

THE COMPANIES ACTS 1985 AND 1989

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION OF

THE CRUISING ASSOCIATION

(As amended by Special Resolution on 19th November 2008)

1. Name of Association

The name of the Association is The Cruising Association, called in this document "the Association".

2. Registered Office

The registered office of the Association will be in England and Wales.

3. Objects of the Association

3.1 The objects of the Association ("the Objects") are:

- (a) To make information about cruising available to its Members;
- (b) To advance the understanding of safe navigation and seamanship and all the skills necessary for cruising in all types of leisure craft;
- (c) To promote and protect the sport of cruising in leisure craft;
- (d) To promote the preservation and protection of harbours, navigational facilities, estuaries, coasts and their environs;
- (e) To be a centre of excellence for cruising activities;
- (f) To do all such other things as the Association's directors consider to be incidental or conducive to the attainment of the objects.

4. What the Association may do

4.1 The Association has the following powers which may be used only to promote the Objects:-

- (a) to buy, take on lease, sell, lease, share or otherwise dispose of, hire, charge or mortgage or acquire property of any sort;
- (b) to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;
- (c) to employ and pay any employees, officers, servants and professional or other advisers;
- (d) to borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including carrying on trade;
- (e) to give or receive any guarantee or indemnity;
- (f) to promote or undertake study or research including the collection and collation of cruising information and to disseminate the results of such research;
- (g) to produce, print and publish anything in any media;
- (h) to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind, meetings of members whether ashore or afloat, formation of sections with special local or geographical interests;
- (i) to promote and advertise the Association's activities;
- (j) to invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves;
- (k) to undertake any charitable trust;
- (l) to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- (m) to establish, promote and otherwise assist any other bodies or furthering in any way the Objects or to undertake trading and to establish either as wholly owned subsidiaries of the Association or jointly with other persons, companies, government departments or local authorities and to finance such limited associations or companies or other body by way of loan or share subscription on commercial terms provided that the Association shall seek professional legal advice before financing such;
- (n) to establish, support, federate with or join or amalgamate with any charitable companies, institutions, societies or associations;
- (o) to transfer to or to purchase or otherwise acquire from any of the charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;
- (p) to open and operate banking accounts and other banking facilities;
- (q) to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be

- specified by some person other than the Council Members;
- (r) to co-operate and enter into any arrangements with any governments, authorities or any person, Association or associations;
- (s) to insure any risks arising from the Association's activities including liability of any members or Hon. Local Representatives carrying out activities on behalf of the Association;
- (t) to provide Indemnity Insurance to cover liability of the Council Members and the Hon. Solicitor which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Association;
- (i) to make contributions to the assets of the Association in accordance with the provisions of section 214 of the Insolvency Act 1986.

Any such insurance shall not extend to:

- (a) any liability resulting from conduct which the Council Members or the Hon. Solicitor knew, or must be assumed to have known was not in the best interests of the Association, or which the Council Members or the Hon. Solicitor did not care whether it was in the best interests of the Association or not;
- (b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Council Members;
- (c) any liability to pay a fine.

Any insurance shall not extend to any liability to make such a contribution where the basis of the Council Member's liability is his knowledge prior to the insolvent liquidation of the Association (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Association would avoid going into insolvent liquidation;

- (u) to make such ex gratia payments as are considered reasonable and fair;
- (v) to pay all the expenses and costs of establishing the Association;
- (w) to delegate upon such terms and at such reasonable remuneration as the Association may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);

Provided always that :-

- (i) the Managers are properly authorised to carry on investment business;
- (ii) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Association;
- (iii) the Managers are under a duty to report promptly to the Association any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them;
- (iv) the Association is entitled at any time to review, alter or terminate the delegation or the terms thereof;
- (v) the Association is bound to review the arrangements for delegation at intervals but so that any failure by the Association to undertake such reviews shall not invalidate the delegation;
- (x) to do anything else within the law which helps promote the Objects.

5. Use of income and property

- 5.1 The income and property of the Association shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Association or Council Members, and no Council Member may be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association except as shown below under 'Allowed Payments'.

