

Company Number: 1959490

Charity Number: 293188

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

OF

PORTSMOUTH NAVAL BASE PROPERTY TRUST

PURSUANT TO SECTION 30, COMPANIES ACT 2006

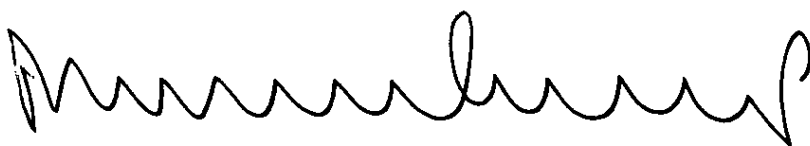
Passed on *30TH July* 2009

On *30TH July* 2009, the following special written resolution in writing was duly passed by 75% of the members of the Company who were, at the date thereof, entitled to attend and vote at a general meeting of the Company pursuant to ss. 288 to 300 Companies Act 2006.

WRITTEN RESOLUTION

SPECIAL RESOLUTION

That the Articles of Association contained in the document attached to these resolutions and for the purposes of identification marked 'A' be and the same are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of existing Articles of Association of the Company.



.....
Company Secretary



PC3

26/08/2009

870

COMPANIES HOUSE

COMPANY NO. 1959490

THE COMPANIES ACTS 1985 and 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

PORTSMOUTH NAVAL BASE PROPERTY TRUST

INTERPRETATION

1 In these Articles:

the Acts means Companies Acts 1985 and Companies Acts 2006;

Companies Act 1985 means the Companies Act 1985 as amended, modified or replaced from time to time;

Companies Act 2006 means the Companies Act 2006 including any statutory re-enactment or modification thereof from time to time in force;

Conflict of Interest means a situation in which a person has or can have a direct or indirect interest that conflicts or possibly may conflict with the interests of the Trust. A conflict of interest includes a conflict duty or loyalty and a conflict of duties and loyalties.

Connected person means in relation to a Director, a person connected with a Director within the meaning of the Companies Acts 2006 or a person connected with a charity trustee or a trustee for a charity within the meaning of the Charities Acts 1993.

a Director or the Directors: means a Director or the Directors of the Trust as the case may be.

the seal: means the common seal of the Trust.

the Secretary: means any person appointed to perform the duties of the secretary of the Trust.

the Trust: means Portsmouth Naval Base Property Trust.

the United Kingdom: means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Acts or any statutory modification thereof in force at the date at which these Articles became binding on the Trust.

MEMBERS

- 2 The number of members of the Trust shall not exceed eleven, three of whom may be appointed from time to time in writing by the Historic Buildings and Monuments Commission for England, two may be appointed from time to time in writing by Portsmouth City Council and six may be appointed from time to time by the Directors and where a person ceases to be a member by virtue of any reason whatsoever, the appointor of that person shall have the right to appoint a replacement, provided that no person who is an officer, trustee, member or employee of a landlord, tenant or licensee of the Trust may be appointed a member unless such appointment shall be approved by the Directors.
- 3 The appointment of a person as a member of the Trust shall (subject to the provisions of Article 5 and Article 35 below) be for a period of three years and an appointment by the Historic Buildings and Monuments Commission for England or by Portsmouth City Council shall be notified to the Trust by notice in writing sent to or left at the registered office of the Trust and upon such notice being received by the Trust and approved by the Directors (where required under Article 2 above) the appointment shall take effect.
- 4 Any person may after becoming qualified to be a member of the Trust signify in writing to the Secretary his desire to become a member and the Secretary shall thereupon enter his name on the register of members.
- 5 Notwithstanding anything herein contained:

a member shall immediately upon his becoming an officer, trustee, member or employee of a landlord, tenant or licensee of the Trust notify the Trust by notice in writing sent to or left at the registered office of the Trust and unless the Directors shall approve such appointment within 28 days of the Trust receiving such notice the membership (and in consequence the trusteeship) of such member shall thereupon cease.

GENERAL MEETINGS

- 6 The Trust shall in each year hold 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 Trust and that of the next. The annual general meeting shall be held at such time and place as the Directors shall appoint.
- 7 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 8 The Directors may, whenever 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 368 of the Acts. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director of the Trust may convene an extraordinary general meeting in the

same manner as nearly possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

- 9 An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days notice in writing at the least, and a meeting of the Trust other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour or meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Trust in general meeting, to such persons as are, under the Articles of the Trust, entitled to receive such notice from the Trust.

