

# Declaration of compliance with the requirements on application for registration of a company

# 41a

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ]

1629881

Name of Company

NAUTICAL MUSEUMS TRUST LIMITED

I, PETER RICHARD VALENTINE MARSDENof 21 MEADOW LANE, LINDFIELD, SUSSEX, RH16 2RJ.do solemnly and sincerely declare that I am Secretary,of "The Nautical Museums Trust Limited."

and that all the requirements of the Companies Acts 1948 to 1980  
in respect of the registration of the said company  
and of matters precedent 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 69/71 MODURTE  
LONDON  
ES 2 -

Signature of Declarant

P. Marsden

the 17<sup>th</sup> day of MARCHOne thousand nine hundred and EIGHTY TWObefore me Hugh B. Jenyns Hugh B. Jenyns

A Commissioner for Oaths or Notary Public or Justice of the  
Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths

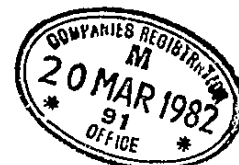
Presenter's name, address and  
reference (if any):

Mr Peter Marsden,  
21 Meadow Lane,  
Lindfield,  
Sussex,  
RH16 2RJ.

For official use

New companies section

Post room



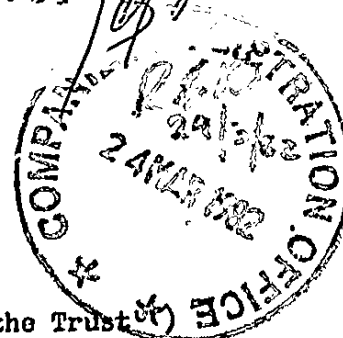
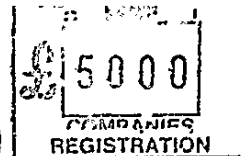
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION  
OF  
NAUTICAL MUSEUMS TRUST LIMITED

1. The name of the Company (hereinafter called "the Trust") is "NAUTICAL MUSEUMS TRUST LIMITED".
2. The registered office of the Trust will be situate in England.
3. The object of the Trust is to advance the education of the public in nautical history and archaeology by the provision of a museum of museums as is considered necessary. In furtherance of the above-mentioned object but not further or otherwise the Trust shall have the following powers:-
  - (a) To promote and preserve for the benefit of the public nautical objects of historical importance in a museum or museums.
  - (b) To acquire exhibits for the museums and carry out restoration and research in relation to the same for the purpose of public display of the said exhibits and education of the public by this dissemination of the useful results of the research conducted and to carry out works for the improvement and development of the museums.
  - (c) To create lectures, conferences, symposia, training courses, film shows and publications for the better public understanding of the surviving traces of nautical history and archaeology.
  - (d) To encourage the protection of archaeological sites and the antiquities therefrom, of importance in nautical history.
  - (e) Subject to the provisions of Section 14 of the Companies Act, 1948, and to the provisions hereinafter contained as to any property subject to the jurisdiction of the Charity Commissioners of England and Wales, to purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges the acquisition of which the Trust may from time to time think necessary for the promotion of its objects or any of them, and to construct, maintain, add to, improve, furnish, equip and alter any building or erection necessary for the work of the Trust.

Peter Marsden.  
21, Meadow Lane  
Lindfield  
Sussex.