6. Allowed Payments

- 6.1 The Association may pay:
- (a) Reasonable and proper payment to any officer or member of the Association or Council Member for any services to the Association provided that payments to Council Members may only be made for services beyond that ordinarily required in the discharge of his duties as a Council Member and also provided that at no time shall the majority of the Council Members be in receipt of such payments;
 - (b) Interest on the money lent by any member of the Association or any Council Member. The annual rate of interest shall not exceed the base rate of National Westminster Bank plc;
 - (c) Council may decide to pay but is not obliged to pay reasonable out-of-pocket expenses to any Council Member or member for services to the Association;
 - (d) Reasonable and proper payment to a company or association of which a Council Member holds not more than a hundredth of the capital;
 - (e) Reasonable and proper rent of premises demised or let by any member of the Association or Council Member;
 - (f) Reasonable and proper premiums in respect of any Indemnity Insurance to cover the liability of the Council Members or other members carrying out the services for the Association which, by virtue of any rule of law would otherwise

attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association; Provided that any such insurance shall not extend to any claim arising from the liability resulting from conduct which the Council Members or members knew, or must be assumed to have known, was not in the best interests of the Association, or which the Council Members or members did not care whether it was in the best interests of the Association or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Council Members;

(g) In exceptional cases other payments or benefits.

PROVIDED THAT no member of the Association or Council Member shall be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give any benefit to that member of the Association or Council Member other than with the approval of any permitted indemnity insurance.

7. Alterations to this Memorandum

7.1 Alterations to this Memorandum may only be made by special resolution. For a special resolution to be valid 14 Clear Days' notice of it must be given and 75% of those voting must vote in favour of it. Such a resolution may be passed on shorter notice if 95% of the total number of members having the right to vote agree, unless it is in respect of an annual general meeting in which case 100% of the members having the right to vote agree to such short notice.

7.2 The Registrar of Companies must be informed of alterations and all future copies of the Memorandum issued must contain the alteration.

8. Limited Liability

The liability of the members is limited.

9. Guarantee by Members of the Association

9.1 Every member of the Association agrees to contribute to the Association £1 or any smaller amount required if:

- (a) the Association is wound-up while he or she is a member or within a year afterwards; and
- (b) the Association has debts and liabilities which it cannot meet out of its assets.

10. Winding-up of the Association

Upon the winding up of the Association the surplus assets (if any) of the Association or funds arising from the realisation thereof which shall remain after payment of all debts and liabilities of the Association shall not be paid or distributed among the members of the Association but shall be given, paid, or transferred to such bodies having objects similar to those of the Association as the Council at the time of the commencement of such winding up shall determine at or before the dissolution of the Association.

Subscribers

We, the people whose names, addresses and descriptions are written below, wish to form into an Association with this Memorandum of Association.

Signatures, names, addresses and occupations of Subscribers

R Guilleret (Signed)

R D Guilleret
128, Dundee Wharf
100 Three Colt Street
London E14 8AY

Retired

R P Gapper (Signed)

Richard Paul Charles Gapper
12, Officers Terrace
The Historic Dockyard
Chatham Kent ME4 4LJ

Retired

Dated this 15th day of May 2006

Witness to the above signatures

Name
Address

Charles W Morland (Signed)
Charles William Morland
15 Clickers Road,
Wensum Park View,
Norwich NR3 2DD

Occupation

Retired Finance Director

THE COMPANIES ACTS 1985 AND 1989

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF

THE CRUISING ASSOCIATION

(Amended by Special Resolution on 2nd December 2009)

