

**THE COMPANIES ACT 1985 TO 1989
PRIVATE COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM AND ARTICLES OF ASSOCIATION
OF**

THE SAILORS' FAMILIES' SOCIETY

**Incorporated under the Companies Act 1985
on the 16th October 1919
under No 159673**

Rollits
SOLICITORS

Adopted 4 August 2005

MEMORANDUM OF ASSOCIATION

The Companies Act 1985 to 1989

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum of Association*

of

The Sailors' Families' Society

1. The name of the company (hereinafter called the **Company**) is The Sailors' Families' Society
2. The registered office of the Company will be situate in England
3. The objects for which the Company is established are to provide support financial or otherwise for the maintenance education health and physical spiritual and moral welfare of all persons in need whether they are young or old including those suffering from physical or mental disability with preference to those with a seafaring connection
4. In furtherance of the said objects but not further or otherwise the Company shall have the following powers (but only to the extent to which they may lawfully be exercised by a company having exclusively charitable objects)
 - 4.1 To purchase take on lease or in exchange hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which may be necessary for the promotion of the Company's objects and to construct maintain and alter any buildings or erections necessary or convenient for the work of the Company
 - 4.2 Subject to such consents as may be required by law to sell exchange let mortgage dispose of turn to account or otherwise deal with all or any of the property or assets of the Company as may be necessary with a view to the promotion of its objects
 - 4.3 Subject to such consents as may be required by law to borrow and raise money and secure or discharge any debt or obligation of the Company in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the Company or by the creation and issue of

* Adopted by Special Resolution passed on the 4th day of August 2005

debentures debenture stock or other obligations or securities of any description

- 4.4 To raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription (whether or not under deed of covenant) donation and otherwise provided that the Company shall not undertake any permanent trading activities in raising funds the profits of which are liable to tax otherwise than for carrying out its primary charitable objects
- 4.5 To set aside funds for special purposes or as reserves against future expenditure
- 4.6 To invest the monies of the Company not immediately required for its purposes in or upon such investments securities or property as may be thought fit and to vary the investment thereof in such manner as may from time to time be determined subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law
- 4.7 To delegate the management of investments to a financial expert but only on terms that
 - 4.7.1 the investment policy is set down in writing for the financial expert by the Trustees
 - 4.7.2 every transaction is reported promptly to the Trustees
 - 4.7.3 the performance of the investments is reviewed regularly with the Trustees
 - 4.7.4 the Trustees are entitled to cancel the delegation arrangements at any time
 - 4.7.5 the investment policy and the delegation arrangement are reviewed at least once a year
 - 4.7.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt
 - 4.7.7 the financial expert must not do anything outside the powers of the Trustees
- 4.8 To arrange for investments or other property of the Company to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required
- 4.9 To accept individuals who are interested in the objects and activities of the Company to become supporter members of the Company and to receive subscriptions (as the Company may from time to time determine) from the supporter members and invite them to attend supporter members' meetings (as the Company may from time to time determine) to exchange ideas and

information about the activities of the Company For the avoidance of doubt a supporter member shall not be entitled to vote in his capacity as a supporter member

- 4.10 To establish support act as trustee of or aid in the establishment and support of any charitable associations institutions or trusts and to subscribe or guarantee money for charitable purposes in any way connected with the object of the Company or which shall further its interests or any of them
- 4.11 To employ staff and make provision for the payment of pensions and superannuation to or on behalf of employees and former employees of the Company and their spouses widows and other dependants and to provide life health accident and other insurances and other benefits (pecuniary or otherwise) to or for the benefit of any of them
- 4.12 To provide indemnity insurance to cover the liability of the Trustees (or any Trustee) 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 Company Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees (or any Trustee) knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees (or any Trustee) in their capacity as Trustees (or Trustee) of the Company
- 4.13 To insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required
- 4.14 To co-operate with other charities voluntary bodies and statutory authorities operating in furtherance of the Company's objects or similar available purposes and to exchange information and advice with them
- 4.15 To subscribe to support affiliate become a member of amalgamate with merge with or cooperate with any other charitable organisation institution society or body not formed for or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company
- 4.16 To purchase or otherwise acquire and undertake all or such part of the property assets liabilities and engagements as may lawfully be acquired or undertaken by the Company of any one or more of the charitable organisations institutions societies or bodies having objects altogether or in part similar to those of the Company
- 4.17 To use any form of media and communication including but not limited to printing and publishing any newspaper periodicals books articles or leaflets using films television video and the internet