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- (f) To sell, let, mortgage, turn to account, manage and improve all or any of the property or assets of the Trust subject to such terms and conditions as may be thought expedient and to exercise any rights privileges or advantages, easements or other benefits for the time being attached to such property or assets and to undertake, maintain, execute and do all such lawful acts, matters and things as the Trust may be obliged or required or ought to do as the owner of such property or assets provided always that the Trust shall create no mortgage, charge, pledge or any encumbrance (other than those arising by operation of law) over any exhibit or material comprised in or acquired for the purposes of display in the Museum and provided further that no such exhibit or material shall be disposed of unless it is offered first to any charitable institution, museum, school, college or university by exchange, gift or private treaty sale before such exhibits or materials are offered for sale to the public by auction or in any other manner.
- (g) To obtain, collect and receive money and funds by way of contributions, donations, subscriptions, legacies, grants or any other lawful method, and, subject to the provisions of the said Act, to accept and receive any gifts or property of any description, whether subject to any special trust or not, for any one or more of the objects of the Trust.
- (h) To act as trustees and to undertake and execute any charitable trust which may lawfully be undertaken by the Trust and may be necessary for the attainment of its objects, and to perform any services in furtherance of the objects of the Trust, gratuitously or otherwise.
- (i) To retain or employ professional or technical advisers or workers other than a Trustee in furtherance of the objects of the Trust and to pay such fees for their services as are reasonable.
- (j) To employ any company, person or firm (other than a Trustee) to manage or assist in the day-to-day management of the Trust and of the Trust's Property or any part thereof subject always to the control and supervision of the Trustees and upon such reasonable terms as the Trustees think fit and to employ and pay a secretary and such other officials or staff as the Trustees may in their discretion from time to time determine and to fix such salaries subject always to Clause 4 hereof as the Trustees may deem proper and to enter into any service agreements which they shall consider necessary or desirable including power to determine any such employment upon such terms as the Trustees may decide.

- (k) To take such steps by person or written appeals, public meetings, film shows, sales of booklets and advertising matter, or otherwise, as may from time to time be deemed expedient for procuring contributions or donations or income to enable the Trust to carry out any of its objects which may require such assistance.
- (l) Subject to such consents as may be required by law and to the limitation provided by Clause 3(e) above to borrow, or raise money for the purposes of the Trust on such terms and in such manner as may be thought fit.
- (m) To subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Trust or calculated to further its objects.
- (n) To make any charitable donation either in cash or assets which the Trust may deem expedient.
- (o) To invest the moneys of the Trust 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.
- (p) To procure and print, publish, issue and distribute gratuitously or otherwise, newspapers, periodicals books, pamphlets, leaflets, advertisements, appeals or other literature.
- (q) To establish, support, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for, or manage or lend money or other assistance to any other educational association, society or other body, corporate or unincorporate, established for charitable purposes only and for the purpose of promoting any objects of the Trust to co-operate with manufacturers, dealers or other traders, and with the press and other sources of publicity.
- (r) To transfer or make over with or without valuable consideration any part of the property or assets of the Trust not required for the purposes for which it is formed to any body having charitable purposes or a charitable purpose as its objects or object, provided that such body is by its constitution prohibited from distributing its profits or assets among its members to at least the extent imposed by this Memorandum upon the Trust.
- (s) To amalgamate, federate, affiliate or combine wholly or in part with or to any charitable institutions, societies or companies formed for objects similar to those of the Trust, such institutions, societies or companies being prohibited from distributing profits and assets among their members to at least the extent imposed by this Memorandum upon the Trust.

- (t) To purchase take on lease or in exchange, hire or otherwise acquire and take over (so far as lawfully may be) and to hold any real or personal property and rights or privileges which the Trust may think necessary for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary for the work of the Trust.
- (u) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (v) To insure the Trust and the Trust's property against such risks as the Trustees of the Trust for the time being shall consider it prudent or necessary to insure against.
- (w) To make by-laws, rules and regulations with regard to the affairs or the management of the Trust.
- (x) To co-operate with and render financial and other assistance to associations, whether incorporated or unincorporated, the objects of which are exclusively charitable and are of a nature likely to promote the objects of the Trust, but so that nothing herein shall authorise the application of the funds of the Trust to any objects not exclusively charitable.
- (y) To pay out of the Funds of the Trust the costs, charges and expenses of and necessary for the formation and registration of the Trust.
- (z) To do all or any of the above things in any part of the world, and as principals, agents, trustees or otherwise, and by or through trustees, agents or otherwise.
- (zi) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

Provided that the objects of the Trust shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

