

**THE COMPANIES ACT, 1985**

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

**MEMORANDUM OF ASSOCIATION**

**OF**

**THE MILITARY VEHICLE TRUST**

**(including all approved amendments to 12 February 2006)**

1. The name of the Company is **The Military Vehicle Trust** (hereinafter called “the Trust”).
2. The registered office of the Trust will be situate in England.
3. The Trust is established for the purpose of restoring and preserving military vehicles of historical interest and the preservation of books, drawings, records, documents, sound and visual recordings, films, photographs and other media and ephemera relating to such vehicles, their history and development, and promoting and encouraging the same aim in others.

And in furtherance of the above objects but not further or otherwise the Trust shall have the following powers:

- A. To take over the whole of the assets and liabilities of the existing company limited by shares known as the Military Vehicle Conservation Group Limited and to enter into such agreement and to take all such steps as may be necessary for the purpose.
- B. To manufacture, produce, print, engrave, publish, edit, distribute, buy, sell and deal in newspapers, periodicals, posters, leaflets, books, booklets, maps, guides, calendars, films, film strips, photographs, records, record cards prints, art works and other visual and audio aid material provided that the Trust shall not engage in any activities which are in the nature of permanent trading.
- C. To acquire by gift, devise, purchase, lease, hire or otherwise, any real or personal property, and any estate or interest therein, and any rights or privileges necessary or convenient, or capable of being used or applied for any of the purposes of the Trust, and to sell, lease, lend or dispose of, or otherwise deal with all or any part of the same in such manner as may be thought expedient with a view to the promotion of the objects of the Trust.

- D. To organise, sponsor and support military vehicle and such other shows and events and encourage the appearance of historic military vehicles at public events and shows for the provision and stimulation of information, education and interest in such vehicles.
- E. To accept any bequest, devise, gift or donation whatsoever (whether of money or of property of any description) towards the objects of the Trust, and to apply the same or the proceeds of sale or realisation thereof to the objects of the Trust or to invest the same or such proceeds, and to apply the income arising therefrom, for any of the objects of the Trust.
- F. Generally to obtain money for the objects of the Trust in any lawful manner and to invest, apply or deal with the same in such lawful manner as may be considered most desirable for effecting such objects.
- G. To invest any moneys of the Trust not immediately required for its purposes in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- H. Subject to such consents (if any) as may be required by law, to borrow or to raise money and for the purpose of securing any debt or obligation of the Trust to mortgage or charge all or any part of its property and assets, present or future.
- I. To aid and co-operate with any charitable association, society or corporation in Great Britain or Northern Ireland having among its objects the permanent preservation of any transport relics or other material or things the preservation of which is included within the objects of the Trust.
- J. To subscribe, make donations or make loans to any such association, society or corporation as aforesaid with a view to obtaining any advantages or benefits for or promoting the objects of the Trust.
- K. To maintain, manage, or to assist in the maintenance or management of, charitable museums or other premises for the purpose of the preservation of public exhibition of transport relics, books, drawings, records, documents, sound and visual recordings, cinematograph films and photographs as aforesaid and to act in any trust for or as trustee of any property devoted to such purposes.
- L. To do all such other lawful things as are necessary to the attainment or furtherance of the above objects.

**PROVIDED THAT:**

1. In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
2. The objects of the Trust shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

3. In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the Council of Management or Governing Body 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 Council of Management or Governing Body have been if no incorporation had been effected and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated.
4. The income and property of the Trust shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Trust and no member of its Council of Management or Governing Body shall be appointed to any office of the Trust paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Trust.

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

- (a) of reasonable and proper remuneration to any member, officer or servant of the Trust (not being a member of its Council of Management or Governing Body) for any service rendered to the Trust;
  - (b) of interest on money lent by any Member of the Trust (or of its Council of Management or Governing Body) not exceeding two per cent per annum less than the base rate for the time being of the Trust's Bank, or three per cent whichever is the greater;
  - (c) of reasonable and proper rent for premises demised or let by any member of the Trust or of its Council of Management or Governing Body;
  - (d) to any member of its Council of Management or Governing Body of reasonable out-of-pocket expenses;
  - (e) of fees, remuneration, or other benefit in money or money's worth to a company of which a Member of its Council of Management or Governing Body may be a member holding not more than one hundredth part of the capital of such company.
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 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 rights of the contributories among themselves, such amount as may be required not exceeding One pound.
  
