any other means by encouraging research into their history and providing the means whereby models plans photographs and other appropriate items may be preserved and exhibited

(D) To purchase, take on lease or in exchange hire or otherwise to acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Company provided that in case the Company shall desire to hold more land than the law shall for the time being permit it to hold without licence of the relevant authority such licence shall be obtained

(E) To construct maintain or alter any houses buildings vessels or works necessary or convenient for the purposes of the Company

(F) To take any gift of property whether subject to any special charitable trust or not for any one or more of the objects of the Company

(G) To take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations annual subscriptions or otherwise PROVIDED that the Company shall not undertake any permanent trading activities in raising funds for its charitable objects

(H) To print and publish any newspapers periodicals books or leaflets

(I) To sell manage lease mortgage dispose of or otherwise deal with all or any part of the property of the Company

(J) To borrow and raise money in such manner as the Company may think fit for the purposes of the Company

(K) To invest the moneys of the Company not immediately required for its purposes in or upon such investments securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided

(L) To undertake and execute any trusts or any agency business which may lawfully be undertaken by the Company

(M) To establish and support and to aid in the establishment and support of any other charities formed for all or any of the objects of the Company

(N) To do all such other lawful things in furtherance of the attainment of the above objects or any of them and which may lawfully be done by a body established for charitable purposes only

Provided that:-

(1) In case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with or invest in the same in such manner as allowed by law having regard to such trusts

(2) The Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(3) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company 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 Governing Body of the Company 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, defaults and for the due administration of such property in the same manner and to the same extent as such Governing Body would have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company shall be applied solely towards the promotion of its objects 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 shareholders of the Company and no member of its Governing Body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or benefit or money's worth from the Company.  
Provided that nothing herein shall prevent any payment in good faith by the Company:

(a) of reasonable and proper remuneration to any shareholder, officer or servant of the Company (not being a member of its Governing Body) for any service rendered to the Company

(b) of interest at a rate not exceeding six per centum per annum on money lent or reasonable and proper rent for premises demised or let by any shareholder of the Company or its Governing Body

(c) to any member of its Governing Body for out of pocket expenses

(d) to a company of which a member of its Governing Body may be a member holding no more than one hundredth part of the capital of such company.

7. If upon winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the shareholders of the Company but shall be given or transferred to some other Charitable Institution or Institutions having objects similar to the objects of the Company 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 Company under or by virtue of Clause 4 hereof such Institution or Institutions to be determined by the Company at or before the time of dissolution and if insofar as effect cannot be given to such provisions shall be transferred to the Maritime Trust

8. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place of all sales and purchases of goods by the Company and of the property credits and liabilities of the Company 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 Company for the time being such accounts shall be open for inspection of the shareholders. Once at least in every calendar year the accounts of the Company 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.

J. M. Gold

Director & Secretary

G

## COMPANIES FORM No. 225(1)

# Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

Please complete legibly, preferably in black type, or bold block lettering

\* insert full name of company

**Note**  
Please read notes 1 to 4 overleaf before completing this form

† delete as appropriate

To the Registrar of Companies  
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

755216
--------

Name of company

* PADDLE STEAM NAVIGATION LIMITED
-----------------------------------

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	0	0	4
---	---	---	---

Day Month Year

3	0	0	4	1	9	88
---	---	---	---	---	---	----

The current accounting reference period of the company is to be treated as [shortened]~~[extended]~~† and [is to be treated as having come to an end]~~[will come to an end]~~† on

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of \_\_\_\_\_  
\_\_\_\_\_, company number \_\_\_\_\_  
the accounting reference date of which is \_\_\_\_\_

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_  
and it is still in force.

Signed: J. M. Gold

Designation: Director / Secretary Date: 15th July 1988

Presentor's name address and reference (if any):

J. M. Gold  
10 CRESCENT RISE  
CRESCENT ROAD  
LONDON N3 1HS

For official Use  
General Section

Post room

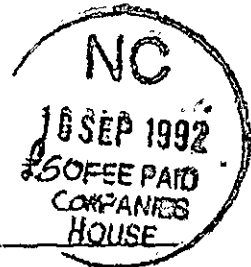
COMPANIES REGISTRATION	
19 JUL 1988	OFFICE 3

† Insert  
Director,  
Secretary,  
Receiver,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate



SPECIAL RESOLUTION ON CHANGE OF NAME

COMPANIES ACTS



COMPANY NUMBER

755216

COMPANY NAME

PADDLE STEAM NAVIGATION LIMITED

At an Extraordinary General\*/Annual General\*/General\* Meeting of the members of the above named company, duly convened and held at:

CHATHAM HISTORIC DOCKYARD

on the

6TH

day of

SEPTEMBER

1992

the following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME

PADDLE STEAMER KINGSWEAR

CASTLE TRUST LIMITED

Signature:

Chairman, Director, Secretary or Officer of the Company

Notes:

\* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent:

G. F. HUNDY  
5 THE KNAPP  
EARLEY  
READING RG6 2DD

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 755216

I hereby certify that

**PADDLE STEAM NAVIGATION LIMITED**

having by special resolution changed its name,  
is now incorporated under the name of

**PADDLE STEAMER KINGSWEAR CASTLE TRUST  
LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 22 SEPTEMBER 1992

*P. Bevan*  
P. BEVAN

an authorised officer