

Number of
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1000000

THE COMPANIES ACTS 1948 to 1967

DECLARATION of Compliance with the requirements of the
Companies Act 1948 on application for registration of a Company.

Pursuant to Section 15 (2) of the Companies Act 1948

Insert the
Name of the
Company.

“BRITAIN” PROJECT
LIMITED

Represented by

Presenter's Reference SRB

DENTON HALL & BURGIN

3 GRAY'S INN PLACE,

LONDON W.C.1.

Form No. 41
(No filing fee payable)

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 14-22 Renfrew Court,
Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 6c

[P.T.O.]

I, STEVEN RODERIC BEHARRELL

of 3 Gray's Inn Place, Gray's Inn,

London, W.C.1.

Do solemnly and sincerely declare that I am ("a" Solicitor of

the Supreme Court engaged in the formation

of

SS "GREAT BRITAIN" Project / 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 3 Gray's Inn Place
Gray's Inn London W.C.1

the 14th day of January
one thousand nine hundred and nineteen

Before me,

A. W. [Signature]

Note.—This margin is reserved for binding and must not be written in.

Steve. R. Beharrell

No.

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum

AND

Articles of Association

OF

ss 'GREAT BRITAIN' Project Limited

Incorporated the day of 197

DENTON, HALL & BURGIN,
3, Gray's Inn Place,
Gray's Inn, W.C.1.

WE HEREBY CERTIFY THAT THE
and ARTICLES OF ASSOCIATION ARE IN TYPE-

litho printed by us.

Dated this 15 December 1970

MATTHEW CREW (MANAGING DIRECTOR) LTD.

[Signature]

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

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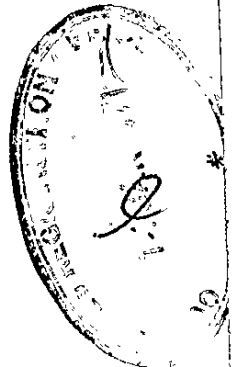
2.

Memorandum of Association

— OF —

ss 'GREAT BRITAIN' Project Limited ✓

1. The name of the Company (hereinafter called "the Project") is ss 'GREAT BRITAIN' Project Limited. ✓
2. The Registered Office of the Project will be situate in England.
3. The principal objects for which the Project is established are:-
 - (i) To acquire, transport, rebuild, restore and fit out the ss 'GREAT BRITAIN' and to preserve the same for all time for the benefit of the public as a ship of historic interest and to place the same upon public display in whole or in part as a museum of general industrial and marine archaeology.
 - (ii) To acquire whether by way of purchase, loan, gift, lease or in any other manner whatsoever any yacht, boat, ship or other vessel of importance in the evolution of shipbuilding or engineering or significant in maritime history and to transport, rebuild, restore, fit out and preserve the same for the benefit of the Public as being of historical or other interest and place the same upon public display in whole or in part as museums of general industrial and marine archaeology, engineering and design and as centres for the promotion and advancement of marine and non-marine technological research education and information.
 - (iii) To increase the sum of public knowledge of the history and evolution and the current



and future technology of ship building and industrial engineering and design, both marine and non marine and to promote the study of industrial archaeology.

Further to the above objects but not otherwise:-

- (iv) To take over the charity known as ss 'GREAT BRITAIN' Project Public Appeal June, 1969', which is registered as a subsidiary charity of the Society for Nautical Research and assume all the benefits and obligations of the same.
- (v) To maintain a technical and historical library open to the public.
- (vi) To hold conferences, seminars, meetings, lectures, courses and discussions.
- (vii) To provide, endow, furnish and fit out with all necessary furniture and other equipment, and maintain and manage such vessels dockyards buildings and other premises as may from time to time be required for the purposes of the Project.
- (viii) To employ and remunerate all such officers and servants as may be required for the purposes of the Project.
- (ix) To purchase or otherwise acquire lands and property for any estate or interest.
- (x) To edit, print and publish books, papers, reports, guide books, periodicals, circulars, articles and other matter for distribution amongst members of the Project and others in furtherance of the objects of the Project.
- (xi) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Project.
- (xii) To let as places of assembly, display centres or otherwise any part or parts of any vessel or any land or buildings and in such divisions and manner as may be expedient.
- (xiii) To raise money for any of the above purposes by mortgaging or charging all or any such property as may legally be mortgaged or charged with capital sums or with terminable annuities for lives or years.

