

No 24477

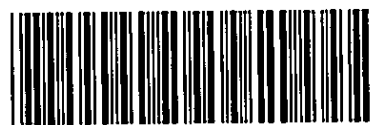
THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
THE ROYAL NATIONAL MISSION TO DEEP SEA FISHERMEN

Incorporated the 25th day of May 1887

FRIDAY



R55FEKW1

RM

22/04/2016

#113

COMPANIES HOUSE

Brutton & Co
West End House
288 West Street
FAREHAM
Hampshire
PO16 OAJ

Tel 01329 236171
Ref HAGT

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF THE

ROYAL NATIONAL MISSION TO DEEP SEA FISHERMEN

(Adopted by Special Resolution passed on 25th April 1990, and
as amended by Special Resolutions passed on 21st November 1990
and 2016)

GENERAL

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

WORDS	MEANINGS
The Act	The Companies Act 2006
The Association	The above-named Royal National Mission to Deep Sea Fishermen whose working name is The Fishermen's Mission
These presents	These Articles of Association, and the regulations of the Association from time to time in force
The Council	The Council of Management for the time being of the Association whose members are the directors of the Association and the Charity Trustees as defined by Section 177 of the Charities Act 2011
The Office	The registered office of the Association.
The Seal	The common seal of the Association
The Secretary	The Secretary of the Association
Subsidiary	A subsidiary of the Association within the meaning of section 1159 of the Act and subsidiaries shall be construed accordingly.
Month	Calendar month.
In Writing	The representation or reproduction of words and symbols or other information in a visible form by any method or combination of methods whether sent in electronic form or otherwise Electronic Form has the meaning given in Section 1168 of the Act

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

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

Words importing persons shall include corporations

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

- | | | |
|----|---|-------------------------|
| 2. | The Association, its nominees, its officers and members of the Council and persons otherwise concerned in the management of the Association shall not hold in aggregate more than 40% of the voting rights in any company which is a subsidiary company of the Association unless such company shall provide by its Articles of Association:- | SUBSIDIARY
COMPANIES |
| | a that all its profits available for distribution as dividend are to be paid to the Association to be applied towards the promotion and carrying out of the objects of the Association; | |
| | b that no member of the Council or person otherwise concerned in the management of the Association shall hold any salaried office or employment in the company; | |
| | c that no member of the Council or person otherwise concerned in the management of the Association shall enter into any contract with the company, other than a contract which, if entered into with the Association, would not have involved any infringement of Clause 5 of the Association's Memorandum of Association, | |
| | d that the Auditors of the Association shall include in their annual report a statement showing whether to the best of their knowledge and belief the above provisions have been complied with | |
| 3. | The number of members with which the Association proposes to be registered is unlimited. | UNLIMITED
MEMBERSHIP |
| 4 | Every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member. | CONSENT
FORMS |
| 5 | The Association is established for the purposes expressed in the Memorandum of Association | |
| 6. | Such persons as were members of the Association immediately prior to the coming into effect of these Articles and such other persons as the Council | MEMBERSHIP
OF |

	shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association	ASSOCIATION
7.	A member shall ipso facto cease to be a member of the Association -	TERMINATION OF MEMBERSHIP OF ASSOCIATION
	a On the expiry of seven days from the receipt by the Secretary of notice in writing of his desire to retire from membership of the Association	
	b On his death	
	c On the passing either without dissent or by a majority of not less than two-thirds of the members of the Council at a meeting of the Council specially convened to consider the question of his removal from membership of the Association of a resolution that he shall cease to be a member, provided he shall have been sent by registered post reasonable notice of such meeting and given an opportunity of attending and being heard thereat	

GENERAL MEETINGS.

8	The Association 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 General Meeting shall be held not more than fifteen months after the holding of the last preceding meeting	A G M
9	All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings	
10.	The Council may when ever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 303 of the Act	CALLING X G M S
11	At least Fourteen days notice in writing or in electronic form must be given of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and at least seven days' notice in writing or in electronic form 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 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 Association, but with the consent of all the members entitled to receive notices thereof, or of such proportion thereof as it prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.	14 DAYS NOTICE OF A G M 's 7 DAYS NOTICE OF G M 's EXCEPTION

- | | | |
|----|---|-------------------------------------|
| 12 | The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting | ACCIDENTAL
OMISSION OF
NOTICE |
|----|---|-------------------------------------|