7. If upon 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 be given or transferred to some other charitable institution or institutions having 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 charitable institution or institutions to be determined by the members of the Trust at or before the time of dissolution, or in default thereof by the Secretary of the National Council for Voluntary Organisations for the time being, and if so and so far as effect cannot be given to such provision then to the Transport Trust, or some other charitable object.

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

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**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

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Richard Beddall  
Everleigh House  
Everleigh  
Wiltshire

CHAIRMAN

Ray Stanley  
1 Alderdale Crescent  
Solihull  
West Midlands

TREASURER

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DATED the fifth day of May 1987

WITNESS to above Signatures:

Gillian Read  
16 Lingham Cottages  
Mansion Lane  
Iver  
Bucks

**THE COMPANIES ACT, 1985**

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

**ARTICLES OF ASSOCIATION**

**OF**

**THE MILITARY VEHICLE TRUST**

**(including all approved amendments to 11 May 2014)**

**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 therefore, if not inconsistent with the subject or context:

**WORDS**

**MEANINGS**

The Act

The Companies Act 1985, including any statutory modification or re-enactment thereof, for the time being in force.

These presents

The Articles of Association and the regulations of the Trust from time to time in force.

The Trust

“The Military Vehicle Trust”.

The Council

The Council of Management for the time being of the Trust.

The United Kingdom

Great Britain and Northern Ireland.

Month

Calendar Month.

In Writing

Written, printed or lithographed or partly one and partly another and the modes of or reproducing words in a visible

representing form.

Member

An individual member (including a life member), a corporate member and an honorary life

member.



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, and words or expressions defined in the Act or any statutory modifications 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.

## **MEMBERSHIP**

2. The number of members with which the Trust is proposed to be registered is unlimited.
3. The provisions of Section 352 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 members of the Trust shall be the persons who subscribed to the Memorandum of Association, every person who at the date of incorporation of the Trust is a member of the existing organisation known as "The Military Vehicle Conservation Group" and who within twelve months after the incorporation of the Trust deposits at the office a written request to become a member and such other persons as the Council shall admit to membership.
6. The Trust shall consist of a President, Vice-Presidents, Honorary Life Members, Individual Members and Corporate Members. The President and Vice-Presidents shall be chosen and removed by the Council as the occasion arises.
7. Any individual who supports the objects of the Trust shall be eligible for admission as a Member in one of the following classes provided such persons are not disbarred from membership under any Article elsewhere in this document:
  - (a) Single Membership. Defined as "One Member having paid the full membership subscription".
  - (b) Joint Membership. Defined as "Two Members living jointly together under the same roof and having paid the full membership subscription".
  - (c) Family Membership. Defined as "A single or joint Member, having paid the full membership subscription, with the additional membership of any dependant children, up to the age of 18". Any such juniors shall be called a "Junior Member". Junior Members shall be exempted from the financial requirements of Clause 6 and 7 of the Memorandum of Association and shall not be entitled to vote on any matter within the Military Vehicle Trust at Area or National level.
  - (d) Life Membership. Defined as "Any individual that has performed any act that has rendered himself as meriting the award of Life Membership" or "Any person who in the past made a payment of a Life Membership subscription".



- (e) Associate Membership. Defined as "Any person designated by the Council of Management as worthy of complementary membership due to their position in a sympathetic organisation". Associate Members shall be exempted from the financial requirements of Clause 6 and 7 of the Memorandum of Association and shall not be entitled to vote on any matter within the Military Vehicle Trust at Area or National level.
8. (a) Any body corporate 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 its appointment as such representative be eligible for election or appointment to any office of the Trust or to membership of the Council.
- (b) No firm or other unincorporated association may as such become a member of the Trust, but if any firm or other unincorporated association which would, if incorporated, have been eligible for membership, should desire to obtain the advantages of membership it shall nominate one of its members to act as its representative, apply in its name for membership and sign the application form as its representative and exercise the rights of membership on its behalf. Every person so nominated who is admitted to membership shall have the same rights and be subject to the same incidents and liabilities as any other Individual Member, except that if his nomination is revoked by the body nominating him he shall forthwith cease to be a member of the Trust.
9. The Council may also admit individuals who have rendered outstanding service to the cause of Transport Preservation to Honorary Life Membership, and such persons, being duly admitted, shall enjoy all the privileges of membership (including the right to vote) except that they shall not by virtue of their Honorary Life Membership alone be deemed to be members of the Trust for the purposes of registration within the meaning of Article 2 of these presents or be on the Register of Members of the Trust or be under any liability for the debts and liabilities of the Trust.
10. Every person wishing to join the Trust and eligible for election as a Member, must apply in writing and shall deposit along with such application his first annual subscription which shall be returned in the event of non-election by the Council.
11. Members may resign by notice in writing or may be removed by a majority 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 unfit 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 28 days notice prior to the meeting that the business of the day will be or include the question of the removal of a member or members.
12. The Council may, as required from time to time, prescribe the rates of payment of such sums of money by way of annual subscriptions by members of all classes as defined in Article 7. Increases in the annual subscriptions shall be left to the discretion of the Council of Management, provided that any increase above the Retail Prices Index is referred to and approved by the Trust in General Meeting.

