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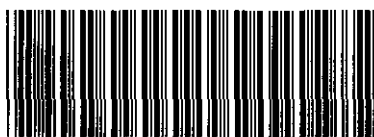
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4449095

The Registrar of Companies for England and Wales hereby certifies that
THE WORLD SHIP SOCIETY LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 28th May 2002



N04449095M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

Please complete in typescript,
or in bold black capitals.
CHFP046

Declaration on application for registration

Company Name in full

THE WORLD SHIP SOCIETY LIMITED

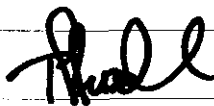
I, THOMAS PAUL RUSSELL signing on behalf

of, BRISTOL LEGAL SERVICES LIMITED

do solemnly and sincerely declare that I am a person named as secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985 and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature



Declared at PEMBROKE HOUSE, 7 BRUNSWICK SQUARE, BRISTOL BS2 8PE

on the 24 May 2002

• Please print name

before me ① NIGEL COX

Signed



Date 24/05/2002

Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

BOURSE COMPANY SERVICES

PEMBROKE HOUSE, 7 BRUNSWICK SQUARE,

BRISTOL BS2 8PE Tel. 0117 983 6600

DX number 122075 DX exchange BRISTOL 11



A46
COMPANIES HOUSE

0872
25/05/02

When you have completed and signed the form please send it to the Registrar of Companies at:-

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

Please complete in typescript,
or in bold black capitals.

CHFP046

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office.

Company Name in full

THE WORLD SHIP SOCIETY LIMITED

Proposed Registered Office

PEMBROKE HOUSE

(PO Box numbers only, are not acceptable)

7 BRUNSWICK SQUARE

Post town

BRISTOL

County/Region

Postcode

BS2 8PE

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

X

Agent's Name

BOURSE COMPANY SERVICES

Address

PEMBROKE HOUSE

7 BRUNSWICK SQUARE

Post Town

BRISTOL

County/Region

Postcode

BS2 8PE

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of the
person Companies House should
contact if there is any query.

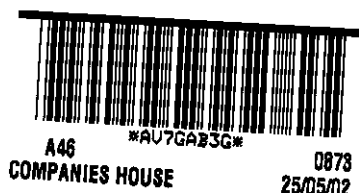
BOURSE COMPANY SERVICES

PEMBROKE HOUSE, 7 BRUNSWICK SQUARE

BRISTOL BS2 8PE Tel. 0117 983 6600

DX number 122075 DX exchange BRISTOL 11

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or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**



Company Secretary (see notes 1-5)

Company Name THE WORLD SHIP SOCIETY LIMITED

NAME

*Style/Title

* Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered office or principal office address

Post town

County/Region

Postcode

Country

THE WORLD SHIP SOCIETY LIMITED

BRISTOL LEGAL SERVICES LIMITED

PEMBROKE HOUSE

7 BRUNSWICK SQUARE

BRISTOL

BS2 8PE

ENGLAND

I consent to act as secretary of the company named on page 1

Consent signature



(Authorised Signatory)

Date

24/05/2002

Directors (See notes 1-5)

Please list directors in alphabetical order

NAME

*Style/Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered office or principal office address

Post Town

County/Region

Postcode

Country

BOURSE NOMINEES LIMITED

PEMBROKE HOUSE

7 BRUNSWICK SQUARE

BRISTOL

BS2 8PE

ENGLAND

Date of Birth

Nationality

UK REGISTERED

Business occupation


COMPANY REGISTRATION AGENT

Other directorships

NONE

I consent to act as secretary of the company named on page 1

Consent signature



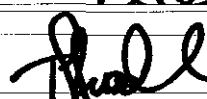
(Authorised Signatory)

