

THE CHATHAM HISTORIC DOCKYARD TRUST

**Resolution in writing pursuant
To Article 29 of the Articles of
Association of the Company**

We, the undersigned, being all the members of the above company for the time being entitled to receive notice of and to attend and vote at General Meetings, hereby unanimously pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held

It is resolved that

- (1) The objects, provisions regarding income and property and provisions regarding dissolution and winding up contained in the printed document attached to this resolution be and the same are hereby approved and the provisions of the Memorandum of Association of the Company be and they are hereby altered by
 - (i) the adoption of the said objects as the objects of the Company being Clause 3 of the said Memorandum in substitution for and to the exclusion of the existing objects of the Company
 - (ii) the adoption of the said provisions regarding income and property as Clause 4 of the said Memorandum in substitution for and to the exclusion of the existing Clause 4, and
 - (iii) the adoption of the said provisions regarding dissolution and winding up as Clause 7 of the said Memorandum in substitution for and to the exclusion of the existing Clause 7, and
- (2) the regulations contained in the printed document attached to this written resolution be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of the Company

THE RT HON MICHAEL HESELTINE

THE RT HON PATRICK JENKIN

SIR STEUART PRINGLE

ROBERT HUSKISSON

THE HON ANTHONY CAYZER

JOHN SPENCE

CHRISTOPHER WATES

THE RT HON THE EARL FERRERS

LEONARD MANASSEH

DATED 12th June, 1985

WEDNESDAY



RKHTAZVP
RM 07/12/2011 159
COMPANIES HOUSE

Pursuant to Clause 8 of the Memorandum of Association of the Company, we hereby agree to the alterations specified above to be made to the Memorandum and Articles of Association of the Company

THE RT HON MICHAEL HESELTINE
SECRETARY OF STATE

THE RT HON PATRICK JENKIN
SECRETARY OF STATE

DATE 21st May 1985

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
SPECIAL RESOLUTION OF
THE CHATHAM HISTORIC DOCKYARD TRUST

At an Extraordinary General Meeting of the above-named Company held at The Historic Dockyard, Chatham, Kent ME4 4TE on 7th May, 1997 at 3 00 pm the following resolution was duly passed as a special resolution of the Company

SPECIAL RESOLUTION

THAT

(A) the Memorandum of Association of the Company be amended by

(i) the insertion of the following new paragraph immediately following paragraph 3(I)

“(J) To pay the cost of purchasing and maintaining such indemnity insurance as is permitted by clause 4(F)”,

ii) renumbering existing paragraph 3(J) as 3(K), and

iii) the insertion of the following new paragraph immediately following paragraph 4(E),

“of the cost of purchasing and maintaining indemnity insurance to cover the liability of any Member of the Board of Management which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Trust, Provided that any such insurance shall not extend to any claim arising from any act or omission which the Members knew to be a breach of trust or breach of duty or which was committed by the Members in reckless disregard of whether it was a breach of trust or breach of duty and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Members of the Board in their capacity as trustees of the Trust”,

(B) the Articles of Association of the Company be amended by

(i) the insertion of the following definitions in Article 1 thereof

"The Council	City of Rochester upon Medway or its statutory successor
Council Nominees	Persons nominated by The Council to be members of the Board
Dockyard	Members of the Board of Management of Chatham Historic Dockyard Trust as at 31 st March 1997 and their successors who will be the Dockyard Nominees on the Board
Dockyard Nominees	Persons nominated by the Dockyard to be members of the Board",

(ii) the deletion of Article 5 and the substitution therefor of the following new Article

"5 The Members of the Trust are the Secretary of State for Defence and the Secretary of State for National Heritage and the members for the time being of the Board ",

(iii) the deletion of Article 11 and the substitution therefor of the following new Article

"11 Any Member may withdraw from the Trust by giving notice in writing to the Secretary and thereupon his name shall be removed from the register of Members and he shall be deemed to have retired, provided that no Dockyard Nominee Member shall be entitled to withdraw from the Trust if as a result the proportion of Council Nominee Members would be greater than 40% or that the number of Members in total would fall below the minimum for the time being permitted by law ",

(iv) the deletion from Article 20 of the words, "or one tenth of the membership whichever is greater" and the substitution therefor of the words," of which two must be Council Nominees and three Dockyard Nominees",