- (xiv) To establish, promote, form and support or aid in the establishment, promotion and formation and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further the objects of the Project.
- (xv) To enter into and carry into effect any arrangement for the sale of the whole or any part of the undertaking and assets of the Project to or any arrangement for merger or amalgamation with or any arrangement to acquire the whole or any part of the undertaking or assets of any other charitable institution or institutions which may have charitable purposes in any way similar to, connected with or likely to further the objects of the Project provided that all requisite consents to any such arrangement shall have previously been obtained and provided further that it shall not be a result of any such arrangement that any charitable Institution or Institutions which may acquire any part of the assets or undertaking of the Project or which may survive or be created as a result of any such merger or amalgamation or in whose name on behalf of the Project the whole or any part of the assets or undertaking of any other Charitable Institution or Institutions may be acquired shall prohibit the distribution of its or their income amongst its or their members to an extent less than is imposed on the Project under or by virtue of Clause 4 hereof.
- (xvi) To undertake and execute charitable trusts and in particular trusts which further the foregoing objects of the Project.
- (xvii) To assist other charitable organisations, bodies, persons or person in the pursuit of any objects of the Project or charitable objects similar thereto and in particular to assist such organisations, bodies, persons or person by way of gift or loan of money or by making available facilities for research.
- (xviii) To accept subscriptions and donations (whether of real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of, to lease and accept surrenders

of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Project and generally to manage, invest and expend all monies belonging to the Project.

(xix) Subject to Clause 4 hereof to establish and support or aid in the establishment and support of pension, superannuation, life assurance or other funds and trusts of a nature usually provided by an employer for the benefit of employees and ex-employees and their dependants and to grant pensions and annuities to such persons.

(xx) To invest the monies of the Project 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) as may for the time being be imposed or required by law and subject also as hereinafter provided.

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

PROVIDED THAT -

- (a) In case the Project shall take or hold any property which may be subject to any trusts, the Project shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- (b) The Project 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 Project would make it a trade union.
- (c) In case the Project shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education and Science the Project 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 council or governing

body of the Project shall be chargeable for any such property that may come into their hands, and shall be answerable 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 council or governing body have been if no incorporation had been effected and the incorporation of the Project shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice, the Charity Commissioners or the Secretary of State for Education and Science over such council or governing body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Project were not incorporated.

4. The income and property of the Project whencesoever derived shall be applied solely towards the promotion of the objects of the Project as set forth in this Memorandum of Association and no member shall have any personal claim on any property of the Project 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 members of the Project PROVIDED THAT nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Project, or to any member of the Project, in return for any services actually rendered to the Project, nor prevent the payment of interest on money lent or reasonable and proper rent for premises demised or let by any member to the Project, but so that no member of the council or governing body of the Project shall be appointed to any salaried office of the Project, or any office of the Project paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Project to any member of such council or governing body except repayment of out of pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Project, PROVIDED THAT the provision last aforesaid shall not apply to any payment to any company of which a member of the council or governing body may be a member and 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. In the event of the Board of Trade granting to the Project a licence in pursuance of Section 19 (1) of the Companies Act, 1948 no further addition, alteration or amendment shall be made to or in the regulations contained in the Memorandum or 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 the conditions to which a licence granted by the Board of Trade to the Project in pursuance of Section 19 (1) of the Companies Act, 1948 may be subject.

✓ 7. The liability of the members is limited.

✓ 8. Every member of the Project undertakes to contribute to the assets of the Project in the event of its 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 Project contracted before he ceases to be a member, and 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 Five pounds (£5).

9. If upon the winding up or dissolution of the Project 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 Project, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Project, and which shall prohibit the distribution of its or their income and property amongst its or their members, to an extent at least as great as is imposed on the Project under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Project 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 insofar as effect cannot be given to the aforesaid provision then to some charitable object.

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.