Date

24/05/2002

This section is signed by an agent on behalf of all subscribers

Signed



Date

24/05/2002

444 9095
701624

COMPANIES ACT 1985

**A COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

001667

OF

THE WORLD SHIP SOCIETY LIMITED

1. The name of the company (hereinafter called "the Society") is "The World Ship Society Limited".
2. The registered office of the Society will be situated in England and Wales.
3. The object for which the Society is established is to stimulate, arouse and maintain interest in ships and shipping throughout the world. In furtherance of its said object but not otherwise the Society shall have the following powers:
 - (A) To acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as The World Ship Society.
 - (B) To acquire by purchase, lease, or otherwise premises and to lay out, and maintain the same and to build or otherwise provide a clubhouse and other usual facilities in connection with it, and to furnish, modify and maintain it, and to permit it to be used by members their friends and employees of the company and others, either gratuitously or for payment.
 - (C) To purchase, hire, make or provide and maintain, and to sell or otherwise dispose of all kinds of equipment and other things required or which maybe conveniently used in connection with the grounds, clubhouse and other premises of the company by persons frequenting them, whether members of the company or not.
 - (D) To hire and employ all classes of persons considered necessary for the purposes of the company and to pay them and other persons in return for services rendered to the company salaries, wages, charges and pensions.
 - (E) To advance and support research in or connected with ships and the sea.
 - (F) To afford the members of the Society opportunities for the interchange of opinions and the discussion of matters relating to ships and the sea.



- (G) To form sections or branches of the Society wherever practicable throughout the world.
- (H) To hold, promote or support conferences, seminars, meetings, symposia and lectures on matters relating to the object of the Society.
- (I) To arrange for the publication and dissemination of the Society's monthly journal "Marine News"
- (J) To arrange for the publication and dissemination of the records and reports of the proceedings of the Society or associated activities, and of information not being directly records of Society activities but relating to the objects of the Society, in the form of books, pamphlets and bulletins, or any other form of record which would promote the purposes or interests of the Society.
- (K) To co-operate with any organisations, societies, companies or persons (whether national, international or local) whose objects, in the opinion of the Council of the Society, are, or include the advancement of the study of ships, shipping or nautical affairs.
- (L) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Council of the Society may think necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society.
- (M) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be expedient with a view to the promotion of its objects.
- (N) To undertake and execute any charitable trusts which may lawfully be undertaken by the Society and may be conducive to its objects.
- (O) To borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit.
- (P) To invest the moneys of the Society 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.

- (Q) To establish and support, or aid in the establishment and support, of any charitable associations or institutions, and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society, or calculated to further its objectives as may be thought fit.
 - (R) To do all such things as will further the above objects or any of them, always provided that:
 - (i) In any case that the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts.
 - (ii) The objects of the Society shall not extend to the regulation of relations between workers and employers, or organisations of workers and organisations of employers.
 - (iii) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of the Society 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 the Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.
4. The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association. No portion of the income and property of the Society shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the Members of the Society, and no member of the Council of Management or Governing Body shall be appointed to any office of the Society paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Society, provided that nothing herein shall prevent any payment in good faith by the Society:
- (a) of reasonable and proper remuneration to any Member, officer or servant of the Society for any services rendered to the Society;
 - (b) of interest on any money lent by any Member of the Society or of its Council of Management or Governing Body at a rate per annum not exceeding the base rate prescribed for the time being by the Society's bank;

- (c) of reasonable and proper rent for premises demised or let by any Member of the Society, or of its Council of Management or Governing Body;
 - (d) to any member of its Council of Management or Governing Body of out-of-pocket expenses incurred.
- 5. The liability of the Members is limited
 - 6. Every Member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while that Member is a member, or within one year after that member ceases to be a Member, for payment of the debts and liabilities of the Society contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
 - 7. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members of the Society, but shall be given or transferred to some other charitable institution or institutions associated with ships and shipping, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed upon the Society under or by virtue of Clause 4 hereof such institution or institutions to be determined by the Members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

We, the Subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum.