(v) the deletion of Article 37 and the substitution therefor of the following new Article

"37 (1) The Board will at all times comprise eleven members of whom six shall be nominated by the Dockyard after consultation with the Council, four members will be such persons as the Council shall from time to time nominate after consultation with the Dockyard, and an independent chairman appointed in accordance with article 55,

- “
- (2) Successors to the Dockyard Nominee Board members shall be nominated by the Dockyard after consultation with the Council,
 - (3) The Council shall have the power to revoke the appointment of the Council Nominees with immediate effect and to have the power to nominate successors to those members who have died, retired or whose appointment has been revoked such nominations to be made after consultation with the Dockyard within four weeks of the vacancy arising,
 - (4) At the Board Meeting following receipt of the nomination and consultations the Board shall appoint the Nominee to the Board ”,
- (vi) The deletion of Article 38,
- (vii) The deletion of Article 47 and the substitution therefor of the following new Article,
- “47 At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year two of the Dockyard Nominees and one of the Council Nominees who are members of the Board for the time being shall retire from office Provided that any member of the Board who has been appointed Chairman under article 55 shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Board Members ”,
- (viii) the deletion of Articles 49 and 50,
- (ix) the deletion of Article 51 and the substitution therefor of the following new Article,
- “51 The Trust may from time to time in General Meeting by a unanimous vote increase or reduce the number of members of the Board ”,
- (x) the insertion after the words, “The quorum shall be three” in Article 53 of the following words, “of which one shall be a Council Nominee and two shall be Dockyard Nominees”,
- (xi) the insertion of the heading “Chairman” immediately before Article 55,
- (xii) the deletion of paragraphs (1) and (2) of Article 55 and the substitution therefor of the following new paragraphs (1) and (2)

- "(1) Subject to (2) below the Board shall from time to time appoint a Chairman who shall become a member of the Board and shall be entitled to preside at all meetings of the Board at which he shall be present and the Board may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Deputy Chairman (appointed under Article 55(4) below) shall so preside. But if at that time the Deputy Chairman be not present and willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting
- (2) The first chairman is Admiral of the Fleet Sir William Doveton Minet Staveley, GCB, DL who has consented to fill that office and whose term shall be for three years from the 1st April, 1997. For the said period Sir William Staveley shall be employed by the Trust on the conditions of service and at the remuneration (to be paid to him by the Trust) as shall be determined by the members provided that the Trust may in general meeting with the consent of the said Sir William Staveley vary such conditions and remuneration "
- (xiii) the re-numbering of paragraph (3) of Article 55 as paragraph (4), the deletion of existing paragraph (4) and the insertion of the following new paragraph (3)
- "(3) Successors to Sir William Staveley will be appointed by the Board following an election in which the proposed Chairman receives at least 75% of the votes in his favour ",
- (xiv) the insertion after the words "think fit" in the third line of Article 57(1) of the words, "provided always that there is at least one Council Nominee and one Dockyard Nominee", and
- (xv) following the amendments referred to in the foregoing sub-paragraphs of this paragraph (B), Articles numbered from 39 to 71 (inclusive) be renumbered as Articles 38-68 (inclusive) and all cross references shall be amended accordingly

SIR WILLIAM D M STAVELEY
CHAIRMAN

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
SPECIAL RESOLUTION OF
THE CHATHAM HISTORIC DOCKYARD TRUST

At an Extraordinary General Meeting of the above-named Company held at 7 00pm on Tuesday 16th December 2003 at the Old Surgery, The Historic Dockyard, Chatham Kent ME4 4TZ the following resolution was duly passed as a special resolution of the Company

THAT

The Articles of Association of the Company be amended by

- 1 the deletion of Article 20 and the substitution therefor of the following new article

"20 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 five members present in person or by proxy shall be a quorum ",
- 2 the deletion of Article 37(1) and the substitution therefor of the following new article

"37 (1) The Board will at all times comprise eleven members of whom eight shall be nominated by the Dockyard, two members will be such persons at the Council shall from time to time nominate subject to agreement with the Dockyard, and an independent chairman appointed in accordance with article 52,"
- 3 the deletion from Article 50 of the words "The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business The quorum shall be three of which one shall be a Council nominee and two shall be Dockyard Nominees or such greater number at the Board may decide" and the substitution therefor of the words "The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business The quorum shall be three or such greater number as the Board may decide", and