Provided also that in case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Trust 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 Board of Trustees of the Trust shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects, and defaults, and for the due administration of such property in the same manner and to the extent as they would as such Board of Trustees have been if no incorporation had been effected, and

the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division the Charity Commissioners over such Board of Trustees, but they shall, as regards any such property by subject, jointly and separately to such control or authority, as if the Trust were not incorporated. In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Trust shall be applied solely towards the promotion of its object as set forth in the 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 members of the Trust and no member of its Board of Trustees shall be appointed to any office of the Trust paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Trust provided that nothing herein shall prevent any payment in good faith by the Trust:-
  - (a) of reasonable and proper remuneration to any member, officer or servant of the Trust (not being a member of its Board) for any services rendered to the Trust.
  - (b) of interest on money lent by any member of the Trust or of its Board at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by the Bank of England, or 3% whichever is the greater.
  - (c) of reasonable and proper rent for premises demised or let by any member of the Trust or of its Board
  - (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Trustees may be a member
  - (e) to any member of its Board of Trustees of out-of pocket expenses
5. The fourth and ninth paragraphs of this Memorandum contain conditions on which a licence is granted by the Department of Trade to the Trust in pursuance of Section 19(1) of the Companies Act, 1948.
6. The liability of the members is limited.
7. Every member of the Trust undertakes to contribute to the assets of the Trust, 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 Trust contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

8. If upon the winding-up or dissolution of the Trust 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 Trust, but shall be given or transferred to some other charitable institution or institutions, having objects similar to the objects of the Trust, 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 Trust under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
9. True accounts shall be kept of the sums of money received and expended by the Trust, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Trust; 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 Trust for the time being in force, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Trust 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.

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.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS,

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Peter Marsden, 21 Meadow Lane, Lindfield, Sussex	Archaeologist
Bill Walker, Little Lummet, Haslemere, Surrey	Co. Director
Carlingford, House of Commons, London SW1	Member of Parliament
Michael Fitzgerald, Uddiam Farm, Bodiam, Sussex	Baronet
Kee. B. Cowell, 38 Gayton Rd., London N.W. 3.	Shipwreck Researcher
D. Bateson, 18, Fishpool St., St. Albans, Herts.	Solicitor
Eric LaFerte, 77 The Mint, Rye, E. Sussex	Architect

Dated the 16<sup>th</sup> day of March 1982

Witness to the above signatures:-

RCD Baldwin Stokes Cottage, Burwash Weald, E. Sussex  
Museum Administrator.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

1629881

3

Articles of Association  
OF  
THE NAUTICAL MUSEUMS TRUST LIMITED

GENERAL

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

Words

Meanings

The Act

The Companies Act 1948.

These presents

These Articles of Association and the regulations of the Trust from time to time in force.

The Trust

The above-named Nautical Museums Trust Limited.

The Office

The registered office of the Trust.

The Seal

The common seal of the Trust.

Month

Calendar month.

In Writing

Written, printed, lithographed, partly one and partly another, and other modes of representing or producing words in a visible form.

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

Words importing the masculine gender only shall include the feminine gender and vice versa.

Reference herein to any provisions of the Act shall be a reference to such provisions as modified or re-enacted by any Statute for the time being in force.



Subject as aforesaid, any words or expressions defined in the Act or any statutory modification or re-enactment thereof in force at the date on which these presents become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in these presents. Save where inconsistent with these presents (in which case these presents shall prevail) the Regulations set out in Table C in the First Schedule to the Act shall apply to the Trust.

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

#### MEMBERS

3. (a) The number of members with which the Trust proposes to be registered is seven.

(b) The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership of the Trust in accordance with these Articles shall be members of the Trust, and their names shall be entered in the Register of Members accordingly.

4. The provisions of Section 110 of the Act shall be observed by the Trust, and every member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member.

5. The power of admitting members of the Trust shall be exercisable by the Trustees. The following persons shall qualify for membership of the Trust, namely:-

- (a) Any person, firm or company who shall pay to the Trust a donation or subscription at not less than the minimum rate fixed by the Trustees from time to time for the category concerned, together with such entrance fee, if any, as may also be fixed by the Trustees from time to time. The membership of any such person (if he is admitted) shall subsist (subject to any provisions contained in these Articles relating to termination of membership) for the period covered by such donation or subscription as may from time to time be determined by the Trust and no longer. In the event of two or more persons jointly paying such donation or subscription and entrance fee (if any), then the firstnamed may either apply himself for membership or nominate another person qualified to become a member of the Trust for membership in his place.
- (b) Any person elected by the Trustees in accordance with the provisions of Article 7 hereof shall be a member of the Trust for the period for which he is elected (subject, however, to the provisions regarding termination of membership hereinafter contained).