1. Meaning of Words

1.1 In these Articles and the Memorandum the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

1.2	Words	Meanings
	Act	The Companies Acts 1985, 1989 and 2006, and as amended by subsequent acts
	Association Secretary	The Company Secretary as appointed by Council.
	Articles	These Articles of Association
	Association Year	The period of time from one Annual General Meeting of the Association in its incorporated form to the end of the next such meeting
	Council	The Council of Council Members of the Association whose members are the Directors of the Association
	Chairman	The Chair of any General Meeting of the Association or of Council or any committee or group
	Clear Day	24 hours from midnight following the relevant event
	Entitled Member	Means those persons admitted to the membership category (as determined in the Regulations laid down by Council) that entitles them to vote and exercise the other powers of a member under the Act
	Flag Officer	An elected or co-opted office holder and Council Member for whom the Flag Regulations permit the flying of special flags on their boats – restricted by these articles to the President, Vice President(s) and the Chairman of Council.
	General Secretary	The General Secretary of the Association or person carrying out the role with another title, appointed by the Council.
	Indemnity Insurance	Insurance against personal liability incurred by any Council Member or any person carrying out services for the Association for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Council Member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
	Honorary Local Representatives	Members or non-members appointed by Council in cruising areas around the world to provide cruising information and assistance to members
	Honorary Officer	A member appointed by Council under Article 29.4.2(c)
	Honorary Solicitor	A member elected or co-opted in accordance with Article 29.4.2(b)
	Honorary Treasurer	An Entitled Member elected or co-opted in accordance with Article 29.1(c)
	Local Vice President	A member appointed by Council under Article 29.4(d)
	Month	Calendar month
	Office	The registered office of the Association

President	The President of the Association elected in accordance with Article 29.1(b)
Vice President	Vice President(s) of the Association elected or co-opted in accordance with Article 29.1(b)
Regulations	Any Rules, Standing Orders or Regulations made in accordance with these Articles
Seal	The common seal of the Association
Signed	Shall include faxes of signatures
Taxable Trading	Carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax
Council Members	The Directors of the Association
United Kingdom	Great Britain and Northern Ireland
In Writing	Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail or fax
1.3	Words in the singular form include the plural and vice versa. Words in the masculine gender include the feminine and vice versa.
1.4	The words "person" or "people" include corporations.
1.5	Apart from the words defined above, any words or expression defined in the Act or any change to the Act in force when these Articles become binding on the Association will have the same meanings in these Articles, provided they are consistent with the subject or context.
1.6	Headings are not part of the Memorandum or Articles.

2. The Constitution of the Association; Rights of Inspection by Members

- 2.1 The Association is established for the Objects shown in the Memorandum of Association.
- 2.2 A copy of the Memorandum and Articles and any Regulations must be available for inspection at the Office.

3. Members

- 3.1 The number of members of the Association is unlimited.
- 3.2 The Association must keep at the Office a register of members showing their name, address and date of membership.
- 3.3 The register is available for inspection.

4. Membership

- 4.1(a) The initial members are the subscribers who signed these Articles.
- 4.1(b) All those persons who were fully paid up members of the Association in its unincorporated form on 30th June 2006 shall be members of the Association in its incorporated form on 1st July 2006.
- 4.2 Membership is open to any individual or organisation, either in the United Kingdom or abroad, who applies to the Association and follows the procedures set by the Council from time to time and who is admitted by the Council to membership. Notification of election and a copy of the Rules and Regulations shall be sent to every successful candidate.
- 4.3 A member which is an organisation must, if asked, give a copy of its constitution to the Association.
- 4.4. The Council may establish membership categories and fix such subscriptions as it sees fit and may provide that some classes of member have none of the rights granted to Entitled Members by the Memorandum of Association and these Articles or the Act.
- 4.5 Each member which is an organisation has the right to appoint one representative. At any time by giving notice in Writing to the Association, that member can cancel the appointment of its representative and appoint another instead. The member must confirm the name of its representative at the Association's request. The representative has the right to attend and to vote at general meetings of the Association and any vote given shall be valid unless prior to the vote the Association receives written notice ending the representative's authority.
- 4.6 Members which are organisations stop being members in the same way as individual members stop being members.