- 4.18 To draw make accept endorse discount execute and issue promissory notes bills cheques and other instruments and to operate bank accounts
 - 4.19 To undertake or support research in furtherance of the object for which the Company is established
 - 4.20 To arrange and provide for or join in arranging and providing for the holding of exhibitions meetings lectures classes seminars and training courses
 - 4.21 To provide financial assistance to make grants and donations to and to provide equipment and apparatus for the furtherance of the objects of the Company
 - 4.22 To make applications for consent under bye-laws or regulations and other like applications
 - 4.23 To pay out of the funds of the Company the costs charges and expenses of and incidental to the formation and registration of the Company
 - 4.24 To enter into contracts and provide services to or on behalf of other bodies
 - 4.25 To acquire merge with or enter into any partnership or joint venture arrangement with any charity or charities having the same or similar objects to the company
 - 4.26 To do all such other lawful and charitable things as shall further the attainment of the above objects
5. The income and property of the Company shall be applied solely towards the promotion of the objects of the Company and no part shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the Members and no Trustee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company Provided that nothing herein shall prevent any payment in good faith by the Company
- 5.1 of reasonable and proper remuneration to any Member officer or employee of the Company not being a Trustee for any services rendered to the Company and of travelling expenses necessarily incurred in carrying out the duties of any Member officer or employee of the Company
 - 5.2 of interest at a reasonable rate on money lent by any Member or Trustee
 - 5.3 of reasonable and proper rent or hiring fee for premises let or hired to the Company by any Member or Trustee
 - 5.4 of fees remuneration or other benefit in money or money's worth to a company of which a Trustee may be a member holding not more than 1/100th part of the issued share capital of that company
 - 5.5 to any Trustee who possesses specialist skills or knowledge required by the Company for its proper administration of reasonable charges for work of that nature done by him or her or by his or her firm when instructed by the Company to act on its behalf Provided that

- 5.5.1 at no time shall a majority of the Trustees benefit under this provision and
- 5.5.2 a Trustee shall withdraw from any meeting whilst his or her own instruction or remuneration or that of his firm is being discussed
- 5.6 to any Trustee of reasonable out-of-pocket expenses
- 5.7 of the usual professional charges for business done by any Trustee who is a solicitor accountant or other person engaged in a profession or by any partner of his when instructed by the Company to act in a professional capacity on its behalf Provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his appointment or remuneration or that of his partner is under discussion
- 5.8 the payment of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any Trustee) 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 Company Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees (or any Trustee) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or any Trustee) in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees (or any Trustee) in its or their capacity as the Trustees or Trustee of the Company and
- 5.9 in exceptional cases other payments or benefits (but only with the written approval of the Charity Commissioners in advance)
- 6. The liability of the Members is limited
- 7. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding one pound) to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a Member for payment of the debts and liabilities of the Company 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
- 8. If upon the winding-up or dissolution of the Company 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 but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company 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 Company under or by virtue of clause 5 of this Memorandum of Association such charitable institution or institutions to be determined by the Members or before the time of dissolution or in default by the Charity Commissioners if and so far as effect cannot be given to such provision then to some other charitable object

We the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum

NAMES AND ADDRESSES OF SUBSCRIBERS

CHARLES D HOLMES	6 West Parade, Hull Engineer
JOHN H ROBINS	Stella Maris, The Park, Hull Trawler Owner
THOMAS WM GOOD	121 Park Avenue, Hull Retired Grocer
ARTHUR BATCHELOR	The Leas, Newland Park, Hull Bank Manager
CHARLES DOWNS	Old Foundry, Hull Engineer
GEO B STURDY	Yeovil, Newland Park, Hull Marine Superintendent
H H SANDERSON	421 Beverley Road, Hull Solicitor

Witness to the above signatures:

E J BEDFORD

Assistant Secretary

Sailors' Orphan Homes, Newland, Hull

Dated this first day of September 1919

ARTICLES OF ASSOCIATION

The Companies Act 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND

NOT HAVING A SHARE CAPITAL

Articles of Association*

of

The Sailors' Families' Society

INTERPRETATION

1. In these Articles the words in the first column of the table below shall bear the meanings set opposite to them in the second column 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 Articles:	These Articles of Association as originally adopted or from time to time altered
Auditors:	The Auditors of the Company as provided in the Articles
the Company:	The Sailors' Families' Society
Members:	The Members of the Company for the purposes of the Act
the Memorandum:	The Memorandum of Association of the Company
Month:	Calendar month
the Office:	The Registered Office of the Company
the Register:	The Register of Members of the Company kept pursuant to Section 352 of the Act
the Seal:	The Common Seal of the Company if it has one

