

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, 16 December, 2003, 27 February, 2013, 18
July 2017 and 24 November 2022)

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 and any natural person whom the Members for the time being of the Trust may resolve by special resolution to admit to Membership of the Trust.**

**Now the Secretary of State for Culture, Media and Sport*

*** Amended by special resolution dated 18th July 2017*

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 appointer or his attorney duly authorised in writing, or if such appointer 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.
 - (3) 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.
 - (4) 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.

TERM OF OFFICE OF MEMBERS OF THE BOARD

46. At each Annual General Meeting any member of the Board who was first appointed before 27 February 2013 and whose current term of office started three years or more before the date of the Annual General Meeting in question shall retire from office, but shall be eligible for re-appointment Provided That any member of the Board who has been appointed Chairman pursuant to article 52 shall not, whilst holding that office, be subject to retirement pursuant to this article 46.

47.

- (1) Any member of the Board first appointed on or after 27 February 2013 shall retire from office at the third annual general meeting following the date of his appointment.
- (2) A member of the Board retiring pursuant to article 47 (1) shall be eligible twice only for re-appointment, but in each case shall retire from office at the third annual general meeting following the date of his re-appointment, Provided That the Board may determine in any specific case that a further re-appointment should be made on such terms as it may deem fit to meet special circumstances, including but not limited to:
 - The special contribution, experience or expertise of the retiring member of the Board; or
 - The lack of availability of a suitable alternative candidate.

- (3) Any member of the Board who has been appointed Chairman under article 52 shall not, whilst holding that office, be subject to retirement pursuant to the provisions of article 47 (1) but, unless the Board otherwise agrees, shall retire from office as a member of the Board on expiry of his term of office as Chairman without re-appointment.

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) The Board shall from time to time appoint a Chairman who shall be entitled to preside at all meetings of the Board at which he shall be present, 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(6) 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) Any Chairman appointed on or after 27 February 2013 shall retire from office at the third annual general meeting following the date of his appointment.
 - (5) A Chairman retiring pursuant to article 52 (4) shall be eligible twice only for re-appointment, but in each case shall retire from office at the third annual general meeting following the date of his re-appointment Provided That the Board may determine in any specific case that a further re-appointment should be made on such terms as it may deem fit to meet special circumstances, including but not limited to:
 - The special contribution, experience or expertise of the retiring Chairman; or
 - The lack of availability of a suitable alternative candidate.
 - (6) The Board may 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.
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 those present 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) Unless the Board otherwise determines in any specific case each member and co-opted member of a committee of the Board shall retire from that office at the annual general meeting next following 31 March 2013 and thereafter at the third annual general meeting following the date of his appointment or re-appointment (as the case may be) but shall be eligible for re-appointment.
- (3) 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(3) 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.

PARTICIPATION IN GENERAL MEETINGS AND MEETINGS OF THE BOARD

69. Any member of the Trust may be present and participate in a General Meeting of the Trust and any member of the Board may be present and participate in a meeting of the Board in person or by means of video conference, telephone or any suitable electronic means agreed by the Board and by which all those participating in the meeting are able to communicate with all other participants.***

***Added by special resolution dated 24th November 2022