PROCEEDINGS AT GENERAL MEETINGS

- | | | |
|-----|--|------------------------------------|
| 13. | All business shall be deemed special that is transacted at an Extraordinary 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 | BUSINESS TO
BE
TRANSACTIONED |
| 14. | No business shall be transacted at any General Meeting unless a quorum is present when the meeting precedes to business. Save as herein otherwise provided three members or one tenth of the total membership (whichever is the greater) personally present shall be a quorum. | G M QUORUM |
| 15 | If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present or, if during a General Meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum | G M ABSENCE
OF QUORUM |
| 16 | The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside | G M
CHAIRMAN |
| 17 | The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 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. 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 | G M
ADJOURNEMENT |
| 18 | At all General Meetings 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 or by at least two members present in person, or by a member present in person and representing one-tenth of the total voting rights of all the members having | G M VOTING |

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, and an entry to that effect in the minute book of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution

- | | | |
|----|--|-----------------|
| 19 | Subject to the provisions of Article 20, if a poll be demanded in matter 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 | POLL |
| 20 | A poll demanded on the election of a chairman of a meeting or on a question of adjournment shall be taken forthwith | |
| 21 | 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 | CASTING
VOTE |
| 22 | 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

- | | | |
|----|--|------------------------|
| 23 | Subject as hereinafter provided, every member shall have one vote whether on a shown of hands or on a poll All votes shall be given personally and proxies shall not be allowed. | ONE VOTE
NO PROXIES |
| 24 | <p>A Resolution in writing agreed by a simple majority (or in the case of a Special Resolution by a majority of not less than 75%) of the members who would have been entitled to vote on it had it been proposed at a general meeting shall be effective provided that</p> <p>a a copy of the notice has been sent to every eligible member</p> <p>b a simple majority (or in the case of a Special Resolution a majority of not less than 75%) of members has signified its agreement to the resolution and</p> <p>c it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date</p> <p>A resolution in writing may compromise several copies to which one or more members have signified their agreement</p> | WRITTEN
RESOLUTIONS |

COUNCIL OF MANAGEMENT

- | | | |
|----|--|---------------------|
| 25 | Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than two nor more than fifteen | COUNCIL
NUMBERS |
| 26 | The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or | CO-OPTED
MEMBERS |

by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

RE-ELECTION
OF CO-OPTED
MEMBERS

- 27 No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council

MUST BE
ASSOCIATION
MEMBER TO
BECOME
COUNCIL
MEMBER

POWERS OF THE COUNCIL

- 28 The business of the Association shall be managed by the Council, who may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, which are not by statute or by these Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

COUNCIL
POWERS

G M NOT TO
INVALIDATE
COUNCIL
DECISION

- 29 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 the member or members for the time being to act as the Council for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

POWER OF
COUNCIL TO
FILL
VACANCIES

SECRETARY

- 30 The Chief Executive of the Association shall be the Secretary of the Association and shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit If there be no Secretary or no Secretary capable of acting then the provisions of Section 270 of the Act shall apply

THE EXECUTIVE

- 31 The Executive shall consist of such persons as the Council shall appoint from time to time, at such remuneration and upon such conditions as they may think fit, and the Council shall determine the number and order of seniority of the members of the Executive save that the Chief Executive shall be the most senior member of the Executive The Council shall have power to remove any member of the Executive at any time.

MEMBERS OF
EXECUTIVE

- 32 The Executive shall be responsible for implementing resolutions of the Council and for the efficient conduct of the Association between meetings

POWERS OF
EXECUTIVE

of the Council. Members of the Executive shall while in office be given notice of all Council meetings and be entitled to attend thereat although they shall not by virtue of such office be counted as members of the Council nor entitled to vote at meetings of the Council. Such persons shall be at liberty to resign office at any time. PROVIDED THAT all acts and proceedings of the Executive shall be reported back to the Council as soon as possible and FURTHER PROVIDED THAT members of the Executive shall not attend meetings at which their terms of employment are discussed

THE SEAL

- | | | |
|----|---|--|
| 33 | The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive, and in the presence of at least one member of the Council and of the Chief Executive or at least two members of the Council who shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed. | SEAL

COUNCIL
RESOLUTION

PRESENCE OF
ONE
COUNCIL
MEMBER
AND
SECRETARY
OR DEPUTY
SECRETARY |
|----|---|--|

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

- | | | |
|----|---|--|
| 34 | The office of a member of the Council shall be vacated if - | TERMINATE
OF
MEMBERSHIP
OF
COUNCIL |
| | a. he ceases to be a member of the Council by virtue of any provision of the Act or he becomes prohibited by law from being a charity trustee or being such a member, or | |
| | b. he becomes bankrupt or makes any arrangement or composition with his creditors generally; or | |
| | c. he becomes of unsound mind, or | |
| | d. by notice in writing to the Association he resigns his office, or | |
| | e. he ceases to be a member of the Association pursuant to Article 7, or | |
| | f. he shall for more than 6 consecutive months have been absent without permission of the Council from meetings of the Council held during that period and the Council resolve that his office be vacated | |