* Adopted by Special Resolution passed on the 4th day of August 2005

- the Secretary:** Any person appointed to perform the duties of secretary of the Company
- a Trustee:** means a director of the Company and **Trustees** means all the directors
- in writing:** written printed lithographed or photographed or partly one and partly another and other modes of representing or reproducing words in a visible form
- Year:** Calendar year

Words importing the singular shall include the plural and vice versa Words importing the masculine shall include the feminine Words importing persons shall include corporations

Subject as aforesaid any words or expressions defined in the Act shall if not inconsistent with the subject or context bear the same meaning in these Articles

2. When any provision of the Act is referred to the reference is to such provision as modified or re-enacted by any statute for the time being in force

MEMBERS

3. The number of Members with which the Company proposes to be registered is unlimited
4. No Member who is not a Trustee shall be or act as a Member A Member shall consent in writing to become a Member and his name shall be entered on the Register
5. The rights and privileges of a Member shall be personal to the Member and shall cease on death
6. Every Member shall be subject to the provisions of these Articles in relation to his membership and shall be deemed to have had knowledge thereof and to have consented thereto upon or prior to his becoming a Member
7. A Member shall cease to be a Member and his name shall be removed from the Register
 - 7.1 if he shall cease to be a Trustee
 - 7.2 if he resigns by giving three months notice in writing of his resignation to the Secretary
 - 7.3 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland an application for admission under the Mental Health (Scotland) Act 1960 or
 - 7.4 if he becomes bankrupt or makes any arrangements or composition with his creditors generally or (being a company) goes into liquidation other than for the purposes of solvent reconstruction
 - 7.5 if he otherwise ceases to qualify for membership under the Articles or

7.6 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the Member's continued membership is harmful to the Company (but only after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within fourteen clear days after receiving notice)

8. Membership of the Company is not transferable

GENERAL MEETINGS

9. The Company shall hold in each year a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds the first Annual General Meeting within eighteen months of its incorporation it need not hold one in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Trustees or their Chairman shall appoint.

10. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

11. The Trustees or their Chairman may whenever they or he thinks fit call General Meetings and on the requisition of Members pursuant to the provisions of the Act shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition. If at any time there are not within the United Kingdom sufficient Trustees to call a meeting any Trustee or any Member may call a General Meeting.

NOTICE OF GENERAL MEETINGS

12. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty one clear days notice in writing at the least and a meeting of the Company (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by fourteen clear days notice in writing at the least but a General Meeting may be called by shorter notice if it is so agreed:-

12.1 in the case of a meeting called as the Annual General Meeting by all the Members entitled to attend and vote thereat and

12.2 in the case of any other meeting by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than ninety five per cent of the total voting rights at that meeting of all the Members

13. The notice shall specify the time and place of the meeting and in the case of an Annual General Meeting shall specify the meeting as such. The notice shall be given to all Members and to the Trustees and Auditors.

14. The accidental omission to give notice of a meeting to or the non- receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. No business shall be transacted at any General Meeting unless a quorum of Members is present. Save as herein otherwise provided one third of the Members or three Members present in person shall be a quorum whichever is the greater.
16. If within fifteen minutes from the time appointed for the holding of a General Meeting a quorum is not present or if during a meeting a quorum ceases to be 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 to such day, time and place as the Chairman of the meeting or the Trustees shall appoint and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting the Members present shall be a quorum.
17. The Chairman (if any) of the Trustees shall preside as Chairman at every General Meeting of the Company or if he shall not be present within fifteen minutes after the time appointed for holding the meeting or shall be unwilling to preside the Vice Chairman (if any) of the Trustees shall if present and willing to act preside as Chairman failing which the Members present shall elect one or their number to be Chairman of the meeting.
18. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
19. When a meeting is adjourned for fourteen days or more at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or upon the declaration of the result of the show of hands) a poll is
 - 20.1 demanded by the Chairman or
 - 20.2 by at least two Members present in person

Unless a poll is so demanded a declaration by the Chairman 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 minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn before the poll is taken but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

21. A poll shall be taken as the Chairman of the meeting directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of a poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
23. No poll may be demanded on the election of a Chairman of a meeting or on any question of adjournment.
24. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall except in the case of a resolution for altering the constitution of the Trustees be entitled to a second or casting vote.
25. A resolution in writing executed by or on behalf of each Member entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several documents in the like form each executed by or on behalf of one or more Members.
26. Any corporation which is a Member may by resolution of its directors or other governing body appoint any person to act as its representative at any General Meeting of the Company and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual Member including power when personally present to vote on a show of hands and to demand or concur in demanding a poll.