Names and addresses of Subscribers

BOURSE NOMINEES LIMITED
PEMBROKE HOUSE
7 BRUNSWICK SQUARE
BRISTOL
BS2 8PE



BRISTOL LEGAL SERVICES LIMITED
PEMBROKE HOUSE
7 BRUNSWICK SQUARE
BRISTOL
BS2 8PE



Dated 24 May 2002

Witness to the above signatures:-



MELANIE ANNE RUSSELL
PEMBROKE HOUSE
7 BRUNSWICK SQUARE
BRISTOL
BS2 8PE

COMPANIES ACT 1985

ARTICLES OF ASSOCIATION

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

THE WORLD SHIP SOCIETY LIMITED

1. Interpretation

In these articles:

- 1.1 'the Act' means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force;
- 1.2 'the Branches' means branches of the Society established in accordance with article 27 hereof;
- 1.3 'the Council' means the body of council members elected in accordance with articles 21-22 hereof;
- 1.4 'the Honorary Officers' means those officers of the Society elected in accordance with article 20 hereof;
- 1.5 'the Society' means The World Ship Society Ltd;
- 1.6 'secretary' means the secretary of the Society or any other person appointed to perform the duties of the secretary of the Society, including a joint, assistant or deputy secretary;
- 1.7 unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification not in force when these articles become binding on the Society;
- 1.8 the masculine includes the feminine and, where appropriate, the singular the plural and vice versa.

2. Objects

The Society is established for the purposes expressed in the memorandum of association.

3. Membership

- 3.1 The number of members with which the Society proposes to be registered is unlimited.
- 3.2 The Society shall maintain a register of members that is consistent with the requirements of s352 of the Act.
- 3.3 The first members of the Society are the signatories to the memorandum of association and these articles and every person who at the date of incorporation of the Society had paid current subscription fees to, and was a member of, the unincorporated society known as The World Ship Society referred to in paragraph 3A of the memorandum of association, and who, on or before 31st October 2002, or during such extended period as the Council may determine, signs and delivers to the secretary of the Society the form of membership prescribed by the Council.

4. Admission of members

Except as provided in articles 3.3 every person desiring to be admitted to membership of the Society shall deliver to the secretary of the Society an application in such form as the Council (or, where appropriate, the relevant branch of the Society) may from time to time require.

5. Subscriptions

- 5.1 The annual and other subscriptions payable by members of the Society are to be such as the Council from time to time propose and will require approval at the next AGM.
- 5.2 Every application for membership must be accompanied by a remittance to cover the appropriate subscription from the date of application to the end of the current subscription year.

6. Honorary members

- 6.1 On the recommendation of the Council any person being a member of the Society may, at the subsequent AGM, be elected an honorary member of the Society without any special payment for such honorary membership.

- 6.2 Every honorary member is entitled to all the privileges and subject to all the duties of a member of the Society during his life without any further payment, annual or otherwise, except in respect of his guarantee contained in clause 6 of the memorandum of association of this Society.

7. Notice of resignation

Any member wishing to resign his membership of the Society must give notice in writing, addressed to the secretary, of his intention to do so and such notice shall, unless otherwise expressed, be deemed to take effect from the expiry of such member's current subscription.

8. Non-payment of subscriptions

- 8.1 Any member whose annual subscription remains unpaid 2 months after the due date ceases to be a member of the Society and forfeits all right in and claim upon the Society and its property unless the Council suspends the operation of this provision, which it may do as regards any particular member on such terms as it determines at its discretion.
- 8.2 Any such member shall be eligible for readmission to the Society at the discretion of the Council upon payment in full of all outstanding arrears.

9. Expulsion of members

- 9.1 If the conduct of any member is in the opinion of the Council injurious to the character of the Society or objectionable in any respect, that member may be required by the Council to resign, and, if he does not resign within one week, the member may (after he has been given a reasonable opportunity to justify or explain his conduct) be expelled by resolution of the Council and then ceases to be a member of the Society, and all sums that have been paid by the member are forfeited
- 9.2 A member expelled under this article may appeal by giving written notice of appeal to the secretary within 12 weeks from the posting of the notice of expulsion.
- 9.3 Upon receipt of a notice of appeal an extraordinary meeting must be convened within 14 days and, if that meeting passes an extraordinary resolution rescinding the expulsion, then the member must be reinstated as from the date of the resolution.
- 9.4 If any member is convicted on indictment of any criminal offence or is adjudged a bankrupt, or makes any composition or arrangement with his creditors or, being engaged in any profession, is prohibited by the disciplinary body of that profession from continuing to practise that member ipso facto ceases to be a

member of the Society but any person so ceasing to be a member may be readmitted to membership by the Council at their discretion.