- 4.7 The Council may delegate the power to admit members.
- 5. No transfer of Membership**
- 5.1 None of the rights of any member of the Association may be transferred or transmitted to any other person.
- 6. Ending of Membership**
- 6.1 A member stops being a member of the Association if:
- (a) the member resigns from membership by giving notice in Writing to the Association; or
 - (b) membership is ended under Article 7; or
 - (c) the member's subscription remains unpaid three months after it is due, but that member may be re-elected at the discretion of Council.
- 7. Expulsion and Suspension from Membership**
- 7.1 The President or, in his absence, the senior available Vice President, may suspend the rights of any member by giving the member notice in writing.
- 7.2 A committee appointed by the Council shall consider the expulsion or suspension of a member, the member having been given twenty-one days' written notice of such meeting, within which period he or she may send to the Association a written statement which shall be considered by the Committee before voting on the expulsion or suspension. The member may attend and speak at the meeting. The decision of the Committee shall be that of a simple majority of those attending with, in the case of an equality of votes, the Chairman of the meeting having a second, casting, vote. The member shall be given written notice of the Committee's decision and that decision shall be final unless the member appeals under Article 7.3.
- 7.3 If the member wishes to appeal, he or she may, within 21 days after receiving notice of the Committee's decision, send to the Association a written statement which shall be considered by Council before voting on the expulsion or suspension. The decision of the Council shall be that of a simple majority of those attending, within the case of an equality of votes the Chairman of the meeting having a second, casting, vote. The decision of the Council shall be final.
- 7.4 The Council may in their Regulations provide for the suspension of members who are in breach of the Rules or Regulations.
- 8. General Meetings**
- 8.1 Each year, the Association must hold an annual general meeting within ten months of the end of the financial year, in addition to any other general meeting in that year. The annual general meeting must be specified as such in the notices calling it. Not more than 15 months must pass between one annual general meeting and the next.
- 8.2 The Association will give members notice of the date of the annual general meeting by posting an announcement in both the Association's member magazine and on its website no less than three months in advance of the meeting; such notice to include a call for nominations for candidates as Council Members, Hon. Treasurer, and Hon. Solicitor, and notice of any motion under 8.3.
- 8.3 Twenty or more Entitled Members may submit a motion for the agenda of an annual general meeting. Such motion must be received in writing by the General Secretary two months before the Meeting.
- 9. Extraordinary General Meetings**
- 9.1 All general meetings except annual general meetings are called extraordinary general meetings.
- 10. Calling of Extraordinary General Meetings**
- 10.1 The Council may call an extraordinary general meeting whenever it wishes. Such a meeting must also be called if not less than one percent of Entitled Members of the Association request it in writing to the General Secretary (i.e. sign it and state the business to be transacted).
- 10.2 On receipt of such requisition, the President or, in his absence, the senior available Vice-President, shall arrange for a meeting to be held within six weeks.
- 11. Notice of General Meetings**
- 11.1 An annual general meeting and a meeting called for the passing of a special resolution must be called by giving at least 14 Clear Days' notice in Writing. Other general meetings must be called by giving at least 14 Clear Days' notice in Writing. These notices must specify the place, date and time of the meeting. If special business is to be discussed, full details or the general nature of the business must be given. Notice of the meeting must be given to everyone entitled by these Articles to receive it.
- 12. Ordinary and Special Business at General Meetings**
- 12.1 At an Extraordinary General Meeting all business will be treated as special business. At an Annual General Meeting all business will be treated as special except the consideration of accounts and balance sheets, the reports of the Council Members and auditors, the election of Council Members in place of those retiring, the appointment of auditors, and the fixing of the remuneration of the auditors.

are nominated by Council as laid down in Article 29.1(b)) must be nominated by two Entitled Members in writing not later than 42 clear days before the date of the annual general meeting. The nomination must also enclose the written consent of the candidate. Where a ballot is required, the names of all candidates together with the names of their proposer and seconder and any such other information as the Council may stipulate to be entered on ballot forms in a form approved by the Council (which may include email or other electronic means) which shall be sent to all the members of the Association no later than 14 days before the date of the annual general meeting;

