

Certificate No. 857695

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum
AND
Articles of Association
OF
AVON NAVIGATION TRUST

Incorporated the 26th day of August 1965.

(1)
THE COMPANIES ACT, 1948.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

— OF —

AVON NAVIGATION TRUST

1. The name of the Company (hereinafter called "the Trust") is "AVON NAVIGATION TRUST"
2. The registered office of the Trust will be situate in England.
3. The objects for which the Trust is established are the preservation, maintenance in good order and improvement of canals, navigable rivers and inland waterways (hereinafter called "navigations") for the use of the public. Provided that these primary objects shall be carried out and the powers hereinafter conferred upon the Trust shall be exercised exclusively in a manner beneficial to the public and recognised by the law of England as charitable. And for the promotion of the foregoing primary objects the Trust shall have power:
 - (A) (i) To take over, acquire and manage the Upper Avon (as hereinafter defined) and the navigation rights therein by purchase lease or otherwise.
 - (ii) To enter into such agreements and execute such deeds and to obtain such consents of the Charity Commissioners or any other body or otherwise and generally to take all such steps as may be necessary for the above purposes.
 - (iii) To maintain and improve for the purposes of the Trust any navigation and in particular the Upper Avon from the Saxon Mill at Guys Cliff in the County of Warwick to its termination above Evesham Town Lock in the County of Worcester

and any tributary of the Upper Avon (which navigation with the tributaries thereof is herein called "The Upper Avon")

(iv) For the purposes aforesaid to maintain and improve any navigation and in particular the Upper Avon and either alone or jointly with any other persons corporations bodies or public or local authorities and with and subject to all such consents statutory enactments or orders and acts in the law as may be applicable to a navigation and in particular to the Upper Avon or necessary for the carrying out of the above objects.

- (B) Subject to all such consents statutory enactments or orders and acts in the law as may be required and for the purpose of carrying out the immediately preceding objects (A) to acquire all or any of the rights and assets and to assume all or any of the rights and assets and to assume all or any of the duties obligations and liabilities relating to the Upper Avon of the Crown, British Waterways or other the company, body or persons in whom the Upper Avon may be vested, and to take over and operate for the purposes of the Trust all that the undertaking which relates to the Upper Avon and for the purposes aforesaid to promote such Bills in Parliament to take such proceedings in the Courts to appear at public enquiries and before Parliamentary Committees and make such applications to the Charity Commissioners or otherwise as may be necessary for effectually vesting the Upper Avon and the undertaking now or formerly responsible for the maintenance of the navigation thereof in the Trust.

- (C) To assist financially or otherwise the appropriate River Authority or other body concerned with the Upper Avon to restore the navigation thereof.

Provided always that none of the foregoing objects (A) (B) and (C) shall authorise the Trust to apply any part of the corporate funds to the promotion of legislation not connected with the charity hereby established or to assume any powers duties or liabilities or do any other act or thing, which would be unlawful if done by a corporation established for public charitable purposes only.

- (D) To cleanse, scour, keep and preserve navigations and the Upper Avon in particular.
- (E) To make, erect, preserve, maintain, repair, alter, extend, discontinue, re-make, and re-erect such tow paths, banks, roads, bridges, ferries and wharves

for the towing of vessels (with horses or otherwise) and generally, and such locks, sluices, winches, spikes, dams, flood-gates, engines, toll-houses, watch-houses, bores, wells and reservoirs for the use of a navigation and the Upper Avon in particular as may be expedient.

- (F) To obtain and take the benefit of and assume duties under any statutory enactment, ministerial order warrant of the Minister of Transport or statutory instrument as may be consistent with the primary objects of the Trust and not prejudicial to its status as a charitable corporation.
- (G) To make and enforce regulations and so far as may be permitted by the Statutes governing a navigation and the Upper Avon in particular and the Statute Law and orders and statutory instruments made thereunder which affect inland waterways generally, fix and collect charges for the use of a navigation and the Upper Avon in particular and the locks and other works thereon by commercial, or pleasure vessels of any description, or for bathing, fishing, the use or supply of water and the use of the tow paths or lands or any other purposes conducive to the public benefit and to the prime objects of the Trust.
- (H) To promote by meetings, publications, exhibitions, the delivery of lectures and addresses, the maintenance of a library and of a museum or museums the display of pictures, cinematograph films and models and by any other like means, the collection and dissemination of knowledge about the Upper Avon at home or abroad, its history and future prospects.
- (I) To purchase or otherwise acquire, erect, maintain, reconstruct and adapt any offices, houses, workshops, mills, plant, machinery and other things found necessary or convenient for the purposes of the Trust.
- (J) To purchase or take on lease or in exchange, hire or otherwise acquire in any manner any real or personal property.
- (K) To improve, manage, develop, exchange, mortgage, sell, let or otherwise deal with any of the property of the Trust.
- (L) To obtain and receive funds by way of contributions, donations, legacies, grants or other similar lawful means.
- (M) To initiate, support and co-operate with others in proposals and activities calculated to assist the promotion of the Trust's objects.