ROTATION OF MEMBERS BY THE COUNCIL

- | | | |
|----|---|--------------------------------|
| 35 | At the Annual General Meeting to be held each year, one-third of the members of the Council for the time being, or if their number is not three or a multiple of three then the number nearest to one-third, shall retire from office | ROTATION
A G M
ONE-THIRD |
|----|---|--------------------------------|

- | | | |
|-----|---|---|
| 36 | The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election. | LONGEST IN
OFFICE OR
BY LOT |
| 37. | The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost | RETIRING
MEMBER
RE-ELECTED
UNLESS
OFFICE
OTHERWISE
FILLED
OR RESOLVED
NOT FILLED
APPOINTMENT
OR
RE-APPOINTMENT |
| 38. | No person other than a member of the Council retiring by rotation shall be appointed or re-appointed a member at any General Meeting unless at least 14 clear days before the date appointed for 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 the Council retiring by rotation at the Meeting) who is recommended by the Council for appointment or re-appointment as a member of the Council at the Meeting. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Association's register of members of the Council | NOTICE
RECOMMENDATION
BY COUNCIL |
| 39. | The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in which rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase | G M POWER
TO
VARY
NUMBER OF
MEMBERS OF
COUNCIL
RESOLUTIONS TO
REMOVE
COUNCIL
MEMBERS |
| 40 | In addition and without prejudice to the provisions of sections 168 to 169 of the Act, the Association may 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 who appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed | RESOLUTIONS TO
REMOVE
COUNCIL
MEMBERS |

PROCEEDINGS OF THE COUNCIL

- | | | |
|----|--|--|
| 41 | The Council may meet together with the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Three Council Members or one tenth of the Council Members (whichever is the greater) shall be a quorum. Questions arising at any meeting shall be decided by a majority of | COUNCIL
QUORUM

CASTING
VOTE |
|----|--|--|

votes In case of an equality of votes the Chairman shall have a second or casting vote

- | | | |
|----|---|--|
| 42 | A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting. | COUNCIL
MEMBER MAY
SUMMON
COUNCIL
MEETING |
| 43 | 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 may determine for what period he is to hold office, but if no such Chairman be elected, or 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 be Chairman of the meeting | COUNCIL
CHAIRMAN |
| 44 | 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 Association for the time being vested in the Council generally | COMPETENCY
OF COUNCIL |
| 45 | The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Council The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid. PROVIDED THAT all acts and proceedings of any such committees shall be reported back to the Council as soon as possible. | DELEGATION
OF
POWERS BY
COUNCIL
TO
COMMITTEES |
| 46 | 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 | BONA FIDE
ACTS
TO BE VALID |
| 47 | Save as otherwise provided by these presents, a member of the Council shall not vote at a meeting of the Council or at a committee of the Council on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association unless his interest or duty arises only because the case falls within one or more of the following paragraphs.-

a the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Association or any of its subsidiaries; | COUNCIL
MEMBER
INTERESTED
IN
MATTER |

- b. the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Association or any of its subsidiaries for which the member of the Council has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving or security,
- c his interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures or other securities of the Association or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the Association or any of its subsidiaries for subscription, purchase or exchange,
- d the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Commissioners for Her Majesty's Revenue & Customs for taxation purposes.

CONNECTED
PARTIES

For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Association), connected with a member of the Council shall be treated as an interest of the member.

- | | | |
|-----|--|--------------------------------------|
| 48 | A member of the Council shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote. | NOT COUNTED IN
QUORUM |
| 49. | 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 Association 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 purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated. | MINUTES

SIGNING OF
MINUTES |
| 50 | 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 duly 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 | WRITTEN
RESOLUTION |

ACCOUNTS

- | | | |
|-----|---|----------|
| 51. | The Council shall cause proper books of account to be kept in accordance with the Act and the standard procedures recommended by the Charity Commission with respect to - | ACCOUNTS |
| | a. all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place, | |

- b. all sales and purchases of goods by the Association, and
- c. the assets and liabilities of the Association

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

- | | | |
|-----|---|--|
| 52. | The books of account shall be kept at the Office or, subject to section 388 of the Act, at such other place as the Council shall think fit, and shall always be open to the inspection of the members of the Council | CUSTODY OF BOOKS |
| 53. | Subject to the provisions of the Act, the Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Association, or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to the inspection of members at all reasonable times during business hours. | INSPECTION OF BOOKS BY MEMBERS OF ASSOCIATION |
| 54. | At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account, together with a proper balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same, shall not less than fourteen clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served | ANNUAL ACCOUNTS