VOTES OF MEMBERS

27. Every Member shall have one vote to be cast by the Member either personally or by proxy.
28. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

TRUSTEES

29. Until otherwise determined by a General Meeting the number of Trustees shall not be less than three nor more than fifteen.

30.

30.1 The Trustees to be in office from the date of adoption of these Articles are

Mary Rose Barker

John Neilson Adam Marshall

Gregory John Medici

Martin Needler

Geoffrey David Noble

David Neil Parkes

Deborah Jane Rosenberg

Scilla Ann Smith

Christopher Charles Withers Towne

John David Warburton

Anthony Roger Wood

- 30.2 A Trustee shall be appointed by the Trustees for a term of three years and at the expiry of his term shall be eligible for re-election for one further term of three years
- 30.3 The Trustees may resolve that because of special circumstances a Trustee may hold office for one further term of three years. At the end of that one further term of three years and subsequent further terms of three years his period of office may be extended by the same procedure if and only the special circumstances continue to apply
31. The Trustees shall have power at any time from time to time to appoint any person to be a Trustee but so that the total number of Trustees shall not exceed the number determined under Article 29
32. No person shall be entitled to act as a Trustee whether on a first or any subsequent entry into office until he has signed a declaration of acceptance and willingness to act in accordance with the terms of the Memorandum and Articles of Association of the Company
33. No person who is not a Member shall be or act as a Trustee and he shall cease to be a Trustee on ceasing to be a Member

POWERS AND DUTIES OF THE TRUSTEES

34. Subject to the provisions of the Act the Memorandum and these Articles and to any directions given by special resolution the business of the Company shall be managed by the Trustees who may exercise all the powers of the Company. No alteration of the Memorandum or these Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Trustees by these Articles and a meeting of the Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees
35. The Trustees may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and assets or any part thereof and to issue debentures and other securities whether outright or as collateral security for any debt liability or obligation of the Company or of any third party

36. Subject to the provisions of the Memorandum and these Articles the Trustees may make rules with respect to the carrying into effect of all or any of the purposes of the Company or all or any of the provisions of these Articles
37. Except to the extent permitted by clause 5 of the Memorandum no Trustees shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Company is a party

DISQUALIFICATION OF TRUSTEES

38. The office of a Trustee shall be vacated
- 38.1 if he becomes bankrupt or he makes any arrangement or composition with his creditors
- 38.2 if he is or may be suffering from mental disorder and either
- 38.2.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland an application for admission under the Mental Health (Scotland) Act 1960 or
- 38.2.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver or curator bonis or other person to exercise powers with respect to his property or affairs
- 38.3 if by notice in writing to the Company he resigns his office
- 38.4 if he ceases to hold office by virtue of any provision of the Act or is prohibited by law from holding office
- 38.5 if he has been convicted of any offence involving dishonesty or deception
- 38.6 if he absents himself from the meetings of the Trustees during a continuous period of six months without special leave of absence from the Trustees and they pass a resolution that he has by reason of such absence vacated office
39. Notwithstanding anything in these Articles the Company may by Ordinary Resolution of which special notice has been given to all Members in accordance with the Act remove any Trustee before the expiration of his period of office

TRUSTEES' EXPENSES

40. The Trustees may be paid all reasonable travelling hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or General Meetings or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration

PROCEEDINGS OF THE TRUSTEES

41. The Trustees or any committee of the Trustees may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business provided always that

the quorum shall never be less than one third or three members of the body concerned whichever is the greater. 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.

42. Any of the Trustees or any committee of the Trustees can take part in a Trustees meeting or committee meeting by way of a

42.1 video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting or

42.2 series of video conferences or telephone calls from the Chairman of the meeting

Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Chairman will be treated as taking place where the Chairman is. Otherwise meetings will be treated as taking place where the largest group of the participants are or if there is no such group where the chairman is unless the Trustees decide otherwise.

43. The Chairman or Vice-Chairman of the Trustees may and on the request of two Trustees shall at any time call a meeting of the Trustees.

44. The Trustees for the time being may act notwithstanding any vacancy in their body but if and so long as their number is less than the number fixed as the quorum it shall be lawful for them to act for the purpose of filling up vacancies in their body or of calling a General Meeting but not for any other purpose.

45. The Trustees may from time to time elect from amongst their number a Chairman and a Vice-Chairman and may determine for what period they are to hold office. The Chairman shall be entitled to preside at all meetings of the Trustees at which he shall be present. If there shall be no Chairman or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting the Vice-Chairman shall act as Chairman of the meeting and if no Vice-Chairman is elected or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting the Trustees present shall choose one of their number to be Chairman of the meeting. A Chairman or a Vice-Chairman elected without any determination of the period for which he is to hold office shall be deemed to have been elected for a term of three years if he shall so long remain a Trustee. A retiring Chairman and Vice-Chairman may be re-elected.