- (N) To borrow or raise money in such manner and upon such terms as may be determined, and in particular upon the security by way of mortgage, charge, debenture or otherwise of all or any part of the property and assets of the Trust.
- (O) Subject to any sanction required by law to invest and deal with the moneys of the Trust not immediately required in such manner as in the discretion of the Trust may be determined.
- (P) To make, draw, accept, indorse, discount, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments.
- (Q) To provide for the welfare of employees or ex-employees of the Trust and their dependants, by grants of moneys, pensions or otherwise.
- (R) To do all such other lawful things as are incidental to the attainment of the above objects and which may lawfully be done by a body established for charitable purposes only.
- (S) To undertake to accept any charitable trusts.

Provided that the Trust shall not support with its funds any object, or endeavour to impose on or procure to observe by its members or others any regulation, restriction or condition which, if an object of the Trust, would make it a trade union.

Provided also that in case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, 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 Managers or Trustees 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 Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Ministry of Education over such Managers or Trustees 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. In case the Trust shall take or hold any property which may be subject to any trusts

(5)

manner as allowed by law, having regard to such trusts.

4. The income and property of the Trust whence-soever derived, shall be applied solely towards the promotion of the objects of the Trust 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 the members of the Trust.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any member of the Trust or to any officer or servant of the Trust in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding 6 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Trust but so that no member of the Council of Management or Governing body of the Trust shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or moneys worth shall be given by the Trust to any member of such Council or Governing Body except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. 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 expenses of winding up, and for the adjustment of the right of the contributories among themselves, such amount as may be required not exceeding One pound.

7. If upon the winding up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall subject to such consents of the Charity Commission or the Courts as

may be required by law be given or transferred to some other charitable institution or institutions having charitable objects similar to the objects of the Trust, and 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, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Trust, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Trust, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Trust for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

(4)

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

FORDHAM FLOWER, Company Director
The Hill, Stratford-on-Avon.

GORDON GRAY, Company Director
Grange Farm, Bredon, Tewkesbury, Glos.

DUDLEY CECIL BURGESS MATTHEWS
"Avonholm", 32 Foxhills Rd., Penn, Wolverhampton
Civil Servant.

THOMAS PATRICK BURR,
Staff of the National Trust
22 Montagu St. London W.1.

CHRISTOPHER BARNES GRUNDY
Stanley Cottage, Roby, Nr. Liverpool.
Army Officer

JACK DERRY TOMPKINS
12 Avenue Road,
Stratford-upon-Avon.
Solicitor

ROBERT AICKMAN
11 Gover Street, London W.C.1.
Author

Witness to the signature of Robert Aickman

BARBARA BALCH
62 Aldenham Avenue
Radlett,
Hertfordshire.

Secretary .

DATED the 30th day of July 1965

WITNESS to the above Signatures :-
other than that of Robert Aickman

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Page 56.

Articles of Association

OF

AVON NAVIGATION TRUST

GENERAL.

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

<u>WORDS</u>	<u>MEANINGS</u>
The Act ...	The Companies Act 1948.
The Trust ...	} The Avon Navigation Trust
The Association ...	
These presents ...	These Articles of Association and the regulations of the Association from time to time in force.
The Council ...	The Council 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.
Month ...	Calendar month.

WORDS

MEANINGS

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

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

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

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Trust proposes to be registered is 2,000.

3. 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.

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

5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Trust.

ELECTION OF MEMBERS.