All nominations shall be made in writing (in form approved by the Trust) signed by the person, firm or association so nominating, and shall be left with the Secretary of the Trust at the Registered Office of the Trust, whereupon the person so nominated shall be deemed to have become

qualified to be a member of the Trust in accordance with the provisions of these Articles.

6. Every person desiring to become a member must before he can do so sign and deliver to the Trust an application for admission in such form as the Trustees may from time to time require, and such application must be accompanied by a sum equal to not less than the donation or subscription and entrance fee (if any) payable by such member in accordance with the minimum rate for the time being applicable to him in accordance with the provisions of these Articles, unless such donation or subscription and entrance fee (if any) shall have already been paid to the Trust in respect of such application for membership. Upon receipt of any application for membership and subject to the payment in respect thereof and to the provisions of Article 12 hereof, the Trust shall enter the name of such person in the books of the Trust, and upon such entry such person shall become a member accordingly.

7. The Trustees may from time to time elect any persons, who shall sign a written consent to their election, to be honorary members for life or for such other period as the Trustees may determine. Honorary members shall be entitled to all the rights of members, except the right to vote at meetings, but shall not be subject to the obligations of members, other than their obligations under Clause 9 of the Memorandum of the Trust.

8. The Trustees may from time to time subdivide membership into different categories, and may create different branches or sections and determine to which category, branch and section individual members shall belong.

9. The Trustees may from time to time fix a minimum rate of donation or subscription for different classes of members, or for different categories, branches or sections, and may from time to time vary the same, and the Trustees shall fix the period which any such donation or subscription shall cover and shall notify members accordingly.

10. A member whose donation or subscription shall remain unpaid for three months from the date on which the period covered by the previous donation or subscription expired shall thereupon cease to be a member. Donations or subscriptions paid within such period of three months shall relate back to the date upon which the period covered by the previous donation or subscription expired or otherwise as may from time to time or in a particular case be determined by the Trustees.

11. Any member being a firm, unincorporated association or body corporate may from time to time nominate any individual to represent it at meetings of the Trust and to vote on its behalf as provided by Section 139 of the Act and by notice revoke or vary such nomination.

12. The Trustees shall have full power and discretion as to the admission or refusal of any person as a member. The Trustees may also, pursuant to a resolution passed by not less than three-fourths of the Trustees present at a meeting thereof, refuse to accept a renewed subscription from any existing member whose continued membership is, in their opinion, undesirable in the interest of the Trust; provided that

such member shall have been given reasonable notice of such meeting and a reasonable opportunity of being heard thereat in support of the continuation of his membership.

13. Each member shall be entitled to received free of charge or at a price to be fixed by the Trustees one copy of all official publications of the Trust which may from time to time be published by it.

14. The privileges and obligations of a member may be transferred by writing under his hand to any one person approved by the Trust, and on the death of a member his legal personal representative, or one of his legal personal representatives if more than one, shall be entitled, subject to the approval of the Trust, to succeed to his rights of membership, or may transfer the same to some other person approved by the Trust, and the person so succeeding or taking by transfer shall become a member and shall be entitled to all the rights and privileges and subject to all the obligations of membership of the member through whom he claims.

#### GENERAL MEETINGS

15. The Trust shall hold a General Meeting in every year as its Annual General Meeting at such time and place as may be determined by the Trustees and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Trusts holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

16. All General Meetings other than Annual General Meetings shall be called Extraordinary Meetings.

17. The Trustees may whenever they think fit convene an Extraordinary Meeting and Extraordinary Meetings shall also be convened by the Trustees on such requisition, or in default may be convened by such requisitionists, as proved by Section 132 of the Act.

18. Twenty-one days' notice at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive any notices from the Trust: but with the consent of all the members entitled to receive notice thereof, or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

19. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

20. All business shall be deemed special business that is transacted at any Extraordinary Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Directors and of the Auditors, and the appointment of and the fixing of the remuneration of the Auditors.

21. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided one half of the total number of Members for the time being present by their authorised representatives shall be a quorum.