NAME, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS

Richard Wood. Adams 25 Porchester Place W.2.	Company director
Shatten 20 Lansdown Crescent Rush	Pres.
Anthony H. Adams 50 Smith Street Temple C.C.	Baronet - d. lan.
D. Gould-Adams 25 Porchester Place W.2.	Horticultural Author
Madame Munn Cadland, Fawley, Southampton	Farmer
John O. B. Cortell The Coach House Woking Park House.	Naval Architect
George P. B. Marsh 5 Hardy Rd Black Heath London S.E.3	Civil Servant

DATED the 11th day of January 1971

WITNESS to the above Signatures:-

A. Fitzgerald

Quarry House,
Quarry Court,
Chancery Lane,
London. W.C.2.

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

— OF —

ss 'GREAT BRITAIN' Project Limited ✓

1. In these Articles:-

"the Act" means the Companies Act, 1948 as amended or modified by the Companies Act, 1967.

"the Project means . . ss 'GREAT BRITAIN' Project Limited.

"the Seal" means the Common Seal of the Project.

"the General Secretary" means any person appointed to perform the duties of General Secretary of the Project.

"the Council" means the Council of the Project constituted as hereinafter provided.

"the President" means the President of the Project.

"the Register" means the Register to be kept as provided in these Articles of Association.

"Member" where the context so requires, includes a governor.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Project.

Words importing the masculine gender shall

include the feminine and vice versa. Words importing the singular shall include the plural and vice versa.

MEMBERS

2. The number of Members with which the Project proposes to be registered is unlimited.

3. The subscribers to the Memorandum of Association the Governors and such other persons as shall be admitted to membership, as hereinafter mentioned, shall be members of the Project.

GOVERNORS

4. The President, the Director-General and any Vice President of the Project for the time being and the Members of the Council for the time being shall be Governors of the Project. In addition and subject to the other Articles of the Project the following persons shall be eligible to be Governors:-

- (a) those persons whose names are set out in the First Schedule hereto
- (b) the President for the time being of the Society for Nautical Research
- (c) every person who shall have given at least £5,000 to the funds of the Project either in one donation or by instalments of not less than £1,000 each
- (d) every person who shall covenant to pay to the Project at least £50 per annum for not less than seven years
- (e) such representative (if any) of any partnership, firm, company, public corporation or society, which shall have given £10,000 at least to the funds of the Project either in one donation or by instalments of not less than £2,000 each, or have covenanted to pay to the Project at least £1,400 per annum for not less than seven years, as shall be nominated in the case of a firm in writing signed by the partners of the firm and in the case of a corporation or society by resolution of the Directors or governing body. Any such partnership, firm or company, public corporation or society shall be entitled to nominate one representative for appointment as Governor for each £10,000 donated by it or each £1,400 covenanted annually by it as aforesaid
- (f) every person whom the Council may appoint as a Vice President of the Project

- (g) the Director General for the time being of the Project
- (h) every person whom the Council may in its sole and absolute discretion appoint as a Governor on the ground that he has conferred a benefit on or contributed importantly to the Project

A person who is entitled to become a Governor and who specifies his desire in that behalf to the General Secretary of the Project shall:-

If he becomes a Governor under the provisions of paragraph (a) or (c) hereof he a Governor for life.

If he becomes a Governor under the provisions of paragraph (b) (f) or (g) hereof he a Governor during such time as he holds the office of President of the Society for Nautical Research, Vice President of the Project or Director General of the Project respectively.

If he becomes a Governor under the provisions of paragraph (d) hereof he a Governor for the period covered by each covenant.

If he becomes a Governor under the provisions of paragraph (e) hereof he a Governor for his life if the body which he represents shall have made such a donation as is therein specified or the period covered by each covenant if the body which he represents shall have made any such covenant as is therein specified.

If he becomes a Governor under the provisions of paragraph (h) hereof he a Governor for such period or periods as the Council may from time to time determine.

5. Every person who under the last preceding Article shall become a Governor for his life shall be and is hereinafter called a Life Governor.

6. Any Governor including a Life Governor may resign by notice in writing, sent by post or delivered to the General Secretary and thereupon shall cease to be a Governor. No such resignation shall in any way affect the liability of him or such body as he may represent to make all payments due to the Project.

7. If the annual covenanted payment of a Governor or a body who has nominated a Governor is six (6) months in arrear such Governor or nominated representative shall cease to be a Governor of the Project, but such termination shall not in any way affect his liability or the liability of any body which he may represent to make all payments due under any such covenant.