- 4 the deletion from Article 54(1) of the words "The Board may delegate any of their powers to committees consisting of such members of the Board as they think fit, provided always that there is at least once Council Nominee and one Dockyard Nominee and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board" and the substitution therefor of the words "The Board may delegate any of their powers to committees consisting of such members of the Board as they think fit, provided always that any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board "

Admiral Sir Nicholas Hunt GCB LVO DL
Chairman

THE COMPANIES ACTS 1948 TO 1981
AND
THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM
(amended by special resolutions dated 12 June 1985 and 7 May 1997)

AND

ARTICLES OF ASSOCIATION
(adopted by special resolution dated 12th June 1985
and amended by special resolutions dated 7th May 1997 and 16 December 2003)

OF

THE CHATHAM HISTORIC
DOCKYARD TRUST

INCORPORATED ON 28TH MARCH 1984

WEDNESDAY

COMPANIES HOUSE

CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

No 1804108

I hereby certify that

THE CHATHAM HISTORIC DOCKYARD TRUST

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 28th March 1984

D B NOTTAGE
Registrar of Companies

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**THE COMPANIES ACTS 1948-1981
AND
THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION
(as amended by Special Resolutions passed
On 12th June, 1985 and 7th May, 1997)**

**OF
THE CHATHAM HISTORIC DOCKYARD TRUST**

- 1 the name of the Company (hereinafter called the "**Trust**") is "THE CHATHAM HISTORIC DOCKYARD TRUST"
- 2 The registered office of the Trust will be situate in England
- 3* The objects for which the Trust is established are
 - (1) To secure for the public benefit the preservation and use of historic dockyard at Chatham in the County of Kent (hereinafter called the "**Historic Dockyard**") in a manner appropriate to its archaeological, historical and architectural importance
 - (2) To promote and foster for the public benefit a wide knowledge and understanding of the archaeological, historical and archaeological significance of the Historic Dockyard

And the Trust shall have the following powers exercisable in furtherance of its said objects but not otherwise namely

- (A) To facilitate and encourage access to and study and appreciation of the Historic Dockyard and to display for the public benefit buildings, their contents and any other chattels
- (B) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges

* This clause was amended by a Special Resolution passed on 12th June, 1985

- (C) Subject to such consents as may be required by law to sell, let, mortgage, dispose or turn to account all or any of the property or assets of the Trust
- (D) Subject to any necessary consents, to carry out works and otherwise construct, maintain, improve and alter any buildings or structures owned by the Trust or in which the Trust has an interest
- (E) To undertake and execute any charitable trusts which may lawfully be undertaken by the Trust
- (F) Subject to such consents as may be required by law to borrow or raise money on such terms and on such security as may be thought fit and to accept grants, loans, donations, gifts, subscriptions and any other assistance
- (G) 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
- (H) To establish and support or aid in the establishment and support of any companies, associations or institutions and to subscribe or guarantee money for charitable purposes
- (I) To employ officers and servants and (subject to the provisions of Clause 4 below) to remunerate them and to provide such terms and conditions as may be appropriate
- (J)** To pay the cost of purchasing and maintaining such indemnity insurance as is permitted by Clause 4(F)
- (K) To do all such other things as are incidental to the attainment or furtherance of the said objects or any of them

Provided that

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

** This Clause was inserted by a Special Resolution passed on 7th May, 1997

- i) The Trust's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers
 - (ii) 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 Management of the Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Management 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 or the Charity Commissioners over such Board of Management, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated
- 4* The income and property of the Trust shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Trust

Provided that nothing herein shall prevent any payment in good faith by the Trust

- (A) of reasonable and proper remuneration to the Chairman or one other member of the Board of Management for any services rendered to the Trust on condition that he shall not be entitled to vote on a resolution nor attend any meeting concerning his own appointment to an office of the Trust or any payment made or to be made to him by the Trust,
- (B) of interest at a rate per annum not exceeding 2% less than the base lending rate of a bank to be selected by the Board of Management or 3% whatever is greater on money lent or reasonable and proper rent for premises demised or let by any member of the Trust or its Board of Management,
- (C) to any member of its Board of Management of out-of-pocket expenses,