Provided that a meeting of the Trust shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) 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.
- 10 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

- 11 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors.
- 12 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person shall be a quorum.
- 13 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 other day and at such other time and place as the Directors may determine, and if at the end of the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
- 14 The chairman of the board of Directors shall preside as chairman at every general meeting of the Trust or if he shall not be present within fifteen minutes after the time appointed for the

holding of the meeting, or is unwilling to act the Directors present shall elect one of their number to be chairman of the meeting.

15 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members of the Trust present in person and entitled to vote unless a poll is (before or on the declaration of the result of the show of hands) demanded:

16.1 by the chairman; or

16.2 by at least two members present in person or by proxy; or

16.3 by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands 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 book containing the minutes of proceedings 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 such resolution.

The demand for a poll may be withdrawn.

17 Except as provided in Article 16, if a poll is duly demanded it shall be taken in such a manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18 A poll demanded on the election of a chairman or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

19 Subject to the provisions of the Acts, a resolution in writing signed by all of the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Trust duly convened and held.

20 Any Director who participates in the proceedings of a meeting by means of a communication device (including a telephone) which allows all the other Directors present at such meeting (whether in person or by means of such type of communication device) to hear at all times such Director and such Director to hear at all times all other Directors present at such

meeting (whether in person or by alternate or by means of such type of communication device) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum.

VOTES OF MEMBERS

- 21 Subject as hereinafter provided, every member shall have one vote.
- 22 On a poll votes may be given either personally or by proxy.
- 23 Every notice of a general meeting must include a prominent statement of the right to appoint a proxy that complies with the requirements of the Companies Act 2006.
- 24 Any member entitled to attend and vote at any meeting of the Trust shall be entitled to appoint another person (whether a member or not) as his proxy to speak attend and vote (by a show of hands or poll) in his place.
- 25 The instrument appointing a proxy shall be in writing signed by the member making the appointment and shall be in the following form or in any other form the Trustees may approve:

"Portsmouth Naval Base Property Trust

I/We,, of, being a member/members of the above-named charitable Trust, hereby appoint of, or failing him, of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Trust to be held on 20....., and at any adjournment thereof.

Signed on 20.....".

- 26 The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the Trustees) may:
- 26.1 in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Trust in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 26.2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:
- (a) in the notice convening the meeting, or
 - (b) in any instrument of proxy sent out by the Trust in relation to the meeting, or
 - (c) in any invitation contained in an electronic communication to appoint a proxy issued by the Trust in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

- 26.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- 26.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Trustee;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

- 27 Each proxy received by the Trust shall expire on the earlier of

- 27.1 receipt by the Trust of any replacement proxy,
- 27.2 the date such member ceases to be a member of the Charity; or
- 27.3 twelve months from the date of its execution.

- 28 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 29 No objection shall be raised to the qualification of any member or proxy to vote or demand a poll except at the meeting or adjourned meeting at which the vote, or demand for a poll, objected to is tendered, and every vote, or poll, not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

DIRECTORS

- 30 The Directors shall consist of every person who is for the time being a member of the Trust and has signified in writing to the Trust his acceptance of the office of Director.

BORROWING POWERS

- 31 The Directors may exercise all the powers of the Trust to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Trust or of any third party.

POWERS AND DUTIES OF DIRECTORS

- 32 The business of the Trust shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Trust, and may exercise all such powers of the

Trust as are not, by the Acts or by these Articles, required to be exercised by the Trust in general meeting, subject nevertheless to the provisions of the Acts or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Trust in general meeting; but no regulation made by the Trust in general meeting shall invalidate any prior acts of the Directors which would have been valid if that regulation had not been made.

- 33 The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Trust for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such condition as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit.
- 34 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Trust, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
- 35 The Directors shall cause minutes to be made in books provided for the purpose:
- 35.1 of all appointments made by the Directors;
 - 35.2 of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - 35.3 of all resolutions and proceedings at all meetings of the Trust, and of the Directors, and of committees of Directors;
 - 35.4 and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF DIRECTORS

- 36 The office of Director shall be vacated and the membership of the Trust of such person shall automatically cease if the Director:
- 36.1 without the consent of the Trust in general meeting holds any other office of profit under the Trust; or
 - 36.2 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - 36.3 becomes of unsound mind; or
 - 36.4 resigns his office by notice in writing to the Trust; or
 - 36.5 ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director;

36.6 is directly or indirectly interested in any contract with the Trust and fails to declare the nature of his interest in manner required by Section 317 of the Acts;

36.7 ceases to be qualified for membership of the Trust by reason of his appointment being terminated pursuant to Article 5 hereof.