8. The Council shall have the right to remove the name whether of an individual or of the representative of any such body as aforesaid from the list of Governors at any time without giving any reason therefor but notice of the intention to propose any such removal shall in every case be given in writing to each Governor not less than seven days before the Council Meeting at which the proposal is to be made. Such individual or representative shall receive a similar notice and shall be permitted to state his case before the Council at such Council Meeting.

9. No partnership, firm, company, public corporation or society shall be entitled to nominate more than one Life Governor under Article 4 (e) in respect of any one sum of £10,000 donated as therein specified and upon any Life Governor, appointed as a representative of any such body resigning, dying or being removed from the list of Governors, no such body shall be entitled to nominate any further representative as Life Governor in the absence of a further donation of not less than the sum specified in the said Article 4 (e).

MEMBERS

10. (a) Any individual or a representative of any partnership, firm, company, public corporation or society who may contribute financially or otherwise to the aims of the Project may, at the sole discretion of the Council, provided he shall so agree, become a member of the Project.

(b) Subject to the other Articles of the Project, any person shall be eligible for membership and any partnership, firm, company, public corporation or society shall be able to nominate a representative who shall be eligible for membership if such person or body shall covenant to pay to the Project a sum of not less than £5 per annum for not less than seven years and such individual or representative shall be a Member during the period of such covenant.

11. Every Governor of the Project shall be a member during the period of his Governorship but no member shall become a Governor other than pursuant to Articles 4 - 9 inclusive hereof.

12. In the event of any individual or representative of any partnership, firm, company, public corporation or society being appointed a member as a result of his, or any such body

covenanting to make any payment or payments to the Project, he shall cease to be a member if any such payment is more than six (6) months in arrear. Such termination of membership shall not in any way affect his or such body's liability to make all payments due under such covenant.

13. The Council shall have the right to remove the name, whether of any individual member or one who is a representative of any body from the list of members at any time but notice of the intention to propose any such removal shall in every case be given in writing to each member of the Council not less than seven days before the Council Meeting at which the proposal is to be made. Such member shall receive a similar notice and shall be admitted to state his case before the Council of such meeting.

QUALIFICATION

14. The Council may from time to time at its sole discretion vary any of the sums and the period of seven years specified in Articles 4 or 10 hereof and following the date of such variation the payments required to be made to qualify as a Governor or Member and the period during which the same are to be made shall be varied accordingly. Provided That no such variation shall affect the qualification of a Governor or Member arising out of a payment made or a covenant executed prior to the date of such variation.

ADMISSIONS

15. Any person desiring to become a Governor or Member and any partnership, firm, company, public corporation or society desiring to appoint a representative as a Governor or Member shall send to the General Secretary on the form provided for the purpose, an application for admission which shall be laid before the next meeting of the Council. When the Council have admitted a candidate, the General Secretary shall give him notice thereof. Notwithstanding anything herein contained the Council shall have at its sole and absolute discretion the right to refuse to admit as a Governor or Member any individual or any representative of any body who may be eligible to be a Governor or Member, without giving any reason for such refusal.

REGISTER

16. A Central Register shall be kept by the General Secretary of the following particulars of each Member:-

- (i) Name and Address
- (ii) Whether or not a Governor
- (iii) Date of admission
- (iv) Nature of Contribution
- (v) Name of body which he represents (if any).

RESIGNATION

17. Any Member, not being a Governor, may by notice in writing to the General Secretary, resign his membership of the Project after payment of all sums whatsoever due from him to the Project.

READMISSION

18. The Council may at its sole and absolute discretion readmit to membership any person whose membership has terminated from any cause provided that he satisfies the Council that he is worthy of readmission and pays to the Project any sums of whatsoever nature owing to it from him or any body which he may represent or have represented.

GENERAL MEETINGS

19. The Project shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Project and that of the next. Provided Always so long as the Project holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. An Annual General Meeting shall be held at such time and place as the Council shall determine to receive and consider the report of the Council and to vote on the election of the Council for the ensuing year.

20. All general meetings other than Annual General Meetings shall be Extraordinary General Meetings.

21. The Council may, whenever they think fit, convene an Extraordinary General Meeting to consider any matter relative to the government control or management of the affairs and business of the Project and Extraordinary General Meetings to consider any such matter shall also be

convened by such requisitionists as are provided by Section 132 of the Act.

If at any time there are not within the United Kingdom sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two Governors of the Project may convene an Extraordinary General Meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Council.