* This clause was amended by Special Resolutions passed on 12th June, 1985 and 7th May 1997

- (D) of fees remuneration or other benefits in money or money's worth to any company of which a member of the Trust or its Board of Management may be a member holding not more than one-hundredth part of any class of the share capital of such company and such member of the Trust or its Board of Management shall not be bound to account for any share of the profit he may receive in respect of such payment,
- (E) of reasonable and proper professional charges by any firm in which any member of the Trust or its Board of Management may be beneficially interested and such member shall not be bound to account for any share of the profit he may receive in respect of such payment,
- (F) of the cost of purchasing and maintaining indemnity insurance to cover the liability of any Member of the Board of Management which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Trust Provided that any such insurance shall not extend to any claim arising from any act or omission which the Members knew to be a breach of trust or breach of duty or which was committed by the Members in reckless disregard of whether it was a breach of duty and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Members of the Board in their capacity as trustees of the Trust

Provided in each case that no member of the Board of Management shall be entitled to vote on any resolution providing for or relating to any sum payable to him

- 5 The liability of the members is limited
- 6 Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust contracted before he ceases to be a member, and of the costs charges and expense of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £10

- 7 * If upon the winding up or dissolution of the Trust there remains after the satisfaction of all the 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 by the Trust subject to the consent of the Secretary of State (and in this and the following clause the expression "**Secretary of State**" shall have the meaning assigned to it in Schedule 1 to the Interpretation Act 1978) to some other charitable institution or institutions having objects similar to the objects of the Trust which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 hereof and if and so far as effect cannot be given to such provisions then to some other charitable objects
- 8 No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously agreed by the Secretary of State

* This clause was amended by a Special Resolution passed on 12th June, 1985

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

Names, Addresses and Descriptions of Subscribers

PATRICK JENKIN
Secretary of State for the Environment
(A Corporation Sole by Virtue of S I 1970 No 1681)
2 Marsham Street
London
SW1

MICHAEL HESELTINE
(Secretary of State for Defence)
(A Corporation Sole by Virtue of the Defence
(Transfer of Functions) Act 1964
Ministry of Defence
Whitehall
London
SW1

DATED the 15th March 1984

WITNESS to the above Signature

Of PATRICK JENKIN

ALAN HENRY DAVIS
2 Marsham Street
London SW1
Civil Servant

Witness to the above Signature

of MICHAEL HESELTINE

W ANDERTON
23 Cantley Avenue
London SW4
Civil Servant

THE COMPANIES ACT 1948 to 1981
AND
THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
(as adopted by Special Resolution passed on
12th June, 1985 and amended by Special
Resolutions passed on 7th May, 1997 and 16 December, 2003)

OF

THE CHATHAM HISTORIC DOCKYARD TRUST

GENERAL AND INTERPRETATION

- 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

The Act	The Companies Act, 1948
The Statutes	The Companies Acts 1948 to 1981 and every other Act for the time being in force concerning joint stock companies and affecting the Company
These presents	These Articles of Association, and the regulations of the Trust from time to time in force
The Trust	The above-named Company
The Board	The Board of Management for the time being of the Trust

The Office	The registered office of the Trust
The Seal	The common seal of the Trust
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form
The Council	City of Rochester upon Medway or its statutory successor.
Council Nominees	Persons nominated by the Council to be members of the Board
Dockyard	Members of the Board of Management of the Chatham Historic Dockyard Trust as at 31st March 1997 and their successors who will be the Dockyard Nominees on the Board
Dockyard Nominees	Persons nominated by the Dockyard to be members of the Board

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

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

Words importing persons shall include corporations

Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these presents

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

MEMBERS

- 3 The number of members with which the Trust proposes to be registered is 20, but the Board may from time to time register an increase of members
- 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 Members of the Trust are the Secretary of State for Defence and the Secretary of State for National Heritage* and the members for the time being of the Board
- *Now the Secretary of State for Culture, Media and Sport*
- 6 No firm or other unincorporated association may as such become a member of the Trust, but any firm or other unincorporated association may nominate one of its members to act as its representative, apply in its name for membership and sign the application as its representative and exercise the rights of membership on its behalf. Every person so applying for membership shall be subject to the same bye-laws, rules and regulations concerning admissions and otherwise as any person not so nominated, and shall, if admitted to membership, have the same rights and be subject to the same liabilities and incidents as any person not so nominated, subject however, to the provisions of article 7. The firm or other unincorporated association shall deposit with the Board the nomination of such applicant for membership and shall give all information that may be reasonably required by the Board regarding such applicant
- 7 A firm or other unincorporated association which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such member and, subject to the consent of the Board, nominate another representative in his place. Upon receipt by the Board of any such revocation such member shall ipso facto cease to be a member of Trust or act or be entitled or recognised as a representative of such firm or association, and any person nominated in his place shall, if duly approved by the Board, be and become a member of the Trust and the representative of such firm or association in the place of the representative whose nomination has been revoked as aforesaid