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

23. The Chairman of the Board of Trustees shall preside as Chairman at every General Meeting, but if at any time there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside the members present shall choose some other Trustee to take the chair.

24. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

25. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands or by such other method as the meeting may determine. A declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Trust, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being of the Trust shall be as valid and effective as if the same had been passed at a General Meeting of the Trust duly convened and held and may consist of several documents in the like form each signed by one or more members.

26. In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.

### VOTES OF MEMBERS

27. At General Meetings of the Trust every member shall have one vote.

A person producing a notice in writing, signed or purporting to be signed by a responsible officer of the member appointing such person shall be conclusively deemed to have been duly appointed and no further enquiry shall be made as to such persons authority to vote.

Subject to the provisions of this Article all votes shall be cast personally and proxy voting shall not be allowed.

### TRUSTEES

28. Until otherwise determined by the Trust in General Meeting the number of the Trustees shall not be less than three nor more than fifteen.

29. The first Trustees shall be appointed by the subscribers to the Memorandum of Association.

30. The Trustees, save as mentioned in the Memorandum of Association, shall not be entitled to receive any remuneration but may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with the purposes of the Trust.

### POWERS OF THE TRUSTEES

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

32. Subject to the provisions of Section 31 of the Act and to Regulation 28 hereof, in the event of the number of members of the Trust being less than seven, the continuing Trustees may continue to act for all purposes.

### BORROWING

33. The Trustees may exercise all the powers of the Trust to borrow money for the purposes of the Trust's business.

### SECRETARY

34. The Secretary shall be appointed from time to time by the Trustees for such time, at such reasonable remuneration and upon such

conditions as they may think fit, and any Secretary so appointed may be removed by them Provided always that no Trustee may be appointed as Secretary or as assistant or deputy Secretary. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Trustees may from time to time appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

#### THE SEAL

35. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Trustees and every instrument to which the seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Secretary or by a second Trustee or by some other person appointed by the Trustees for the purpose.

#### DISQUALIFICATION OF TRUSTEES

36. The office of Trustee shall ipso facto be vacated:-
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors
  - (b) If he is found lunatic or become of unsound mind.
  - (c) If he ceases to be a member of the Trust.
  - (d) If by notice in writing to the Trust he resigns his office.
  - (e) If he ceases to hold office by virtue of any provision of the Act.
  - (f) If he be removed from office by an Ordinary Resolution of the Trust in accordance with the relative provisions of these Articles.
  - (g) By way of retirement at an age to be determined by the Trust.

#### TRUSTEES

37. The Trust may from time to time by Ordinary Resolution increase or reduce the number of Trustees, but that the number of Trustees is at no time less than three.

38. The Trustees shall have power at any time, and from time to time, to appoint any person to be a Trustee, either to fill a casual vacancy or as an addition to the existing Trustees, but so that the total number of Trustees shall not at any time exceed the number fixed in accordance with these presents. Any Trustees so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.

39. The Trust may by Ordinary Resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any Trustees before the expiration of his period of office notwithstanding anything in these presents or in any Agreement between the Trust and such Trustee. Such removal shall be without prejudice to any claim such

Trustee may have for damages for breach of any contract of service between him and the Trust.

40. The Trust may by Ordinary Resolution appoint another person in place of a Trustee removed from office under the immediately preceding Article. Without prejudice to the powers of the Trustees under Article 38 the Trust in General Meeting may appoint any person to be a Trustee either to fill a casual vacancy or as an additional Trustee. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Trustee on the day on which the Trustee in whose place he is appointed was last elected a Trustee.

#### PROCEEDINGS OF THE TRUSTEES

41. The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless otherwise determined, four Trustees shall form a quorum for all business transacted at Meetings of Trustees.

42. A Trustee may, and on the request of a Trustee the Secretary shall, at any time, summon a meeting of the Board of Trustees by notice served upon the several Trustees. A Trustee who is absent from the United Kingdom shall not be entitled to notice of a meeting.