PRESENTATION AT A G M s |

AUDIT

- | | | |
|-----|---|----------|
| 55. | Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors | AUDITORS |
| 56. | Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act. | |

NOTICES

- | | | |
|----|---|--------------------|
| 57 | A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address or in electronic form to his email address as appearing in the register of members | SERVICE OF NOTICES |
| 58 | Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon | ADDRESSES |

him, or an email address shall be entitled to have notices served upon him at such address, but, save as aforesaid, 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

59. Any notice shall in accordance with Section 1147 of the Act, if served by post, shall be deemed to have been served at the expiration of 48 hours after the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter or if an electronic form of notice was given it shall be deemed to be served 48 hours after it was sent and it shall be sufficient for the Association to demonstrate it was properly addressed and sent in accordance with Section 1147 of the Act

DEEMED
SERVICE
OF POSTAL
NOTICES

DISSOLUTION

60. Clause 8 of the Memorandum of Association of the Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these presents

INDEMNITY

61. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Council may otherwise be entitled, every member of the Council and of the Executive or other officer or Auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association

LIABILITY
INCURRED
BY MEMBERS
OF COUNCIL
EXECUTIVE
OR OTHER
OFFICER OR
AUDITOR

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF THE

ROYAL NATIONAL MISSION TO DEEP SEA FISHERMEN

(As amended by Special Resolutions passed on 23rd August 1954, 8th December 1966, 25th April 1990, 21st November 1990, 18th December 1996, 5th September 2007, 7th March 2008 and 2016)

1. The name of the Association is "The Royal National Mission to Deep Sea Fishermen", (working name "The Fishermen's Mission") (hereinafter called "the Association")
- 2 The Registered Office of the Association will be situated in England
- 3 The objects for which the Association is established are -
 - a To establish and maintain a presence in British Isles fishing ports where fishermen and their families can receive spiritual and material help.
 - b. To support the British Isles fishing community in every way through the Christian Mission presence
 - c To promote, through service, example and counsel the message of the Christian Gospel
- 4 In furthermore of the objects but not further or otherwise the Association shall have power.-
 - a To accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, maintain and alter any of the same as are necessary for any of the objects of the Association and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate
 - b To take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Association
 - c To borrow or raise money for the objects of the Association on such terms and (with such consents as are required by law) on such security as may be thought fit
 - d. To invest the monies of the Association not immediately required for its objects 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

- e To promote establish or invest in any Company which shall be a subsidiary of the Association for the furtherance of the objects or any of them of the Association in such manner as may from time to time 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.
- f. To make any charitable donation either in cash or assets for the furtherance of the objects of the Association
- g. To establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Association.
- h To provide in suitable cases, and at the Association's discretion, accommodation for any retired ex-employee to include purchasing property jointly with that employee and holding it as tenants in common on trust for sale.
- i To do all such other things as are necessary for the attainment of the above objects or any of them

PROVIDED THAT:-

- (1) In case the Association shall take or hold any property which may be subject to any trusts, the Association 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 Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (3) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales, the Association 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 of the Association 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 have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the the High Court or the Charity Commission over such Council of Management but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

- 5 The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in the 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 Association and no member of its Council of Management shall 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

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Association:-

- (a) of reasonable and proper remuneration including the payment of an appropriate pension to any member, officer or servant of the Association not being a member of its Council of Management for any services rendered to the Association,
- (b) of interest on money lent by any member of the Association or of its Council of Management at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by a clearing bank selected by that Council of Management or 3% whichever is the greater,
- (c) of reasonable and proper rent for premises demised or lent by any member of the Association or of its Council of Management;
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council of Management may be a member holding not more than one hundredth part of the capital of that company, and
- (e) to any member of its Council of Management of out of pocket expenses
- (f) of any premium in respect of any indemnity insurance to cover the liability of the members of the Council of Management (or any of them) (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association or (ii) to make contributions to the assets of the Association in accordance with the provisions of section 214 of the Insolvency Act 1986 Provided that any such insurance (in the case of (i)) shall not extend to any claim arising from any act or omission which the members of the Council of Management (or any of them) knew to be a breach of duty or breach of trust or which was committed by the members of the Council of Management (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust 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 Council of Management (or any of them) in their capacity as members of the Council of Management of the Association and, (in the case of (ii)), shall not extend to any liability to make such a contribution, where the basis of a member of the Council of Management'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.

6. Nothing in this constitution shall authorise an application of the property of the charity for the purposes which are not charitable in accordance with section 7 Charities and Trustee Investment (Scotland) Act 2005. The liability of the members is limited
7. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association 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 50 pence

- 8 If, upon the winding up or dissolution of the Association, 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 Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, to be determined by the members of the Association at or before the time of dissolution, or, in default thereof, shall be given some charitable object or objects