### **GENERAL MEETINGS**

13. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except for the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association 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. All General Meetings, other than Annual General Meetings, shall be called Special General Meetings.
14. The Council may whenever they think fit convene a Special General Meeting, specifying the nature of the business to be conducted thereat. In addition and without prejudice to the provisions of Section 368 of the Act as to the requisitioning of meetings, a Special General Meeting may be convened by a signed requisition of not less than fifty members.
15. Twenty-one days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it 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 the meeting, and in the case of special business the general nature of that business, shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Trust, but with the consent of all Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members think fit.
16. The accidental omission to give notice of a meeting or to send any voting or other ballot paper or other document to, or the non-receipt of such notice, voting or ballot paper or other document by, any person entitled to receive such notice, voting or ballot paper or other document, shall not invalidate any resolution passed, or proceeding held, at any meeting.

## PROCEEDINGS AT GENERAL MEETINGS

17. All business shall be deemed special that is transacted at a Special General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
18. 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 twenty members or representatives of Corporate Members personally present or one tenth of the membership whichever shall be less, shall be a quorum.
19. 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 Council may determine, 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.
20. The Council may invite the President or a Vice-president to occupy the Chair at General Meetings. Otherwise the Chairman of the Council shall occupy the Chair at General Meetings, but if there is 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.
21. The Chairman of a General Meeting at which a quorum is present may (and shall if so directed by the Meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at 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.
22. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman of the Meeting or by at least five members present in person or by proxy, or by a member or members present in person or by proxy 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 Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

23. Subject to the provisions of the Article immediately succeeding this Article, if a poll be demanded in the 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.
24. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
25. 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.
26. 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 OF MEMBERS**

27. Subject as hereinafter provided, every member shall have one vote. A Corporate Member shall have one vote which shall be exercisable by its representative.
28. Save as herein expressly provided, no member other than a member duly registered, 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 vote on any question either personally, through its representative, or by proxy at General Meeting.
29. Votes may be given on a poll either personally or by proxy. A member present only by proxy may vote on a show of hands. A Corporate Member may vote by its duly authorised representative as provided by Section 375 of the Act or by proxy. A proxy need not be a member.
30. 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 Corporate Member, any proxy shall be appointed by the member itself or its attorney and not by the representative.
31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

32. 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.
33. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

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

*As witness my hand this            day of            19    ".*

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

### **BALLOT PROCEDURE**

34. If there shall be more candidates than vacancies for membership of the Council the election shall be made by ballot in accordance with these presents and the result of the ballot shall be announced at the Annual General Meeting. If the number of candidates for election is equal to or less than the number of vacancies to be filled, all candidates will be deemed to be elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the election of a candidate shall have been put to the meeting and lost.
35. If a ballot shall be necessary for the election of membership to the Council, the Secretary shall cause the names of all candidates together with the names of their proposers and together with a short biography of all candidates and together with such other information as the Council may require to be entered in ballot paper in form approved by the Council which shall be sent to all members entitled to vote on such ballot.
36. One ballot paper shall be sent to each member including corporate members and ballot papers shall be despatched not less than fourteen days before the Annual General Meeting.

37. A member shall be entitled to vote in favour of as many candidates as there shall be vacancies to be filled upon the Council, but a member shall not be entitled to vote more than once for a candidate.
38. Properly completed ballot papers received at the General Office of the Trust or such other place as may be determined by the Council not later than ninety-six hours before the time fixed for the General Meeting at which the result is to be declared shall alone be taken into account. In the event of a ballot failing to determine the number of candidates because of an equality of votes, the candidate or candidates to be elected from those having an equal number of votes shall be chosen by lot.