- (b) Each Entitled Member shall be entitled to cast one vote for each vacancy on the Council and President, Vice President(s), Hon. Treasurer and Hon. Solicitor and a ballot paper shall be treated as spoiled if it contains votes in favour of more candidates than there are vacancies to be filled;
- (c) The counting of the postal or electronic ballots will take place prior to the annual general meeting;
- (d) The election of Council Members, President, Vice President(s), Hon. Treasurer and Hon. Solicitor shall be carried by a simple majority of the votes cast and in case of equality of votes the Chairman shall decide between those candidates by lot, and proceed as if the candidate on whom the lot falls had received an additional vote;
- (e) If the vote of any Entitled Members voting by post or electronically is uncertain or spoilt, or if doubt arises as to the intention of the member so voting the Chairman shall have an absolute discretion to reject the vote;
- (f) The Hon. Treasurer and Hon. Solicitor are elected annually for an Association Year; the Hon. Solicitor is not ex officio a member of the Council but is entitled to attend Council meetings.

20. Declaration of Chairman is Final

- 20.1 Unless a poll is demanded, the Chairman's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.
- 20.2 The demand for a poll may be withdrawn.

21. When a poll is taken

- 21.1 A poll must be taken immediately, if it is correctly demanded to elect a Chairman or to decide upon an adjournment. Polls about other things will be taken whenever the Chairman says so. Business which is not the subject of a poll may be dealt with before or during the poll.
- 21.2 The Chairman will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

22. Voting and Speaking

- 22.1 Every Entitled Member including the Chairman has one vote. If the votes are level, the Chairman has a casting vote.
- 22.2 The auditor or reporting accountant has the right to attend and speak.

23. Management by the Council

- 23.1 The business of the Association is managed by the Council. It may pay all the expenses of promoting and registering the Association. It may use all powers of the Association which are not, by the Act or by these Articles, required to be used by a general meeting of the Association. But the Council Members are at all times governed first by the Act, second by the Memorandum and Articles, and third by any Regulations that the Council may prescribe.

24. Payment of Subscriptions

- 24.1 All members must pay the subscriptions (if any) that the Council decides from time to time. The Council may fix differing rates for subscriptions. In the case of changing subscription rate, affected members shall be given at least one month's notice in writing.

25. Cheques and Bills etc

- 25.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association shall indicate the name of the Association in full and must be signed, drawn, accepted, endorsed, or otherwise made in the way that the Council decides from time to time and cheques shall be signed by two Council Members unless the Council otherwise decides.

26. Indemnity of Council Members

- 26.1 In the management of the affairs of the Association no Council Member nor the Hon. Solicitor shall be liable (to the extent permitted by the Act) for any loss to the property of the Association arising by reason of:
 - (a) investment made in good faith (so long as the Council Member or the Hon. Solicitor (as the case may be) sought professional advice before making such investment); or
 - (b) negligence or fraud of any agent employed by any Council Member or the Hon. Solicitor (as the case may be) in good faith (provided reasonable supervision shall have been exercised); or
 - (c) any mistake or omission made in good faith by any Council Member or the Hon. Solicitor (as the case may be); or
 - (d) by reason of any other matter or thing other than fraud, wrongdoing or wilful omission on the part of the Council Member or the Hon. Solicitor (as the case may be).
- 26.2 Subject to and to the extent permitted by the Act, but without prejudice to any indemnity to which he may otherwise be entitled every Council Member and the Hon. Solicitor shall be entitled to be indemnified out of the assets of the Association against all costs and liabilities incurred by him in relation to any proceedings (whether criminal or civil) which relate to anything done or

omitted or alleged to have been done or omitted by him as a director or office holder save that no such person shall be entitled to be indemnified:

- (a) for any liability incurred by him to the Association or any associated Association of the Association (as defined by the Act for these purposes);
- (b) for any fine imposed in criminal proceedings;
- (c) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
- (d) for any costs for which he has become liable in defending any criminal proceedings in which he is convicted and such conviction has become final;
- (e) for any costs for which he has become liable in defending any civil proceedings brought by the Association or an associated Association in which a final judgment has been given against him; and
- (f) for any costs for which he has become liable in connection with any application under sections 144(3) or 144(4) or 727 of the Act in which the court refuses to grant him relief and such refusal has become final.