6. The Trust shall consist of :-

- (A) The persons who have signed the Memorandum of Association, and
- (B) Such persons as shall be elected members under the provisions of these Articles, and
- (C) Such persons as the Council shall elect to honorary membership from time to time but such honorary members shall not be liable for any subscription or contribution or otherwise to the funds of the Trust or to make any contribution under Clause 6 of the Memorandum of Association but shall be entitled to vote at General Meetings of the Trust.

The Trust shall keep a register and index of its members as required by Sections 110 and 111 of the Act.

7. The annual subscription for members shall be not less than One pound. There shall also be payable on election an entrance fee of such amount (if any) as may from time to time be appointed. Each annual subscription shall be payable on election and shall cover the period of one year from that date, and every subsequent subscription shall become due on the anniversary of election.

8. The amount of the annual subscription and entrance fee (if any) shall from time to time be decided by the Council. The Trust may from time to time fix the terms upon which members may become life members and any member who pays the composition fee from time to time fixed by the Council for life membership shall thereupon be deemed to have paid all subscriptions due from him for the remainder of his life and shall be entitled to all the rights and subject to all the duties of membership without paying any further annual subscription or fee but shall otherwise be deemed to be for all purposes of these Articles an ordinary member of the Trust.

9. Any member whose annual subscription is unpaid six months after the day on which his subscription is due or shall become bankrupt or compound with his creditors shall cease ipso facto to be a member of the Trust and such member shall thereupon lose all rights and privileges of membership and his name shall be struck out of the Register and Index of Members, but he shall not be freed from his liability as provided by the Memorandum of Association nor from his liability for payment of the arrears of subscription. All subscriptions due and unpaid by any member shall be considered as debts due from such member to the Trust and shall be recoverable as such by legal process. Persons who have ceased to be members of the Trust under this Article because of arrears of subscription may upon payment of all arrears be re-elected to membership without entrance fee at the discretion of the Council. The Trust is not required to notify a member when his subscription is due.

10. Any Society, Institution, Company, Firm, Association, Board or Group supporting the objects of the Trust shall be eligible for admission as a Corporate Member. A Corporate Member shall be entitled to appoint one Representative, and any such Representative shall be entitled to exercise on its behalf the same voting and all other rights as an Individual Member, and shall, by virtue of his appointment as such Representative, be eligible for election or appointment to any office of the Trust or to membership of the Council.

11. Any person desirous of becoming a member of the Trust shall sign and deliver to the Secretary an application to the following effect :-

"To the Committee of The Avon Navigation Trust

I desire to become a member of the Trust and I hereby agree, if elected, to be bound by all the provisions of the Memorandum and Articles of Association of the said Trust.

Dated this day of
19 .

Name in full:

Address:

Occupation:

"

12. Any application for membership shall be brought by the Secretary before the Council for consideration at the next meeting of the Council. Upon the request of any member of the Council present, the election shall be by ballot and one black ball in four shall exclude.

13. Members may resign by notice in writing; or may be removed by a majority of two thirds of those present and voting at a duly convened meeting of the Council. Provided always that no member shall be removed unless :

- (a) He has conducted himself in a manner which in the discretion of the Council is prejudicial to the interests of the Trust or unfits him for membership of the Trust, or has by any act or conduct made known to the Council that he is no longer in sympathy with the aims and objects of the Trust as declared in Clause 3 of the Memorandum.
- (b) Such member shall have had at least 28 days' notice in writing of the date of the meeting and of the grounds upon which his removal is sought.
- (c) Such member has had an opportunity of stating his case to, and of defending himself before the Council, and
- (d) Each member of the Council shall have had at least 7 days' notice in writing prior to the meeting that the business of the day will be or include the question of the removal of a member or members.

PRESIDENTS AND PATRONS

14. The Council may invite any member of the Trust (whether ordinary or honorary) and any other person to become a President, Vice-President, a Patron or a Vice-Patron of the Trust upon such terms and conditions as the Council shall from time to time decide, provided that no Patron, Vice-Patron, President Vice-President of the Trust being a member of the Trust, shall have any greater powers in relation to the governance and administration of the Trust than he or she shall already possess by virtue of his or her membership of the Trust, and that a President, Vice-President, Patron, Vice-Patron who is not a member of the Trust shall have no vote at any General Meeting nor be liable for contribution under Clause 7 of the Memorandum.

GENERAL MEETINGS.