- 8 All nominations and revocations mentioned in articles 6 and 7 shall be in writing signed in the case of a firm by all its members or one of its partners duly authorised in that behalf, and in the case of any other unincorporated association by its secretary or other authorised representative. Each such firm or other unincorporated association shall at the date of each nomination give to the Board in writing full particulars of the nature of the firm or association and its place of business, and of the names and private address of each partner or member thereof and all such further particulars as the Board shall require, and thereafter shall give such particulars when and as often as may be required by the Board. Any change in the constitution or nature of such firm or association or in the status of any of its members shall immediately be notified in writing to the Board who, if they do not approve such change, shall be entitled (without prejudice to article 12) to give notice in writing to the member representing such firm or association to terminate his membership and to withdraw from the Trust and thereupon such representative shall cease to act or be entitled or recognised as a member and such firm or other unincorporated association as aforesaid shall have no further right to nominate a member to act as its representative.
- 9 A corporation being a member shall be invited to nominate a person to act as its representative in the manner provided in section 139 of the Act. Such representative shall have the right on behalf of the corporation (and to the extent only to which the corporation would if a person be entitled to do so) to attend general meetings of the Trust and if so qualified vote thereat, and generally exercise all rights of membership on behalf of the corporation. A corporation may from time to time revoke the nomination of such representative, and nominate another representative in his place. All such nominations and revocations shall be intimated in writing to the Secretary.
- 10 Any director or secretary of a corporation which is a member (not being its representative nominated as aforesaid) or any partner in a firm which shall have nominated a representative who has been admitted to membership or approved as hereinbefore provided (not being such representative) may attend any general meeting of the Trust without any right of voting thereat, but the members present at any meeting may exclude any such persons who are not members from such meeting by a resolution passed by a majority of the members present and entitled to vote and no special notice shall be required before the consideration of such resolution.

- 11 Any Member may withdraw from the Trust by giving notice in writing to the Secretary and thereupon his name shall be removed from the register of Members and shall be deemed to have retired, provided that no Dockyard Nominee Member shall be entitled to withdraw from the Trust if as a result the proportion of Council Nominee Members would be greater than 40% or that the number of Members in total would fall below the minimum for the time being permitted by law
- 12 (A) A member shall ipso facto cease to be a member of the Trust if it is resolved, in accordance with the following provisions of this article, that it is not in the best interests of the Trust that he should continue to be a member and that accordingly he be removed from membership
- (B) A resolution to remove a member under this article shall not be effective unless it is passed by a majority of not less than three-fourths of such members as, being entitled to do so, attend and vote at a general meeting
- (C) Sub-sections (2) and (3) of section 184 and section 142 of the Act shall, with the appropriate modifications, apply to a resolution to remove a member under this article as though it were a resolution to remove a director under section 184 of the Act
- 13 The rights of any member shall be personal and shall not be transferable

GENERAL MEETINGS

- 14 The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, 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 Trust 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
- 15 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings
- 16 The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act
- 17 Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General

Meeting (exclusive in every case both of the day on which it served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Statutes entitled to receive such notices from the Trust, but with the consent of all members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Statutes in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit

- 18 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

- 19 All business shall be deemed special that is transacted at an Extraordinary General 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 Council and of the Auditors, the election of members of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors
- 20 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as here in otherwise provided five members present in person or by proxy shall be a quorum
- 21 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or at such other place as the Board may determine
- 22 The Chairman of the Board shall preside as Chairman at every General Meeting. If there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, then the Deputy Chairman of the Board shall so preside, but if at that time the Deputy Chairman shall also not be present or shall be unwilling to preside, then the members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Trust who shall be present, to preside