43. The first Chairman of the Board of Trustees shall be that person appointed as Chairman by a simple majority of the Members and shall hold office until the termination of the first Annual General Meeting of the Trust. Such appointment shall be made by instrument in writing signed by or on behalf of the relevant majority and shall take effect upon lodgment of the instrument at the office. Thereafter the Chairman of the Board of Trustees shall be that person appointed as Chairman by such a majority as aforesaid at each Annual General Meeting of the Trust and each Chairman so appointed shall hold office from the date of his appointment until determination of the Annual General Meeting next following the Annual General Meeting at which he was appointed. If at any meeting such Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, or if no such Chairman shall for the time being be appointed the Trustees present shall choose one of their number to be Chairman of the meeting.

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

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

46. A Trustee shall not be entitled to vote in respect of any contract, matter or arrangement in which he is interested, and shall not be counted in the quorum at any meeting at which any such matter is considered.

47. The Trustees shall cause proper minutes to be made of all appointments of officers made by the Trustees and of the proceedings of all meetings of the Trust and of the Board of Trustees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

48. A resolution in writing signed by all Trustees for the time being of the Trust including the Chairman of the Board of Trustees shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and constituted and may consist of several documents in the like form each signed by one or more Trustees.

#### ACCOUNTS

49. The Trustees shall cause proper books of account to be kept with respect to:-

- (A) all sums of money received and expended by the Trust and the matters in respect of which such receipt and expenditure take place;
- (B) all sales and purchases of goods or services by the Trust; and
- (C) the assets and liabilities of the Trust

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 affairs of the Trust and to explain its transactions.

50. The books of account shall be kept at the Office, or, subject to Section 147(3) of the Act, at such other place or places as the Trustees shall think fit, and shall as the Trustees may from time to time direct, be open to the inspection of the Trustees.

51. At the Annual General Meeting in every year the Trustees shall lay before the Trust a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Trust) made up to a date not more than four months before such meeting, together with a proper balance sheet made up at the same date. Every such balance sheet shall be accompanied by proper reports of the Trustees and the Auditors, and copies of such account balance sheets and reports (all of which shall be made in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read at the meeting as required by Section 162 of the Act.



### AUDIT

52. Once at least in every year the accounts of the Trust 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.

53. Auditors shall be appointed and their duties regulated in accordance with Section 159 to 162 of the Act.

### NOTICES

54. A notice may be served by the Trust upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

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

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

### INDEMNITY

57. Subject to the provisions of the Act every Trustee, Auditor, Secretary or other Officer of the Trust shall be entitled to be indemnified by the Trust against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

### DISSOLUTION

58. Clause 9 of the Memorandum of Association of the Trust relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.

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NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

Peter Marsden, 21 Meadow Lane, Lindfield, Sussex. Archaeologist.  
 Bill Weir Little Summit, Haverham Sussex Co. Director  
 Carly Adams House of Commons, London SW1 Member of Parliament.  
 Michael Litwack William Farm, Roding, Sussex. Barrister.  
 Rose B. Coleman 38 Gayton Rd London N.W.3. Shipmaster  
 J.D. Barton 18, Fishpool St. St. Albans Herts. Recruiter  
 Eric Ferte 77 The Mint, Rye, E. Sussex Architect.

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Dated the 16<sup>th</sup> day of March 1982

Witness to the above Signatures:-

RCD Bacon

## THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and  
secretary and intended situation  
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering

Company number

1629881

4

Name of Company

NAUTICAL MUSEUMS TRUST

Limited\*

\* delete if  
inappropriateThe intended situation of the registered office of the company  
on incorporation is as stated below

21 MEADOW LANE, LINDFIELD, SUSSEX, RH16 2RJ.

If the memorandum is delivered by an agent for the subscribers of  
the memorandum please mark 'X' in the box opposite and insert the  
agent's name and address below
☐
If the spaces provided on page 2 are insufficient and use has been made  
of continuation sheets (see note 1), please enter in the box opposite  
the number of continuation sheets which form part of this statement
☐
Presenter's name, address and  
reference (if any):Mr. Peter Marsden,  
21 Meadow Lane,  
Lindfield,  
Sussex,  
RH16 2RJ.For official use  
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



# Important

The particulars to be given are those referred in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form