NOTICE OF GENERAL MEETINGS

22. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice in writing at the least, and every general meeting of the Project or of any class of Members thereof other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by seven days' notice in writing at the least. The notice shall be exclusive of the day on which it is served and deemed to be served and of the day for which it is given, and shall specify the place, the day and the time of meeting and, in the case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Project in general meeting, to such persons as are under the Articles of the Project entitled to receive such notice from the Project.

Provided that a Meeting of the Project shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the Annual General Meeting by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety five per cent of the total voting rights at that meeting.

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

PROCEEDINGS AT GENERAL MEETINGS

24. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Council and the auditors, the election of members of the Council in place of those retiring and the appointment of, and fixing of the remuneration of the Auditors.

25. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. Save as herein otherwise provided six (6) Members present in person and entitled to vote shall be a quorum.

26. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present and entitled to vote shall be a quorum.

27. The President, if present, shall be Chairman at every general meeting. If the President is not present or is unwilling to act the Director-General (if any) shall be Chairman at such meeting and if there is no Director-General or he is not present or is unwilling to act, the members of the Council present shall by majority vote elect one of their members to be Chairman of the meeting and for such purpose the member or members of the Council who are present shall form a quorum.

28. If at any meeting no member of the Council is willing to act as Chairman or if no such member is present the Members present and entitled to vote at such meeting shall choose one of their number to be Chairman of the meeting.

29. The Chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for

thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

30. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- (a) by the Chairman, or
- (b) by at least three Members present in person or by proxy and entitled to vote at such meeting, or
- (c) by any Member or Members present in person or by proxy and representing not less than one tenth of the total voting rights of all the Members entitled to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Project shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

31. Except as provided in Article 33, if a Poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

32. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

33. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

34. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Project duly convened and held.

VOTES OF MEMBERS

35. Every Member shall have one vote.

36. A Member, mentally disordered, or in respect of whom an order has been made by any court having jurisdiction over persons mentally disordered, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

37. No Member shall be entitled to vote at any general meeting unless all moneys presently payable by him or the body which he represents to the Project have been paid.

38. On a poll votes may be given either personally or by proxy.

39. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy must be a Member of the Project.

40. 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 of that power or authority shall be deposited at the registered office of the Project or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

41. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

44. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, mental disorder or revocation as aforesaid shall have been received by the Project at the Registered Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

COUNCIL

45. The Council shall consist of:-

- (a) The Honorary Treasurer of the Project for the time being.
- (b) Not less than six (6) nor more than fifteen (15) elected members.
- (c) Any Vice-Presidents for the time being of the Project.

46. The first elected members of the Council shall consist of the persons named in the Second Schedule to these Articles who shall hold office until the Annual General Meeting to be held in the Year 1973.

47. At the Annual General Meeting to be held in the Year, 1973, and at the Annual General Meeting in every subsequent year, one third of the elected members of the Council or the number nearest thereto shall retire in rotation subject to Article 62 hereof according to seniority of standing on the Council and the vacancies so caused shall be filled up by the members at such Meeting. In case of equal seniority, the members or member to retire shall be determined by ballot at a meeting of the Council held previously to the Annual General Meeting. Any retiring elected members shall be eligible for re-election.

48. There shall be no restriction upon the number of times that a Member may be elected to the Council.

49. Not less than one third of the members proposed to be elected as members of the Council at any one time shall be Governors.

50. Any vacancy among the elected members of the Council caused otherwise than by retirement under Article 47 hereof may be filled up by the Council by co-option.

51. All elected members of the Council shall

remain in office until their successors are appointed.

52. The Council may act for all purposes notwithstanding any vacancy in their number and all proceedings at any meeting of the Council shall be valid and effectual notwithstanding that it may be afterwards discovered that any member of the Council has been informally elected or is not properly qualified.

53. If at an Extraordinary General Meeting summoned on requisition a Resolution disapproving of any act on the part of the Council shall be passed by a majority of ninety per cent of the Members present and voting on the question, the elected members of the Council shall immediately cease to hold office and new members shall be elected in their place at the same meeting, but the old members or any of them shall, save as herein otherwise provided, be eligible for re-election.

POWERS AND DUTIES OF THE COUNCIL

54. Subject to the powers of the Members, the Project and the property and affairs thereof shall be under the control and management of the Council.

55. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the last preceding or any other Article, the Council shall have the following powers, namely -

- (a) to expend the funds of the Project in such manner as they shall consider most beneficial for the purposes of the Project, and to invest in the name of the Project or in the names of Trustees, such part thereof as they may see fit, and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale for the purposes of the Project
- (b) to acquire in the name of the Project or in the names of the Trustees, build upon, pull down, rebuild, add to, alter, repair, improve, sell or dispose of or otherwise deal with any land, buildings, or premises for the use of the Project
- (c) to acquire in the name of the Project or in the name of Trustees, restore, rebuild, fit out, alter, repair, improve, sell or dispose of or otherwise

deal with any vessels for the use of the Project

- (d) to enter into contracts on behalf of the Project
- (e) to borrow money upon the security of any of the property of the Project and to grant or direct to be granted mortgages for securing the same
- (f) to delegate all or any of their powers to any committee
- (g) to make, and from time to time to repeal or alter, regulations as to the management of the Project and the affairs thereof and as to the duties of any officers or servants of the Project and as to the conduct of business by the Council or any such sub committee, and as to any other matters or things within the powers or under the control of the Council provided that the same shall not be inconsistent with the Memorandum or Articles of Association
- (h) to appoint a committee from among the Members and such other persons as it shall think fit for the purposes of pursuing and co-ordinating the fund raising activities of the Project and to make such rules for the conduct of the proceedings of such committee as it shall from time to time think fit provided that the Honorary Treasurer of the Project shall at all times be a member thereof
- (i) generally to do all things necessary or expedient for the due conduct of the affairs of the Project not herein otherwise provided for.

56. The Council may meet for the despatch of business, adjourn and otherwise regulate their meetings as they may think fit and three (3) members of the Council shall be a quorum. Six (6) members of the Council may at any time and the General Secretary shall, upon the request in writing of six (6) members of the Council, summon a meeting of the Council. Notice of every meeting of the Council stating the general particulars of all business to be considered at such meeting shall be sent by post to each member of the Council at least three (3) days before such meeting, unless urgent circumstances require shorter notice;

but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars.

57. Save as otherwise herein expressly provided, all questions shall be decided by the votes of the majority of the members of the Council present and voting thereon at a meeting of the Council.

58. The Council shall cause Minute Books to be kept of the proceedings of general meetings of the Project and of meetings of the Council and any committee and shall cause entries to be made therein of all Resolutions put to the vote and of the result of the voting and any such Minutes signed by the Chairman or by a member of the Council present at the meeting shall be sufficient evidence of the due passing of any Resolution and of the amount of the majority voting in favour thereof.

59. The President for the time being of the Project shall be Chairman of the Council. In his absence from any meeting of the Council, a Chairman shall be elected by the meeting. In case of equality of votes, the Chairman shall have a second or casting vote.

60. Bankers shall be appointed and may be changed by the Council and cheques shall be signed by the Honorary Treasurer or in such other manner as the Council may from time to time direct.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

61. The office of a member of the Council whether an elected Member or not shall be vacated if the member:-

- (a) holds an office of profit with the Project; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a member of the Council by reason of any order made under Section 188 of the Act; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Project; or

(f) is directly or indirectly interested in any contract with the Project and fails to declare the nature of his interest in manner required by Section 199 of the Act.

A member of the Council shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote, his vote shall not be counted.

The provisions of Section 185 of the Act, are hereby expressly excluded and the Project shall not be subject to that Section.

OFFICERS

62. There shall be a President of the Project. The first President shall be Mr. Richard Gould-Adams and future Presidents shall be appointed by the Council from among its members. Each President shall hold office for a period of two years unless previously removed from office by a unanimous vote of the other members of the Council. The President shall not retire by rotation pursuant to Article 47 hereof nor be taken into account in determining the rotation of retirement of council members during his term of office.

63. The Council may appoint Vice Presidents of the Project. A Vice-President need not be a Member and shall hold office at the sufferance of the Council. There shall be no limit to the number of Vice Presidents but no such appointment shall be made unless the candidate has conferred an important benefit upon the Project and unless not less than three quarters of the elected members of the Council shall vote in favour of such appointment.

64. The Council may appoint patrons of the Project provided that the number of such patrons shall not exceed three (3). A patron need not be a Member.