### **COUNCIL OF MANAGEMENT**

39. The number of the elected members of the Council shall not be less than 3 nor more than 15. The first members of the Council shall be:

R. Muir-Beddall, D.Belcher, R.Stanley, S.Gascoigne, A.Williamson and C.Brittain Jones.

At the first Annual General Meeting all the members of Council shall retire from office, and at every subsequent Annual General Meeting one-third of the Council who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one who is subject to retirement by rotation he shall retire.

40. Subject to the provisions of the Act, the members of Council to retire by rotation shall be those who had been longest in office since their last appointment or reappointment but as between persons who became or were last reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
41. If the Trust, at the meeting at which a member of Council retires by rotation, does not fill the vacancy the retiring member shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for his reappointment is put to the meeting and lost.
42. No person other than a member of Council retiring by rotation shall be appointed or reappointed at any General Meeting unless:
  - (a) he is recommended by the Council; or
  - (b) not less than thirty not more than fifty-six days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Trust of the intention to propose that person for appointment or reappointment stating the particulars which would if he were so appointed or reappointed, be required to be included in the Trust register of directors together with notice executed by that person of his willingness to be appointed or reappointed;
  - (c) and he has held a minimum of two years continuous membership immediately prior to nomination.

43. Not less than seven nor more than twenty-eight clear days before the date holding a General Meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a member of Council retiring by rotation at the meeting) who is recommended by the Council for appointment or re-appointment at the meeting or in respect of whom notice has been duly given to the Trust member of the intention to propose him at the meeting for appointment or reappointment as a member of Council. The notice shall give the particulars of that person which would, if he were to so appointed or reappointed, be required to be included in the Trust's register of directors.
44. Subject as aforesaid, the Trust may by ordinary resolution appoint a person who is willing to act to be a member of Council either to fill a vacancy or as an additional member of Council and may also determine the rotation in which any additional members of Council are to retire.
45. The Council may from time to time and at any time appoint any member of the Trust or representative of a Corporate Member 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 before the Second Annual General Meeting of the Trust shall retain his office only until the Second Annual General Meeting. Any member so appointed shall be eligible for re-election.
46. No person who is not a member or representative of a Corporate Member of the Trust shall in any circumstances be eligible to hold office as a member of the Council.
47. Section 293 of the Act shall be read as if the age therein mentioned was seventy-five and, therefore, no person shall be appointed a member of the Council of the Trust who has attained the age of seventy-five, and a Council Member shall vacate his office at the next Annual General Meeting after he attains the age of seventy-five, and in respect of such vacation of office no provision contained in these Articles for automatic re-appointment of retiring Council Members in default or other 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 Council Member may continue in office after attaining any age and shall not be required to retire upon attaining the age of seventy-five as aforesaid, if his appointment or continuance as a Council 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.

### **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 power of the Trust, and do on behalf of the Trust by all such acts as may be exercised and done by the Trust in General Meeting, subject nevertheless to any regulations of these presents, and to the provisions of the statutes for the time being in force and affecting the Trust.

- 49.** Without prejudice to other powers given by these 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.
- 50.** The Council shall have the power from time to time to adopt and make, alter or revoke by-laws for the regulation of the Trust and otherwise for the furtherance of the purposes for which the Trust is established, provided that such by-laws are not repugnant to the Memorandum or Articles of Association. All such by-laws for the time being in force shall be binding upon all members until the same shall cease to have effect as herein before provided or shall be varied or set aside by a special resolution of the Trust.
- 51.** 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 admitting persons to membership of the Trust, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

#### **SECRETARY**

- 52.** Subject to Section 10 of the Companies Consolidation Act, 1985 the Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions consistent with the provisions of Clause 4 of the Memorandum of Association as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 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 should there be no Secretary or no Secretary capable of acting. The Secretary if not in receipt of remuneration shall be ex-officio a member of the Council.

#### **TREASURER**

- 53.** The Council may from time to time appoint a Treasurer or Honorary Treasurer, determine his powers and duties, fix his salary, if any, and at their discretion remove or suspend him from office. The Treasurer or Honorary Treasurer if not in receipt of remuneration shall be ex-officio a member of the Council.
- 54.** 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.
- 55.** 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**

56. 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 at least two persons as the Council shall from time to time direct.

## **THE SEAL**

57. 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 two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the Seal shall be affixed in their presence, and in favour of any purchaser or person at the time dealing with the Trust such signature shall be conclusive evidence of the fact that the Seal has been properly affixed. A Register shall be kept of such dealings.