- 9.5 Any member expelled in accordance with these articles, or otherwise ceasing to be a member of the Society, forfeits all right to or claim upon the Society or its property or funds or any return of fees paid and remains liable for any outstanding fees or charges due from him at the date of expulsion or cessation.

10. Rights of members personal

The rights of a member as such are personal and are not transferable and cease upon his death.

11. Annual general meeting

- 11.1 The Society must hold a general meeting in each year as its annual general meeting in addition to any other meetings in that year, and must specify the meeting as the annual general meeting in the notices calling it.
- 11.2 Not more than 15 months may elapse between the date of one annual general meeting of the company and that of the next.
- 11.3 The annual general meeting must be held at such time and place as the Council appoints.

12. Extraordinary general meetings

- 12.1 All general meetings other than annual general meetings must be called extraordinary general meetings.
- 12.2 The Council may, whenever it thinks fit, and must, on a requisition made in writing by at least 50 members convene an extraordinary general meeting.
- 12.3 Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the Society.
- 12.4 On receipt of the requisition the Council must immediately proceed to convene an extraordinary general meeting.
- 12.5 If the Council do not proceed to call a meeting within 21 days from the date of deposit of the requisition, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may convene such a meeting.

13. Notice of meetings

- 13.1 Save as exceptionally agreed in accordance with the provisions of section 369(3) of the Act, 6 weeks' notice in writing at the least of every annual general meeting and of every meeting convened to pass a special resolution, and one month's notice in writing at the least of every other general meeting (exclusive in every case both of the day on which it is served or is deemed to have been served and of the day on which the meeting is to be held), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned, to such persons (including the auditors) as are under these articles or under the Act entitled to receive such notices from the Society.
- 13.2 Accidental omission to give notice of any meeting to or non-receipt of such notice by any member does not invalidate the proceedings at that meeting.

14. Quorum

- 14.1 No business may be transacted at any meeting unless a quorum is present.
- 14.2 Save as otherwise provided in these articles, 30 members personally present is a quorum.
- 14.3 If within half an hour from the time appointed for the meeting a quorum of members is not present, or, if during a meeting such a quorum ceases to be present:
 - 14.3.1 if the meeting was convened on the requisition of members, it must be dissolved;
 - 14.3.2 in any other case the meeting stands adjourned to the same day in the next week at the same time and place or to such time and place as the Council may determine and, if at the adjourned meeting a quorum of members is not present within half an hour of the time appointed for the meeting, the members present may form a quorum.

15. Chairman

- 15.1 The president or, failing him, the immediate past president or, failing him, a vice-president, must preside as chairman at every general meeting of the Society.
- 15.2 If there is no such chairman, or, if at any meeting he is not present within 15 minutes of the time of holding the meeting, the members present may elect one of their number who is a member of the Council to be chairman of the meeting.

- 15.3 If there is no member of the Council present, then the members may elect any one of their number to be chairman of the meeting.

16. Adjournment

- 16.1 The chairman may, with the consent of a meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.
- 16.2 No business may be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 16.3 Whenever a meeting is adjourned for 2 calendar months 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.

17. Passing of resolutions

- 17.1 At any general meeting:
- 17.1.1 a declaration by the chairman that a resolution has been carried, or carried unanimously, or carried by a particular majority, or lost, or not carried by a particular majority, and
- 17.1.2 an entry to that effect in the book of proceedings of the Society are conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution, unless a poll is demanded by the chairman or by at least two members having the right to vote at the meeting or by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 17.2 If a poll is demanded in the above manner, it must be taken in such manner as the chairman directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.