- 23 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 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 for 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.
- 24 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 upon the declaration of the result of the show of hands, demanded by the Chairman or by at least 4 members present in person or by proxy, and unless a poll be so demanded a declaration by the Chairman of the meeting 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. The demand for a poll may be withdrawn.
- 25 Subject to the provisions of article 26, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 26 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 27 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second or casting vote.
- 28 The demand of a poll shall not prevent the continuance of a meeting or the transaction of any business other than the question on which a poll has been demanded.
- 29 Subject to the provisions of the Statutes 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 (which resolution may consist of several documents in the like form each signed by one or more of the said members) or a resolution to which every such member has signified his approval in writing or by cable telegram or telex 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 for the purpose of this article a corporation which is a member may signify approval by its duly authorised representative.

VOTES OF MEMBERS

- 30 Subject as hereinafter provided, every member shall have one vote
- 31 Save as herein expressly provided, no member other than a member duly registered, who shall have paid any subscription and other sum (if any) which shall be due and payable to the Trust in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting
- 32 Votes may be given on a poll either personally or by proxy On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands A corporation may vote by its duly authorised representative appointed as provided by Section 139 of the Act A proxy need not be a member
- 33 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
- 34 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution
- 35 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity 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 the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used

36 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit

"
 "I,
 "of
 "a member of
 "hereby appoint
 "of
 "and failing him,
 "of

"to vote for me and on my behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting of the Association to be held on the day of and at every adjournment thereof

"As witness my hand this day of 19 "

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

BOARD OF MANAGEMENT

- 37 (1) The Board will at all times comprise eleven members of whom eight shall be nominated by the Dockyard, two members will be such persons at the Council shall from time to time nominate subject to agreement with the Dockyard, and an independent chairman appointed in accordance with article 52,
- (2) Successors to the Dockyard Nominee Board members shall be nominated by the Dockyard after consultation with the Council,
- (3) The Council shall have the power to revoke the appointment of the Council Nominees with immediate effect and to have the power to nominate successors to those members who have died, retired or whose appointment has been revoked such nominations to be made after consultation with the Dockyard within four weeks of the vacancy arising,
- (4) At the Board Meeting following receipt of the nomination and consultations the Board shall appoint the Nominee to the Board
- 38 (1) The members of the Board shall be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Board or any of its committees or any general meetings of the Trust in connection with the business of the Trust

- (2) The Trust in general meeting may
- (A) subject always to the provisions of Clause 4 of the Memorandum of Association of the Trust, appoint one or more of the Board to any office (except auditor) or employment in the Trust for such period and on such terms (including remuneration) as is thought fit, and may revoke such appointment (but so that revocation shall be without prejudice to any rights or claims which the person whose appointment is revoked may have against the Trust by reason of such revocation),
 - (B) permit any person appointed to the Board to continue in any other office or employment held by him before such employment
- (5) A member of the Board shall not vote in respect of any contract or arrangement in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted
- (6) For the purposes of paragraph (3) of this Article a member of the Board shall be deemed not to be interested in any contract or arrangement in any matter arising thereout if his interest therein arises solely by virtue of his being a member officer or representative of a Local Authority or a member of the Trust or a member of a company in which he holds not more than one-hundredth part of any class of the capital
- 39 The Board may from time to time and at any time appoint any member of the Trust as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then eligible for re-election
- 40 No person who is not a member of the Trust shall in any circumstances be eligible to hold office as a member of the Board

- 41 The business of the Trust shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust including the power to appoint officers and servants (unless in either case they are members of the Board), 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 Statutes or by these presents required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations, being not inconsistent with the aforesaid regulations or provisions, 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 Board which would have been valid if such regulation had not been made
- 42 The members for the time being of the Board may act notwithstanding any vacancy in their body, provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose

SECRETARY

- 43 Subject to section 21(5) of the Companies Act 1976 the Secretary shall be appointed by the Board for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy Secretary, if there be no Secretary or no Secretary capable of acting

THE SEAL

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

DISQUALIFICATION OF MEMBERS OF THE BOARD

- 45 The office of a member of the Board shall be vacated
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors
 - (B) If he becomes 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 reason of any order made under section 188 of the Act
 - (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act