15. The Trust shall have a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that ~~every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding 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.

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

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

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

PROCEEDINGS AT GENERAL MEETINGS

19. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in place of those retiring by rotation and (whenever necessary) of the officers, 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 herein otherwise provided seven members personally present 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 Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

22. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but 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, the members present shall choose some member of the Council or if no such member be present, or if all the members of the Council 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 a meeting from time to time, and from place to place but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

24. (a) Every question submitted to a meeting not being a proposal for the passing of a special or

extraordinary resolution shall be put to the meeting by the Chairman and his decision as to the wishes or sense of the meeting shall be conclusive unless on his giving his decision it be challenged by not less than one-fifth of the members present at the meeting.

(b) Every question submitted to a meeting on which the decision of the Chairman as to the wishes or sense of the meeting shall be challenged as aforesaid or which is a proposal for the passing of a special or extraordinary resolution shall be decided in the first instance by a show of hands, but after a show of hands has been taken a poll may be demanded by any five or more members present in person by the Chairman or by at least three members present in person, or by a member or members present in person and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, 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 Association 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 for the transaction of any business other than the question on which a poll has been demanded.

VOTES TO MEMBERS.

29. Subject as hereinafter provided, every member shall have one vote. A Corporate Member, shall have one vote which shall be exercisable by its Representative.

30. Save as herein expressly provided, no person other than a member duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Trust in respect of his membership, shall be entitled to be present or to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

31. 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 as provided by Section 139 of the Act. A proxy must be a member of the Trust.

32. 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. In the case of a Representative of a member, any proxy shall be approved by the member himself or its attorney and not by the Representative.

33. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy 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, otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

34. 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.

35. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit :-

The Avon Navigation Trust

"I
"of
"a member of the
" , hereby appoint
"
"of
"and failing him
"of
"to vote for me and on my behalf at the
"(Annual or Extraordinary, as the case may
"be) General Meeting of the Trust to be held
"on the day of 19
"and at every adjournment thereof.

"As witness my hand this day
of 19 ."

COUNCIL OF MANAGEMENT.

36. Until otherwise determined by a General Meeting the number of the Members of the Council shall not be less than two nor more than ten, including the Treasurer and Secretary.

37. The first members of the Council shall be ROBERT FORDYCE AICKMAN, THOMAS PATRICK BURR, FREDERICK JOHN MURCOTT GARNER, SIR FORDHAM FLOWER, JACK DERRY TOMPKINS, GORDON GRAY, DUDLEY CECIL BURGESS MATTHEWS and MAJOR CHRISTOPHER BARNES GRUNDY.

38. The Council may from time to time and at any time appoint any member of the Trust as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, 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 be eligible for re-election.

39. No person who is not a member of the Trust shall in any circumstances be eligible to hold office as a member of the Council.

40. Section 185 of the Act shall be read as if the age therein mentioned was eighty and, therefore, no person shall be appointed a member of the Council of the Trust who has attained the age of eighty, and a Council Member shall vacate his office at the next Annual General Meeting after he attains the age of eighty, and in respect of such vacation of office no provision, contained in these Articles for automatic re-appointment of retiring Council Members in default of another appointment shall apply but any such vacancy may be filled as a casual vacancy. Provided always that a person may be appointed a Council Member at any



age and a Member may continue in office after attaining any age and shall not be required to retire upon attaining the age of eighty, as aforesaid, if his appointments or continuance as a Member is approved by the Trust in General Meeting and special notice has been given of the resolution appointing him or approving his appointment and such notice to the Trust and by the Trust to its members has stated the age of the person to whom it applies.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

41. The office of a member of the Council 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.

RETIREMENT AND ELECTION OF MEMBERS OF THE COUNCIL.

42. At the time of the Second Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-fifth of the members of the Council for the time being, or if their number is not a multiple of five then the number nearest to one-fifth, shall re-tire from office.

43. The members of the Council 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 Council shall be eligible for re-election. A member of the Council elected by the members of the Trust who shall be due to retire shall retain office until the close or adjournment of the Annual General Meeting.



44. The Trust shall at the meeting at which a member of the Council retires in manner aforesaid fill up the vacated office, by electing a person thereto, and in default the retiring member shall if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost, or he has given notice to the Trust in writing of his unwillingness to be re-elected or he has attained any retiring age applicable to him as a member of the Council.