18 Voting rights

- 18.1 Every member of the Society may attend and vote at general meetings of the Society.
- 18.2 No member may vote at any meeting unless all the money then due from him to the Society has been paid.

- 18.3 Every member of the Society entitled to vote has one vote and no more, except that, in case of equality of votes, the chairman may have a second or casting vote.

19 Proxy voting

- 19.1 On a poll votes may be given either personally or by proxy.
- 19.2 A proxy must be appointed in writing under the hand of the appointor.
- 19.3 The instrument appointing a proxy must be deposited at the registered office of the Society not less than 14 days before the time of holding the meeting at which the person named in such instrument proposes to vote.
- 19.4 Any instrument appointing a proxy must be in the following form:

THE WORLD SHIP SOCIETY LIMITED

[I or We],(name) of (address), being [a member or members] of the above named Society, appoint (name) of (address), or, failing him,(name) of (address), as [my or our] proxy to vote in [my or our] name[s] and on [my or our] behalf at the [annual or extraordinary] general meeting of the Society to be held on (date) and at any adjournment.

Dated:

(signature(s) of member(s))

20 Honorary officers

- 20.1 The Honorary Officers of the Society shall be:
- 20.1.1 a president
 - 20.1.2 not less than two nor more than twelve vice presidents
 - 20.1.3 a chairman of the Council
 - 20.1.4 a secretary
 - 20.1.5 a treasurer.
- 20.2 The president shall be elected annually, at the annual general meeting. A president so elected may be re-elected in subsequent years, but may not serve for more than three consecutive years. Thereafter he may not be re-elected until after an interval of at least 3 years. The immediate past president shall be *ex officio* a vice president, and shall count as one of the twelve.

- 20.3 The vice-presidents will usually be prominent figures in the Royal Navy, the Merchant Navy, shipowning, shipbuilding, marine engineering or maritime research. They will be nominated by the Council, and elected annually at the annual general meeting. They shall be eligible for re-election without limit as to the period they serve.
- 20.4 The chairman, secretary and treasurer shall be elected annually at the annual general meeting.
- 20.5 The Council may from time to time appoint any member of the Society to fill a casual vacancy among the Honorary Officers, save that any interim president shall normally be drawn from among the vice-presidents. Any Honorary Officer so appointed shall hold office until the next annual general meeting of the Society, at which he shall be eligible for re-election.

21 The Council

- 21.1 The business of the Society shall be conducted by a Council consisting of the chairman of Council, a secretary, a treasurer, the Editor of "Marine News", and nine other elected members ("the elected members"). No person who is not a member of the Society shall be eligible for election as a member of Council. No person shall be disqualified from being a member of Council by reason of age.
- 21.2 The Editor of "Marine News" shall be appointed by the Council for such periods as the Council shall determine.
- 21.3 The members of Council shall be elected in accordance with the provisions of article 22 hereof.
- 21.4 The Council may from time to time appoint any member of the Society to fill a casual vacancy in the elected members of Council. Any Council member so appointed shall hold office only until the close of the next following annual general meeting, but shall be eligible for election.
- 21.5 The Society may from time to time in general meeting increase or reduce the number of members of the Council and may make the appointments necessary for effecting any such increase.

22 Elections

- 22.1 The election annually of Honorary Officers and elected members of Council in place of those retiring shall be by the members of the Society personally present in annual general meeting.