26.3 Every Council Member and the Hon. Solicitor shall be entitled to have funds provided to him by the Association to meet expenditure incurred or to be incurred in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a director or office holder, provided that he will be obliged to repay such amounts no later than:

- (a) in the event he is convicted in proceedings, the date when the conviction becomes final;
- (b) in the event of judgment being given against him in proceedings, the date when the judgment becomes final; or
- (c) in the event of the court refusing to grant him relief on any application under sections 144(3) or (4) or 727 of the Act, the date when refusal becomes final.

27. Payment of reasonable expenses to Council Members

27.1 If Council decides to do so, Council Members may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Association but shall not be paid any other remuneration except as permitted in the Memorandum of Association.

28. The Keeping of Minutes

28.1 The Council must have minutes entered in the minute books:

- (a) of all appointments of officers by the Council;
- (b) of the names of the Council Members present at each of its meetings and of any committee of the Council;
- (c) of all resolutions and proceedings at all meetings of:
 - (i) The Association;
 - (ii) The Council; and
 - (iii) Committees of the Council.

29. Council and Honorary Officers

29.1 The Council shall consist of:

- (a) A maximum of nine Entitled Members of the Association not being the President or a Vice-President, three (or when a higher number of vacancies occurs such higher number) of whom shall be elected for three Association Years at each annual general meeting and who, unless co-opted pursuant to the following provisions of this Article 29.1(a), shall not be eligible for an immediately consecutive period in that office. Subject to the maximum number stated in this Article, the Council may co-opt as a Council Member an Entitled Member who is willing to act as such, either to fill a vacancy or as an additional Council Member. A Council Member co-opted under this Article only will hold office only until the next annual general meeting, when he shall be eligible to seek election as a Council Member but, if not elected, he will automatically vacate office at the end of that meeting.
- (b) The President and one or more Vice-Presidents, to be nominated by Council and elected by a ballot of members at each annual general meeting, but who may not hold office for more than three Association Years consecutively. Periods in office while filling a casual vacancy shall not be reckoned for this purpose. In the event of the President or a Vice President not completing their term in office for any reason, Council may co-opt and appoint an Entitled Member to cover the resulting vacancy for the remainder of the Association Year;
- (c) The Honorary Treasurer to be elected annually at the annual general meeting or, in the case of a casual vacancy, be co-opted by Council to serve until the next annual general meeting. (If no Honorary Treasurer is elected, the Chairman of the Finance Audit and Compliance Committee may attend Council meetings but shall not, ex officio, be a member of Council.)

29.2 Where there are no more candidates than vacant posts the candidates shall be declared elected at the annual general meeting without the necessity of a ballot.

29.3 In calculating terms of office service in the Association in its unincorporated form shall be counted.

29.4 The Officers of the Association shall be :

29.4.1 The Flag Officers

- (a) The President;
- (b) The Vice-President(s);
- (c) The Chairman of Council

29.4.2 The Honorary Officers

- (a) the Honorary Treasurer, elected or co-opted in accordance with the provisions laid down in Article 29.1(c) above;
- (b) the Honorary Solicitor, to be elected annually at the annual general meeting or, in the case of a casual vacancy, be co-opted by Council to serve until the next annual general meeting. The Honorary Solicitor may attend Council Meetings but shall not ex officio be a member of Council;
- (c) such other Honorary Officers (with appropriate title) as Council may appoint for such periods as Council may determine;
- (d) any Entitled Member appointed by Council as a Local Vice-President subject to such Regulations as Council lay down.

None of the above, with the exception of the Honorary Treasurer, shall be a member of Council.

30. Notification of Change of members of the Council to the Registrar of Companies

30.1 All appointments, retirements or removals of Council Members and the Association Secretary must be notified to the Registrar of Companies.