45. No person not being a member of the Council, retiring at the meeting shall, unless recommended by the Council for election, be eligible for election, to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than fourteen nor more than thirty six intervening days.

46. The Trust may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

47. In addition and without prejudice to the provisions of Section 184 of the Act, the Trust may after the Second Annual General Meeting of the Trust shall have been holden by Extraordinary Resolution remove any member of the Council 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 as the member in whose place he is appointed would have held the same if he had not been removed.

POWERS OF THE COUNCIL.

48. The business of the Trust shall be managed by the Council, 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, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by statute or by these presents required to be exercised or done by the Trust in General Meeting, subject

nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Trust, and to such 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 Council which would have been valid if such regulation had not been made.

49. Subject to the provisions of Clause 4 of the Memorandum of Association

- (a) The Council may appoint a manager or managers of the Trust either for a fixed or indefinite period and may from time to time remove any such manager or managers from such office and appoint another or others in his place and may at its discretion fill up any vacancy that may occur in such office. The Council may (in the case of a manager not being a member of the Council) pay to any such manager or managers such salary as it may think fit.
- (b) The Council may at its discretion delegate to any manager such of its powers as it thinks fit for such time subject to such conditions as it may think expedient and, but collaterally with the powers of the Council in that behalf, may at any time revoke or vary any of such delegated powers.
- (c) In lieu of appointing a manager of the Trust and in pursuance of the powers aforesaid the Council may enter into an Agreement or Agreements with any other person, company, firm, or body to manage the affairs and business of the Trust in relation to any particular navigation and personal remuneration as may be thought fit. No such Agreement may be made for a period of more than 3 years at any one time but it shall be renewable after consideration at a meeting of the Council. Agreements may be made with different firms, companies and bodies for separate navigations.

50. Without prejudice to other powers given by the Articles the Council may exercise all the powers of the Trust to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Trust or of any third party.

51. The Council shall have power from time to time to adopt and make, alter or revoke, bye-laws for the

regulation of the Trust and otherwise for the furtherance of the purposes for which the Trust is established, provided that such byelaws are not repugnant to the Memorandum or Articles of Trust. Any resolution of the Council for the adoption, making, alteration or revocation of such byelaws shall be subject to confirmation by Ordinary Resolution of the Trust at the next Annual General Meeting, and if it be not so confirmed, shall cease to have effect at the conclusion of that meeting. All such byelaws for the time being in force shall be binding upon all members until the same shall cease to have effect as hereinbefore provided or shall be varied or set aside by an Ordinary Resolution of the Trust. No member shall be absolved from such byelaws by reason of his not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them. It is expressly declared that without prejudice to the powers of the Council to make byelaws on other matters the following shall be deemed to be matters which may be governed by byelaws within the meaning of this Article, that is to say :

- (a) As to the persons eligible for membership of the Trust.
- (b) As to the conditions on which persons shall be admitted to membership of the Trust.
- (c) As to entrance fees (if any) payable in respect of membership of the Trust.
- (d) As to the annual, quarterly or other subscriptions or payments to be payable by the members of the Trust.
- (e) As to the manner in which membership of the Trust may be terminated or shall determine.
- (f) As to the rights and privileges to be accorded to, and the qualifications, restrictions and conditions to be imposed on, members of the Trust.
- (g) As to committees of members in connection with various branches of the Trust's activities and as to the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such committees.

52. 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 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

Council for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

PROCEEDINGS OF THE COUNCIL.

53. The Council shall at its first meeting every year after the Annual General Meeting and from time to time appoint from the Council Members a Chairman of the Council.

54. The Council 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. Unless otherwise determined, two shall be a quorum. 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.

55. On the request of the Chairman of the Council or two other members of the Council, the Secretary shall, at any time, summon a meeting of the Council, within twenty-one days of such application being received by written notice served upon the several members of the Council.

56. The Chairman of the Council shall be entitled to preside at all meetings of the Council at which he shall be present, but if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

57. 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 Trust for the time being vested in the Council generally.

58. The Council may delegate any of their powers to sub-committees consisting of such member or members of the Council as they think fit, and may give any such sub-committee power to co-opt additional members from members of the Trust, and any sub-committees so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

MINUTES

59. All acts bona fide done by any meeting of the Council or of any sub-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 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 and was qualified to be a member of the Council.