- 22.2 It shall be the duty of the Council to nominate one member of the Society for election to each and any vacancy which will arise after an annual general meeting. No person shall be elected an Honorary Officer or an elected member of Council unless that person shall have given his approval in writing and unless either that person shall have been so nominated by the Council or he shall have been nominated in writing by 3 members of the Society and that person's nomination received by the Secretary not later than such a date as may be prescribed from time to time by the Council.
- 22.3 Not less than 3 months prior to the date of each annual general meeting notice in writing shall be given to the members of the Society (i) stating the names of retiring Honorary Officers and elected members of Council, together with the names of the members of the Society nominated by the Council for election to the vacancies, and (ii) inviting other nominations for election to those vacancies to be made before a date specified in the notice
- 22.4 The election shall be decided by majority of votes of members of the Society actually present at the annual general meeting, voting in secret ballot. In the event of an equality of votes, the chairman of the Meeting shall have a second, or casting vote. In the event of there being no more than one nomination to fill a vacancy among the Honorary Officers, and in the event of the number of nominations to fill the vacancies among the elected members of Council not exceeding the number of vacancies, the members so nominated respectively shall fill the vacancies without a ballot being held in respect of such vacancies. The result of the election shall be reported at such annual general meeting. The candidates shall take office from the close of that meeting.

23. Proceedings of the Council

- 23.1 The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as it thinks fit. The elected chairman of Council, or in his absence the president, or failing him the senior of the vice-presidents present, shall preside at meetings of the Council. If none of these officers be present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall elect one of their number to be chairman of the meeting. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote. A quorum of the Council shall consist of six members. On the request of two members of the Council the Secretary shall summon a meeting of the Council by notice served upon the several members of Council.
- 23.2 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Society for the time being vested in the Council generally.

- 23.3 The Council may delegate any of their powers to committees consisting of such members of their body or other members of the Society as they may think fit. At least one member of each committee must be a member of Council.

24 Powers of the Council

- 24.1 The Council shall have absolute control over and the management of all the affairs and property of the Society. It shall prescribe, alter and cancel rules for the regulation of the Society (such rules not being inconsistent with or amounting to an alteration of these articles) and shall exercise all such powers of the Society as they shall think fit except as otherwise provided either by statute or by these articles or any valid regulation of these articles previously prescribed by the Society in general.
- 24.2 The Council shall cause proper minutes to be recorded of all appointments of officers made by the Council, and of the proceedings of all meetings of the Society and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purported to be signed by the chairman of such meeting or the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 24.3 The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that in case the members of the Council shall at any time be reduced in number to less than that fixed in accordance with these articles as the quorum for meetings of the Council, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Society, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.
- 24.4 In addition and without prejudice to the provisions of section 303 of the Act, the Society may by extraordinary resolution remove any member of the Council before the expiry of that member's period of office, and may by an ordinary resolution appoint another qualified member in that member's stead; but any member so appointed shall retain that person's office so long only as the member in whose place that person was appointed would have held the same if that member had not been removed.
- 24.5 All acts *bona fide* done by any member of the Council or of any committee of the Council or by any person acting as a member of the Council, 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 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 Council.

- 24.6 Any provision of the Act or these articles requiring or authorising a thing to be done by or to a member of the Council and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of Council and as, or in place of the Secretary.

25 Disqualification of Honorary Officer or Council member

- 25.1 The office of Honorary Officer or member of Council shall be vacated by the holder:
- 25.1.1 If a bankruptcy order is made against that Honorary Officer or that member of Council , or if that person makes any arrangement or composition with that person's creditors.
 - 25.1.2 If that Honorary Officer or member of Council becomes of unsound mind.
 - 25.1.3 If that Honorary Officer or member of Council ceases to be a member of the Society.
 - 25.1.4 If by notice in writing to the secretary that Honorary Officer or member of Council resigns from office.
 - 25.1.5 If that Honorary Officer or member of Council ceases to hold office by reason of any order made under the Act or under the Company Directors Disqualification Act 1986.
 - 25.1.6 If that Honorary Officer or member of Council is removed from office by a resolution duly passed pursuant to section 303 of the Act.

26 Powers of the Council

- 26.1 The Council of the Society may exercise all powers that may be exercised by the Society and do anything that may be done by the Society, except where under these articles or any statute for the time being in force the power must be exercised or the thing be done by the Society in general meeting.
- 26.2 The Council may act notwithstanding vacancies.
- 26.3 The Council of the Society may issue debentures, debenture stock, bonds, or obligations of the Society at any time, in any form or manner, and for any amount, and may raise or borrow for the purposes of the Society any sum or sums of money either upon mortgage or charge of all or any of the property of the Society, whether present or future, or on bonds or debentures secured by trust deed or otherwise or not secured as they may think fit.