31. Ending of Council Membership

31.1 A Council Member ceases to hold office if he:-

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes barred from membership of the Council because of any order made under the Act; or
- (c) becomes incapable whether mentally or physically of managing his own affairs; or
- (d) resigns the office by notice in writing to the Association but only if at least three Council Members will remain in office when the resignation takes effect; or
- (e) is absent from four consecutive meetings of the Council Members and is asked by a majority of the other Council Members to resign;
- (f) is directly or indirectly involved in any contract with the Association and fails to declare the nature of his interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the member became interested in the contract; or
- (g) is removed from office.

32. Removal of a Council Member by a General Meeting

32.1 A general meeting of the Association may remove any Council Member before the end of his period of office whatever the rest of these Articles or any agreement between the Association and the Council Member may say.

32.2 Removal can take place only by the Association passing an ordinary resolution saying so. Member(s) of the Association must give a notice to the Association of intention to remove a Council Member and/or appoint a replacement. At least 28 Clear Days' notice must be given to the Association and subsequently at least 21 Clear Days' notice to the membership. Once the Association receives such notice it must immediately send a copy to the Council Member concerned. He has a right to be heard at the general meeting. He also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the Council Member may require it to be read to the meeting.

33. Meetings of the Council

33.1 The Council may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.

33.2 The President or such other Council Member as Council may elect shall chair Council Meetings

33.3 Questions arising at any meeting must be decided by a majority of votes. Every Council Member has one vote including the Chairman. If the votes are equal, the Chairman has a second or casting vote.

33.4 A Council Member may, and the Secretary if requested by a Council Member must, summon a meeting of the Council.

33.5 Notice of a meeting may be given by suitable electronic means approved by the Council.

33.6 Meetings may be held in person or by suitable electronic means agreed by the Council in which all participants may communicate with all other participants.

- 33.7 Notices and minutes of Council meetings shall be sent to all members of the Council and Chairmen of committees appointed by the Council,
- 34. Quorum for the Council**
34.1 The quorum necessary for business to be done at a Council meeting is five.
- 35. Vacancies on the Council**
35.1 The Council may act despite any vacancy on the Council, but if the number of Council Members falls below the quorum, it may act only to summon a general meeting of the Association.
- 36. A Resolution may be Approved by Signature Without a Meeting**
36.1 A resolution in Writing Signed by all the Council Members or any committee is as valid as if it had been passed at a properly held meeting of the Council or committee. The resolution may consist of several documents in the same form signed by one or more members of the Council or committee.
- 37. Validity of Acts Done at Meetings**
37.1 If it is discovered that there was some defect in the procedure at a meeting anything done before the discovery at any meeting of the Council is as valid as if there were no defect.
37.2 If it is discovered that there was some defect in the appointment of a Council Member or that he was disqualified, anything done before the discovery at any meeting of the Council is as valid as if there were no defect or disqualification.
- 38. Delegation by the Council to Committees**
38.1 The Council may delegate the administration of any of its powers to committees consisting of one or more Council Members and a committee must conform to any rules that the Council imposes on it.
38.2 The Council may co-opt any person or persons to serve on the committee.
38.3 The Council may also delegate the administration of any of its powers to committees and groups consisting of co-opted members and a committee or group must conform to any rules that Council imposes on it.
38.4 All acts and proceedings of the committees and groups must be reported to the Council as soon as possible.
- 39. Chairmen of Committees**
39.1 A committee may elect a chairman of its meetings if the Council does not nominate one.
39.2 If at any meeting the committee's chairman is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be chairman of the meeting.
- 40. Meetings of Committees**
40.1 A committee may meet and adjourn whenever it chooses.
40.2 Questions at the meeting must be decided by a majority of votes of the members present.
40.3 A committee must have minutes entered in minute books. Copies of these minutes must be available to all Council Members.
- 41. Appointment and Removal of the Association Secretary**
41.1 The Council may appoint and remove the Association Secretary and may decide his period of office, pay if not a Council Member and conditions of service.
- 42. Actions of Council Members and Association Secretary**
42.1 The Act says that some actions must be taken both by a Council Member and by the Association Secretary. If one person is both a Council Member and the Association Secretary, it is not enough for him her to do the action first as a Council Member and then as Association Secretary or vice versa.
- 43. The Seal**
43.1 If the Association shall decide to use an Association seal the Council must provide safe custody of the Seal.
43.2 The Seal may only be used as the authority of the Council or of a committee authorised by the Council to use it.
43.3 Everything to which the Seal is affixed must be:
(a) signed by a member of the Council; and
(b) countersigned by the Association Secretary or by a second Council Member or by some other person appointed by the Council for that purpose.