Name (note 2)	<i>Carley Gordon</i>	Business occupation	<i>Member of Parliament</i>
Former name(s) (note 3)	<i>Carley Gordon Douglas</i>	Nationality	<i>British</i>
Address (note 4)	<i>House of Commons, London SW1</i>	Date of birth (where applicable) (note 6)	
<i>Higham, Farnham, Haslemere, Surrey</i>			
Particulars of other directorships (note 5)			
<i>Alpine Holdings Ltd., Alpine House, Turnpike Lane, Kingston, London W20</i>			
I hereby consent to act as director of the company named on page 1			
Signature		Date <i>16.3.82</i>	

Name (note 2)	<i>FERGUS DINGWALL BATESON</i>	Business occupation	<i>SOLICITOR</i>
Former name(s) (note 3)		Nationality	<i>BRITISH</i>
Address (note 4)	<i>18 FISHPOOL STREET ST. ALBANS HERTS</i>	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
<i>STROVER + CO. LTD.</i>		<i>ESSEX HOUSE</i>	
<i>CENTRAL HEATING INSURANCE BROKERS LTD.</i>		<i>CROWN STREET</i>	
<i>M.A.P CONSULTANTS LTD.</i>		<i>CULCHESTER ESSEX</i>	
I hereby consent to act as director of the company named on page 1			
Signature		Date <i>16.3.82</i>	

Name (note 2)	<i>William George Stephen Walker</i>	Business occupation	<i>Company Director</i>
Former name(s) (note 3)		Nationality	
Address (note 4)	<i>LITTLE SUMMIT, MILL HILL HASLEMERE E SUSSEX</i>	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
<i>Beeble Ltd, Cavendish Place Eastbourne E. Sussex</i>			
I hereby consent to act as director of the company named on page 1			
Signature		Date <i>16/3/82</i>	

Please do not  
write in this  
binding margin



**Important**

The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	<i>Peter Richard Valentine Marsden</i>	
Former name(s) (note 3)		
Address (notes 4 & 7)	<i>21 Meadow Lane, Lindfield, Sussex, RH16 2RJ.</i>	
I hereby consent to act as secretary of the company named on page 1		
Signature	<i>P. Marsden.</i>	Date <i>16 March 1982.</i>

Name (notes 2 & 7)		
Former name(s) (note 3)		
Address (notes 4 & 7)		
I hereby consent to act as secretary of the company named on page 1		
Signature		Date

Signed by or on behalf of the subscribers of the memorandum\*

Signature *Peter Marsden.* [Subscriber] [Agent]† Date *16.3.1982.*

Signature *[Signature]* [Subscriber] [Agent]† Date *16.3.82.*

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No.

1629881

I hereby certify that

NAUTICAL MUSEUMS TRUST LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at Cardiff the

19TH APRIL 1982

A handwritten signature in black ink, appearing to be 'R. J. Jones', written over a horizontal line.

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 TO 1981

# A

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

Pursuant to section 3(1) of the Companies Act 1976

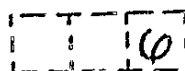
3

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number



1629881

Name of company

NAUTICAL MUSEUMS TRUST

Limited\*

\*delete if  
inappropriate**Note**Please read  
notes 1 to 5  
overleaf before  
completing this  
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 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 as shown below:

Day Month

0	5	0	4
---	---	---	---

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

Day Month Year

0	5	0	4	1	9	8	4
---	---	---	---	---	---	---	---

See note 4(c) at  
complete if  
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

The company is a [subsidiary] [holding company]† of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

Signed P. Marsden,

[Director] [Secretary]† Date 21st August 1984

Presenter's name, address and  
reference (if any):

Davies & Co  
15 Chisholm Road  
Croydon  
Surrey CRO 6UQ

For official use  
General section

Post room



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

# 225(1)

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

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

For official use

Company number

--	--	--	--

1629881
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Name of company

* NAUTICAL MUSEUMS TRUST 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

2	8	0	2
---	---	---	---

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

Day Month Year

2	8	0	2	1	9	8	9
---	---	---	---	---	---	---	---

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 P. Marsden Designation: SECRETARY Date 31 MARCH 1988

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

MILLER DAVIES  
CANTERBURY HOUSE  
2-2 SYDENHAM ROAD  
CROYDON  
CRO 9XE

For official Use  
General Section

Post room