## **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

58. 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 or representative of a Corporate Member of the Trust.
  - (d) If by notice in writing to the Trust he resigns his office.
  - (e) If he becomes prohibited from holding office by reason of any order made under the Act.
  - (f) If he is removed from office by a resolution duly passed pursuant to the Company Directors Disqualification Act (1986) as revised.
  - (g) If he shall not attend any of the three consecutive meetings of the Council he shall, unless the Council otherwise determines be deemed to have retired as a member of the Council and shall not be eligible to serve as a member of the Council for one year after such retirement.
  - (h) Subject to the opportunity of stating his case with the notice period, as set out under Clause 11, if it shall be considered that a member of the Council has acted prejudicial to the interests of the Trust, he may be removed from all Council duties for any period of time as may be prescribed by a majority of his fellow Council members present and voting at a duly convened meeting of the Council.

## **ROTATION OF MEMBERS OF THE COUNCIL**

- 59.** At the time of the Second Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, such members of the Council for the time being who shall have held office since their election at the Annual General Meeting held three years previously shall retire from office together with those members appointed by the Council since the preceding Annual General Meeting. A retiring member of Council shall be eligible for re-election. A member of the Council who shall be due to retire shall retain office until the close or adjournment of the Annual General Meeting.
- 60.** The Trust shall give notice to all members three calendar months before the proposed date for the next Annual General Meeting of the Trust of those Council Members who shall retire at such meeting. The notice shall state a date by which the next Annual General Meeting of the Trust shall be held and the notice shall state that nominations for the Council shall be received by the Council at least fifty-six days before that date.
- 61.** 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.
- 62.** The Trust may from time to time in General Meeting increase or reduce the number of members of the Council and determine to what rotation such increased or reduced number shall go out of office and may make the appointment necessary for effecting any such increase.
- 63.** In addition and without prejudice to the provisions of Section 303 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.

## **PROCEEDINGS OF THE COUNCIL**

- 64.** The Council shall meet together at least twice a year 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 which shall not be less than three. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. At least seven days notice of every Council Meeting must be given to each Council Member.

- 65.** On the request of four 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. At least fourteen days written notice of such meeting shall be given to every member of the Council with details of the business to be considered thereat. All such meetings shall be held in London.
- 66.** The Council shall from time to time elect a Chairman, who shall be entitled to preside at all meetings of the Council at which he shall be present, and the Council may determine for what period he is to hold office. If at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to act as temporary Chairman until the Chairman arrives.
- 67.** 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.
- 68.** The Council may delegate any of their powers except powers under Article 11 to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
- 69.** All acts bona fide done by any meeting of the Council or of any committee of the Council or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
- 70.** 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 committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purported to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 71.** A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

## **ACCOUNTS**

- 72.** The Council shall cause accounting records to be kept in accordance with Section 221 of the Act.
- 73.** The accounting records shall be kept at the office, or, subject to Section 222 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.
- 74.** The Trust in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than members of the Council, of the accounts and books of the Trust, or any of them, and subject to such restrictions the accounts and books of the Trust shall be open to the inspection of such members at all reasonable times during business hours.
- 75.** At the Annual General Meeting in every year the Council shall lay before the Trust a proper income and expenditure accounts for the period since the last preceding account made up to a date not more than eight months before such meeting, together with a proper balance sheet made up as on the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Independent Examiners, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting subject nevertheless to the provisions of Section 240 of the Act, be sent to the Independent Examiners and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Independent Examiners' report shall be open to inspection and be read before the meeting as required by Section 236 of the Act

## **AUDIT**

- 76.** 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 Independent Examiners.
- 77.** Independent Examiners shall be appointed and their duties regulated, the members of the Council being treated as the Directors for these puposes.

## **NOTICES**

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

- 79.** Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.
- 80.** Any notice, if served by post, shall be deemed to have been served three days after the date on which the letter containing the same is put into the post, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

### **DISSOLUTION**

- 81.** Clause 7 of the Memorandum of Association relating in the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.
- 82.** Subject to the provisions of Section 310 of the Act, these Articles, and of the Memorandum of Association, every member of the Council, Auditor, Secretary or other officer of the Trust shall be entitled to be indemnified by the Association against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

### **ALTERATION**

- 83.** No alteration or deletion or addition may be made to the objects clause, the dissolution clause or this clause. No amendment may be made the effect of which would cause the Trust to cease to be a charity in law.
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