65. There shall be an Honorary Treasurer of the Project. The first Honorary Treasurer shall be Mr. E.D.C. Custance, D.S.C. and future Honorary Treasurers shall be appointed by the Council. The Honorary Treasurer may at any time be removed by the Council and he shall perform such functions as shall be assigned to him by the Council.

66. There shall be a General Secretary of the Project. The first General Secretary shall be Wing Commander D. Fitzgerald Lombard and future General Secretaries shall be appointed by the

Council. The General Secretary may at any time be removed by the Council and he shall perform such functions as shall be assigned to him by the Council.

67. The Council may from time to time appoint a Director-General who need not, prior to such appointment, be a Member and such appointment shall take effect for such period and on such terms as they think fit and may revoke any such appointment. A Director-General so appointed shall not if a member of the Council whilst holding that office be subject to retirement by rotation or be taken into account in determining the rotation of Council members.

68. The Council may appoint or engage on such terms and to discharge such duties as they may think fit, such other officers and such servants and professional advisers and counsellors as they shall see fit and may dismiss any officer or servant and withdraw instructions from any professional adviser or counsellor so engaged.

SEAL

69. The Council shall provide a Common Seal for the purposes of the Project which shall be kept under such custody and control as the Council shall from time to time determine. The Seal of the Project shall not be affixed to any instrument except pursuant to a Resolution of the Council and every instrument to which the Seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the General Secretary or by a second member of the Council or by some person appointed by the Council for the purpose.

ACCOUNTS

70. The Council shall cause true accounts to be kept:-

- (i) of all monies received and expended by the Project and the matters in respect of which such receipts and expenditure take place; and
- (ii) of the assets and liabilities of the Project.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Project's affairs and to explain its transactions.

71. The Project may at a general meeting

impose reasonable restrictions as to the time and manner at and in which the books and accounts of Project may be inspected by the Members and subject thereto the books and accounts shall be open to inspection by the Members at all reasonable times during the usual business hours.

72. The Council shall lay before the Annual General Meeting of the Project in each year an income and expenditure account of the Project and a Balance Sheet for the year ending on the previous June 30th. Such Account and Balance Sheet shall be accompanied by a Report of the Council as to the state of affairs of the Project and a Report of the Auditors and shall comply with the provisions of Schedule VIII of the Companies Act, 1948 and the Companies Act, 1967. A copy of every Account and Balance Sheet together with two copies of the said Reports shall, not less than twenty one clear days before the date of the meeting before which such Balance Sheet and Reports are to be laid, be sent to all persons entitled to receive notices of general meetings of the Project.

AUDITORS

73. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Companies Act, 1948.

NOTICES

74. A notice may be served upon any member either personally or by sending it through the post in a pre-paid letter, addressed to such Member at his registered address for service, if any. In the latter case it shall be deemed to have been served at the time when the letter containing the same would have been delivered in the ordinary course of second class letter post, except in the case of a notice of a meeting when it shall be deemed to have been served at the expiration of twenty four hours after the posting of such notice and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.

75. If a Member has not a registered address for service, any notice shall be sufficiently served on him by posting up in the office of the Project such notice addressed generally to the Member. A Member who has no registered address in the United Kingdom and has not supplied an address within the United Kingdom for the giving of notices to him shall not in the absence of a special arrangement agreed previously in writing by the General Secretary be entitled to have a notice served on him.

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

WINDING UP

77. The provisions of the Memorandum of Association relating to the winding up or dissolution of the Project shall have effect and be observed as if the same were repeated in these Articles.

THE FIRST SCHEDULE hereinbefore referred to

The First Governors of the Project

R.J.M. GOOLD-ADAMS
 ANTHONY ABRAHAMS
 THE RT. HON. LORD ALDENHAM
 ROBERT ADLEY
 SIR MICHAEL CARY
 DR. E.C.B. CORLETT
 MALDWIN DRUMMOND
 THE RT. HON. E.B.L. DU CANN, M.P.
 GRAHAME FARR
 WING CMDR. D. FITZGERALD-LOMBARD
 JACK HAYWARD
 JOHN HILL
 RICHARD HILL
 THE RT. HON. EARL JELlicoe, P.C.
 PETER KIRK, M.P.
 KARL KORTUM
 C.H. MILLER
 LT. CDR. G.P.B. HAISH
 SCOTT NEWHALL
 L.T.C. ROLT
 J.L.E. SMITH
 JOHN SMITH
 PETER SCOTT
 SIR IAIN STEWART
 THE RT. HON. LORD STRATHCONA
 THE RT. HON. LADY STRATHCONA
 WILLIAM SWIGERT, JR.
 ADRIAN SWIRE
 S.A. URRY
 COMMANDER A.J. VILLIERS
 SIR BARNES WALLIS
 SIR JOHN WILLIAMS