- 44. Proper Accounts must be Kept**
44.1 Accounts shall be prepared in accordance with the Act.
- 45. Books must be Kept at the Office**
45.1 The books of account must be kept at the Office or at other places decided by the Council. The books of account must always be open to inspection by Council Members.
- 46. Inspection of Books**
46.1 The Council Members must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not Council Members. A member who is not a Council Member may only inspect a book of account or document of the Association if the right is given by law or authorised by the Council Members or a general meeting.
- 47. Profit and Loss Account and Balance Sheets**
47.1 The Council must, for each accounting reference period, put before a general meeting of the Association such reports, statements or accounts as are from time to time required by law.
47.2 The Council must file with the Registrar of Companies all annual returns and other documents that are required to be filed.
- 48. Copies for Members**
48.1 Such documents as are required by the Act must be sent to members of the Association at least 21 Clear Days before the date of the Annual General Meeting.
48.2 But this Article does not require a copy of these documents to be sent to anyone whose address the Association does not know.
- 49. Appointment of Reporting Accountants or Auditors**
49.1 The Association shall appoint a properly qualified accountant or properly qualified auditors or such other person as permitted by the Act to audit or report on the accounts.
- 50. Service of Notices**
50.1 The Association may give notice to any member either personally or by delivering it or sending it by ordinary post to the member's registered address or by sending it by fax or by email. If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he has given the Association for that purpose. Council will make a Regulation to ensure that overseas members are given the same notices as are given to members with addresses in the United Kingdom.
50.2 If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. If sent by fax or email it will be treated as properly sent if the Association receives no indication that it has not been properly sent.
50.3 The notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice will be treated as having been received 24 hours after having been successfully sent.
50.4 Notice may also be given by any other means permitted by the Act
- 51. Accidental Omission of Notice**
51.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other reason. This does not invalidate the proceedings of that meeting.
- 52. Who is Entitled to Notice of General Meetings**
52.1 Notice of every general meeting must be given to:
(a) every member (except those members who lack a registered address within the United Kingdom and have not given the Association an address for notices within the United Kingdom);
(b) Overseas members in accordance with the Regulation laid down in 50.1;
(c) the reporting accountants or auditor of the Association;
52.2 No one else is entitled to receive notice of general meetings.
- 53. Alteration of the Articles**
53.1 The Association may alter these Articles only by a special resolution at a general meeting at which 75% of those voting vote in favour of it.
- 54. Regulations**
54.1 The Council may make such Regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No Regulation may be made which

invalidates any prior act of the Council which would otherwise have been valid.

54.2 Amendments or additions shall be displayed on the Association's notice board and be circulated in the next general mailing. The Council shall ensure that members are, on request, provided with up-to-date copies of the Regulations.

55. Dissolution of the Association

55.1 The Council or a general meeting may decide at any time to dissolve the Association. The Association shall then call a meeting of all members entitled to notice of general meetings.

55.2 Any surplus must be used in accordance with the provisions of the Memorandum of Association.

Signatures, names, addresses and occupations of subscribers

R Guilleret (Signed)
R D Guilleret
128 Dundee Wharf
100 Three Colt Street
London E14 8AY

Retired

R P Gapper (Signed)
Richard Paul Charles Gapper
12 Officers Terrace
The Historic Dockyard
Chatham

Kent ME4 4LJ
Retired

Dated this 15th Day of May 2006

Witness to the above signatures:

Name

Address

Occupation

Charles W Morland (Signed)

Charles William Morland

15 Clickers Road,
Wensum Park View,
Norwich NR3 2DD

Retired Finance Director