27 Branches

- 27.1 Any body of members living in and holding meetings in any defined geographical area may be deemed a "Branch" of the Society.
- 27.2 The formation of Branches shall be at the discretion of the Council of the Society. When setting up a new Branch the Council shall appoint a secretary to inaugurate the Branch and to manage its affairs until its first annual general meeting.
- 27.3 Each Branch shall have a committee to manage its affairs. It shall consist of at least a chairman, a secretary, a treasurer and two other members, all elected at an annual general meeting of the Branch as hereinafter provided. The Branch officers specified above must be members of the Society.
- 27.4 Branches have discretion to grant Branch-only membership to (a) persons under 18 years of age engaged in full-time education (b) persons over the age of 60 years no longer engaged full time in gainful employment (c) non-profit societies or museums (d) other persons or organisations as the local committee shall approve. Such Branch-only members may share fully in all Branch activities and administration at the absolute discretion of the Branch committee, but may not take part other than as an observer, nor vote, at any Society meeting or in the administration of the central Society.
- 27.5 Branches shall hold an annual general meeting in each and every calendar year, at dates so that no interval of more than 15 months shall elapse between meetings. The precise constitution of each Branch is a matter for the Branch in accordance with the local requirements and the local laws where not in the United Kingdom. The provisions of any such constitution shall be in the spirit of the Society's Memorandum, Articles and Rules.
- 27.6 In each year the Society will make a grant or rebate to each Branch of such proportion of the subscription of the members of the aforesaid Branch as the Council of the Society shall from time to time determine. It shall be the responsibility of the Branch to claim this grant or rebate within 6 calendar months of the end of the year for which the grant or rebate is claimed.
- 27.7 At the close of its financial year each Branch shall render a statement of income and expenditure, audited as if required by the laws of the country in which it is situated to do so, to the Council of the Society.
- 27.8 Branches are responsible for their own affairs, financial, legal and administrative. A Branch is not empowered to commit the Society to any action, charge, liability, suit or tort, whether under English law or the law of the country in which it is situated, except where such commitment is specifically authorised by the Council in advance of entering into any such commitment.

28 Accounts

28.1 The Council of the Society must ensure that proper books of account are kept in respect of:

28.1.1 all sums of money received and expended by the Society and the matters in respect of which the receipts and expenditure take place;

28.1.2 the assets and liabilities of the Society; and

28.1.3 all sales and purchases of goods by the Society.

Proper accounting records shall not be deemed to be kept if there are not kept such accounting records as are necessary to record and explain the Society's transactions.

28.2 The books of account must be kept at the registered office of the Society or, subject to s222 of the Act, at such other place or places as the Council think fit, and must always be open to the inspection of the Council.

28.3 The Council must from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Society, or any of them, are to be open to the inspection of members of the Society who are not members of Council.

28.4 No member who is not a member of Council has any right to inspect any account or book or document of the Society except as conferred by statute or authorised by the Council.

29 Accounts

29.1 The Council shall from time to time cause to be prepared and to be laid before the Society in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in the Act.

29.2 A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Society in general meeting together the report of the Council shall not less than twenty one days before the date of the meeting be sent to all persons entitled to receive notices of general meetings, provided that this article shall not require a copy of those documents to be sent to any person of whose address the Society is not aware.

30 Notices

- 30.1 A notice may be given by the Society to any member personally, by sending it by post in a prepaid envelope addressed to the member at his registered address or by fax, E-mail or any other electronic means that may be available.
- 30.2 Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and is deemed to have been effected at the expiration of 48 hours after the envelope containing it was posted to a member resident in the UK or 10 days if sent by Air Mail to overseas members.

31 Headings

The headings in these articles do not form part of them or in any manner affect the interpretation or construction of them.

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Dated 24 May 2002

Witness to the above signatures:-



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