THE SECOND SCHEDULE hereinbefore referred to

The First Elected Members of the Council

R.J.M. GOOLD-ADAMS
 ANTHONY ABRAHAMS
 DR. E.C.B. CORLETT
 MALDWIN DRUMMOND
 MRS. R.J.M. GOOLD-ADAMS
 THE RT. HON. LORD STRATHCONA
 ADRIAN SWIRE

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Richard Gould-Adams
25 Porchester Place W.2. Company director

~~Shattuck~~
20 Lincoln Court
Rd. (Plen.)

Anthony Adams
Glasgow & Co.
Temple E.C.4 Banker

D. Gould-Adams
25 Porchester Place W.2. Horticultural Author.

Maes
Cadland, Gosport
Southampton Farmer

Genl. R. B. Lott
The Coach House
Dorset Park W.2. Naval Architect.

George P. B. Marsh
5 Hardy Rd
Blackheath
London S.E.3 Civil Servant

DATED the 11th day of January 1971.

WITNESS to the above Signatures:

Quarry House,
Quarry Court,
Chancery Lane,
London W.C.2.

D. H. [Signature]
GENERAL SECRETARY



CERTIFICATE OF INCORPORATION

No. 1000878

I hereby certify that

SS 'GREAT BRITAIN' PROJECT LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the **27TH JANUARY, 1971.**


(F. L. KNIGHT)

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 TO 1967

(Conv)

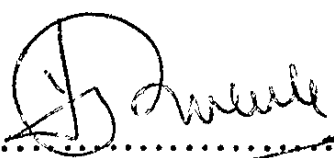
SPECIAL RESOLUTION

pursuant to sections 141(2) of the Companies Act 1948
of.....^{SS}~~SS~~ Great Britain Project Limited.....
Passed.....15th January, 1974.....

At an Extraordinary General Meeting of the members of the
above-named Company, duly convened and held at the
Registered Office, Great Western Dock, Gas Ferry Road,
Bristol BS1 6TY on.....15th January, 1974.....
the following SPECIAL RESOLUTION was duly passed:-

✓ "That the Articles of Association concerning the
composition of the Council paragraph 45 (b) be amended
as follows:

'Not less than six (6) not more than thirty
six (36)'."

Signature.....

Description.....*Secretary*.....

Presented by.....^{SS}~~SS~~ Great Britain Project Ltd.....

.....Bristol.....

Presenter's Reference...CR 4/1.....

RECEIVED
25 JAN 1974
OFFICE

1. Great Western Dock, Gas Ferry Rd, Bristol

1030818
53.

MINUTES OF AN EXTRA-ORDINARY MEETING OF MEMBERS
HELD AT THE WATERSHED, CANONS ROAD, BRISTOL AT
11.45am WEDNESDAY 24th APRIL 1985.

1. The Chairman, Dr. Basil Greenhill, presided over the same members who had just concluded the 14th A.G.M. He said that there was just one item to consider which was the special resolution shown on the Notice of Meeting and he invited the General Secretary to explain the position. Mr. Bradbury said that the Council were recommending to Members that the upper limit for the number of elected members of Council which had at one time been raised to 36 should be set at 24. This was in addition to the Vice-Presidents and the Honorary Treasurer. The present number on the Council was 18 elected members so this left a margin of 6 and was a more convenient size for the Council. After a question as to why the number had been raised, had been replied to by Mr. Gould-Adams, the motion to amend Article 45(b) to read that the number of elected members on the Council shall be not less than 6 or more than 24, was proposed by Mr. Richard Hill, seconded by Mr. Jack Hayward and agreed unanimously.

The meeting concluded at 12.00 noon.

*Certified true copy of
Minutes for EGM
A. J. Bradbury
Company Secretary*