46. The Trustees may appoint one or more committees consisting of three or more Trustees and other individuals appointed by the Trustees for their experience skill or otherwise for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a committee. Provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Trustees.

47. All acts bona fide done by any meeting of the Trustees or of any committee of the Trustees or by any person acting as a Trustee shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as aforesaid or that they or any of them were disqualified from holding office or had vacated office or were not entitled to vote be as valid as if every such

person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote

48. The Trustees shall cause proper minutes to be made in books provided for the purpose
- 48.1 of all appointments of officers made by the Trustees and
 - 48.2 of the names of Trustees present at each meeting of the Trustees and of any committee of the Trustees and
 - 48.3 of all resolutions and proceedings at all meetings of the Company and of the Trustees and of committees of the Trustees and
- any minutes of any meeting if purporting to be signed by the Chairman of that meeting or by the Chairman of the next succeeding meeting shall be sufficient evidence without further proof of the facts therein stated
49. A resolution in writing signed by all the Trustees for the time being or of any committee of the Trustees entitled to receive notice of a meeting of the Trustees or of any such committee of the Trustees (as the case may be) shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and held. The resolution may consist of more than one document in the like form each signed by one or more than one person

SECRETARY

50. The Secretary shall be appointed by the Trustees for such term at such remuneration (if not a Trustee) and upon such conditions as they may think fit and any Secretary so appointed may be removed by the Trustees
51. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Trustee and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Trustee and as or in place of the Secretary

THE SEAL

52. The Trustees shall provide for the safe custody of the Seal (if any) which shall be used only on the authority of the Trustees or of a committee of the Trustees authorised by the Trustees in that behalf. Every instrument to which the Seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Secretary or by a second Trustee or by some other person appointed by the Trustees for that purpose

HONORARY OFFICERS

53. The Trustees may at any time and from time to time appoint any person whether a member of the Company or not to be President or a Vice- President or a Patron of the Company but such offices shall be honorary offices carrying no executive duties or responsibilities and no voting powers

ACCOUNTS

54. Accounts and records shall be prepared and maintained in accordance with the requirements of law and generally accepted accounting practice for companies of

the nature of the Company carrying on activities of the nature carried on by the Company

ANNUAL REPORT

55. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of any annual report and its transmission to the Charity Commissioners for England and Wales

ANNUAL RETURN

56. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commissioners for England and Wales

NOTICES

57.

- 57.1 Notices under these Articles may be sent by hand or by post or by suitable electronic means or (where applicable to Members generally) may be published in any suitable journal or national newspaper or any newsletter distributed by the Company
- 57.2 The only address at which a Member is entitled to receive notices is the address shown in the register of Members
- 57.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- 57.3.1 twenty four hours after being sent by electronic means or delivered by hand to the relevant address
- 57.3.2 two clear days after being sent by first class post to that address
- 57.3.3 three clear days after being sent by second class or overseas post to that address
- 57.3.4 on the date of publication of a newspaper containing the notice
- 57.3.5 on being handed to the Member or in the case of a Member organisation its authorised representative personally or if earlier
- 57.3.6 as soon as the Member acknowledges actual receipt
- 57.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

DISSOLUTION

58. Clause 8 of the Memorandum relating to the winding-up or dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles

INDEMNITY OF TRUSTEES AND OFFICERS

59. Subject to the provisions of the Act every Trustee Auditor Secretary or other officer of the Company shall be entitled to be indemnified against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto and no Trustee Auditor Secretary or other officer of the Company shall be liable for any loss damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto

NAMES AND ADDRESSES OF SUBSCRIBERS

CHARLES D HOLMES	6 West Parade, Hull Engineer
JOHN H ROBINS	Stella Maris, The Park, Hull Trawler Owner
THOMAS WM GOOD	121 Park Avenue, Hull Retired Grocer
ARTHUR BATCHELOR	The Leas, Newland Park, Hull Bank Manager
CHARLES DOWNS	Old Foundry, Hull Engineer
GEO B STURDY	Yeovil, Newland Park, Hull Marine Superintendent
H H SANDERSON	421 Beverley Road, Hull Solicitor

Witness to the above signatures:

E J BEDFORD

Assistant Secretary

Sailors' Orphan Homes, Newland, Hull

Dated this first day of September 1919