60. The Council shall cause proper minutes to be made of all appointments of Officers made by the Council and of the proceedings of all meetings of the Trust and of the Council and of sub-committees of the Council, 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.

61. A resolution in writing signed by all the members for the time being of the Council or of any Committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or of such sub-committee duly convened and constituted. A resolution may be written on several documents of like form each signed by one or more members of the Committee.

SECRETARY.

62. The Secretary shall be appointed by the Council 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 Council may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

TREASURER.

63. The Council shall from time to time appoint a Treasurer or Honorary Treasurer who shall be a person other than the Secretary. The Council shall determine his powers and duties, fix his salary if any, and at their discretion remove or suspend him from office.

64. The Council may also at any time appoint a temporary substitute for the Treasurer, who shall for the purpose of these Articles be deemed to be the Treasurer.

65. All moneys payable to the Trust shall be received by the Treasurer or such other officers of the Trust

or such bank as the Council shall appoint to receive the same. The receipt of the Treasurer or such other officer or banker shall be a sufficient discharge.

BANKERS.

66. A banking account shall be kept in the name of the Trust. It may be kept at such bank or banks as the Council shall from time to time appoint, and cheques shall only be drawn, signed and endorsed in such manner, and by such person or persons as the Council shall from time to time direct.

THE SEAL.

67. The seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least one member of the Council 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 fixed. A register shall be kept of such sealings.

ACCOUNTS.

68. The Council shall cause proper books of account to be kept with respect to :

- (A) All sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place;
- (B) All sales and purchases of goods by the Trust; and
- (C) The assets and liabilities of the Trust.

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

69. The books of account shall be kept at the office, or, subject to Section 147 (3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council subject to the provisions of Article 70.

70. The Trust in General Meeting may from time to time make reasonable conditions and regulations as to the

time and manner of the inspection by the members of the accounts and books of the Trust, or any of them, and subject to such conditions and regulations the accounts and books of the Trust shall be open to the inspection of members at all reasonable times during business hours.

71. At the Annual General Meeting in every year the Council shall lay before the Trust a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Trust) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council 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 be sent to all 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 read before the meeting as required by the Act.

AUDIT.

72. Once at least in every calendar year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

73. Auditors shall be appointed and their duties regulated in accordance with Sections 159 and 162 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

BRANCHES.

74. The Council may from time to time create branches of the Trust and may make bye-laws as to the objects, constitution, administration, rules, formation, merger, and dissolution of branches, the delimitation from time to time of the areas and boundaries of branches, the custody and disposal of branch records and papers, the duties of their officers, the terms of their employment and when the consent of the Council to their appointment or removal is required, the manner in which property acquired or owned by a branch is to be vested and controlled and the disposal of it upon dissolution of a branch, the observance by

branches or a branch of directions from the Council and the relationship to the Trust as a national body and its branches or any particular branch.

NOTICES.

75. The accidental omission to give notice of a meeting of the Trust or of the Council or any committee or sub-committee of the Trust or Council or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings had at any such meeting of the Trust, Council, committee or sub-committee thereof.

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

77. 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 or email address at which notices may be served upon him, shall be entitled to have notices served upon him at such addresses, but, save as aforesaid, only members described in the register of members by an address within the United Kingdom or an email address shall be entitled to receive notices from the Trust.

78. (i) Any notice, if served by post, shall be deemed to have been served at 12:00 noon on the second 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, stamped and put into the post as a prepaid letter.

(ii) if served by email, shall be deemed to have been served on the day and time the email was sent and in proving such service it shall be sufficient to prove that the email containing the notice was properly addressed and sent.

DISSOLUTION.

79. Clause 7 of the Memorandum of Association of the Trust relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.

LIABILITY AND INDEMNITY.

80. The Trust, the Council, any sub-body of the Council, and any member of any such body as aforesaid and any officer of the Trust shall not be liable for any act of commission or omission of any officer, servant or agent thereof, unless

the act is expressly authorised in writing by or on behalf of the Council.

81. Subject to the provisions of the Act, these Articles, and of Clause 3 of the Memorandum of Association every member of the Council, sub-body, Auditor, Secretary or other officer of the Trust shall be entitled to be indemnified by the Trust against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.