ROTATION OF MEMBERS OF THE BOARD

- 46 At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, two of the Dockyard Nominees and one Council Nominee who are members of the Board for the time being shall retire from office. Provided that any member of the Board who has been appointed Chairman under article 52 shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Board Members
- 47 The members of the Board to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Board shall be eligible for re-election
- 48 The Trust may from time to time in General Meeting by unanimous vote increase or reduce the number of members of the Board
- 49 In addition and without prejudice to the provisions of section 184 of the Act, the Trust may by Extraordinary Resolution remove any member of the Board before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead, but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed

PROCEEDINGS OF THE BOARD

- 50 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. The quorum shall be three or such greater number as the Board may decide. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- 51 A member of the Board may, and on the request of a member of the Board the Secretary shall, at any time summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.

CHAIRMAN

- 52 (1) Subject to (2) below the Board shall from time to time appoint a Chairman who shall have been a member of the Board and shall be entitled to preside at all meetings of the Board at which he shall be present and the Board may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Deputy Chairman (appointed under Article 52(4) below) shall so preside. But if at that time the Deputy Chairman be not present and willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting.
- (2) The first Chairman is Admiral of the Fleet Sir William Doveton Minet Staveley GCB, DL who has consented to fill that office and his term shall be for three years from the 1st April 1997. For the said period Sir William Staveley shall be employed by the Trust on the conditions of service and at the remuneration (to be paid to him by the Trust) as shall be determined by the members provided that the Trust may in general meeting with the consent of the said Sir William Staveley vary such conditions and remuneration.
- (3) Successors to Sir William Staveley will be appointed by the Board following an election in which the proposed Chairman received at least 75% of votes in his favour.

- (4) The Board shall from time to time elect from one of their number a Deputy Chairman and shall determine for what period he is to hold office provided that such appointment shall determine when such person shall cease to be a member of the Board in accordance with any of the provisions of these Articles (including Article 46 relating to retirement of members by rotation)
- 53 A meeting of the Board at which a quorum is present shall be competent to exercise all authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Board generally
- 54 (1) The Board may delegate any of their powers to committees consisting of such members of the Board as they think fit, provided always that any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. Any such committee may co-opt to serve on that committee persons who are not members of the Board on such terms (including terms as to voting) as that committee thinks fit, provided that, without the consent of the Board, not more than two such persons shall be co-opted. All acts and proceedings of any such committee shall be reported to the Board
- (2) The Board may entrust to and confer upon any member of the Board or officer or servant of the Trust (whether or not a member of the Board) the powers exercisable by the Board upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers
- 55 All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting on behalf of the Board in accordance with Article 54(2) above, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board

- 56 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Trust and of the Board and of any committee of the Board, 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
- 57 A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee (which resolution may consist of several documents in the like form each signed by one or more of such members) or a resolution to which every such member has signified his approval in writing or by cable telegram or telex shall be valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted and for the purpose of this Article a corporation which is a member may signify approval by its duly authorised representatives

ACCOUNTS

- 58 The Board shall cause accounting records to be kept in accordance with the requirements of the Statutes
- 59 The accounting records shall be kept at the office, or, subject to the provisions of the Statutes, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board
- 60 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Trust or any of them shall be open to the inspection of members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Board or by the Trust in General Meeting

61 At the Annual General Meeting in every year the Board shall in accordance with the provisions of the Statutes 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 as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed 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 clear days before the date of the meeting, subject nevertheless to the provisions of section 158(1)(c) of the Act,

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 before the meeting as required by section 14 of the Companies Act 1967

AUDIT

62 In accordance with the provisions of the Statutes once at least in every year the accounts of the Trust shall be audited and their truth and fairness reported by one or more properly qualified Auditor or Auditors

63 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes, the members of the Board being treated as the directors mentioned in those provisions

NOTICES

64 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

- 65 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, 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
- 66 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted as a prepaid letter

INDEMNITY

- 67 Every member of the Board, secretary and other officer or servant of the Trust shall be indemnified by the Trust against all costs, losses and expenses which any such person may reasonably incur or become liable to by reason of any contract entered into or act or thing done by him in the discharge of his duties. But this article shall only have effect insofar as its provisions are not avoided by section 205 of the Act

DISSOLUTION

- 68 The provisions of clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have the same validity and effect as if they were repeated in these articles