A Trustee shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

PROCEEDINGS OF DIRECTORS

37 The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. 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. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

38 The quorum necessary for the transaction of the business of the Directors shall be two or such greater number as the Directors may decide.

39 The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Trust as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of summoning a general meeting of the Trust, but for no other purpose.

40 The Directors may appoint one of their number to be a chairman of the board of Directors. The Directors shall determine the period for which the chairman is to hold office and may at any time remove him from such office.

41 The Directors may delegate any of their powers and duties to a committee or committees consisting of all or some of their number and such other persons as the Directors may determine provided always that the majority of members of all such committees shall be Directors and no resolution shall be passed unless a majority of the Directors in attendance vote in favour of such resolution.

42 Any committee formed pursuant to Article 40 shall, in the exercise of the powers delegated to it, conform to any regulations imposed on it by the Directors. 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 Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors. A committee may from time to time appoint one or more sub-committees consisting of all or some of its members and such other persons as the committee may determine provided always that the majority of members of all such sub-committees shall be Directors and no resolution shall be passed unless a majority of the Directors in attendance vote in favour of such resolutions. All acts and proceedings of any committee or its sub-committees shall be reported in due course to the Directors.

43 The Directors may also appoint any advisory committee or committees which may include members who are not Directors provided that such advisory committee or committees shall

act in an advisory capacity only to the board of Directors and the Directors shall not delegate any of their powers and duties to such advisory committee or committees.

- 44 A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
- 45 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman of the committee shall have a second or casting vote.
- 46 All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 47 A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

CONFLICTS OF INTEREST

- 48 If a Director, or a connected person in relation to a Director is in any way directly or indirectly interested in a proposed transaction or arrangement with the Trust the interested Director must declare the nature and extent of that interest to the other Directors at a meeting of the Directors before the Trust enters into the transaction or arrangement.
- 49 Article 48 does not apply to
- 49.1 an interest of which the Director is not aware or could not reasonably be expected to be aware, or where the Director is not aware of the transaction or arrangement in question;
- 49.2 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
- 49.3 to the extent the Directors are already aware of it.
- 50 A Director of the Trust must avoid a conflict of interest in relation to the Trust that is not authorised by the Directors under this clause or does not relate to a transaction or arrangement that is authorised by any other provision of this memorandum and articles or by the Charity Commission.
- 51 The Directors of the Trust may authorise a conflict of interest of a Director (an "interested Director") that is not authorised by any other provision of this memorandum and articles at a meeting of the Directors where the following conditions apply:
- 51.1 The interested Director and has declared his interest at or before the meeting before discussion begins on the matter;

- 51.2 The interested Director is absent from the meeting for that item
- 51.3 The interested Director is not counted in the quorum for that part of the meeting
- 51.4 The Directors other than the interested Director and any other interested Director consider it is in the interests of the Trust to authorise the conflict of interest in the circumstances applying.
- 51.5 The interested Director and any other interested Director is absent during the vote and has no vote on the matter or in considering whether a quorum is present at the meeting.
- 52 The duty of the Directors to avoid a conflict of interest does not apply to transactions or arrangements described in Clause 4 of the memorandum or which directly or indirectly promotes the Objects subject to compliance with Clause 4 (d) of the memorandum.

SECRETARY

- 53 The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
- 54 A provision of the Acts or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done or to be the same person acting both as Director and as, or in place of the Secretary.

THE SEAL

- 55 The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS

- 56 The Directors shall cause proper books of account to be kept with respect to:
- 56.1 all sums of money received and expended by the Trust and the matters in respect of which the receipt and expenditure takes place;
- 56.2 all sales and purchases of goods by the Trust; and
- 56.3 the assets and liabilities of the Trust.

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

- 57 The books of account shall be kept at the registered office of the Trust, or subject to Sections 221 to 223 of the Acts, as such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
- 58 The Directors shall from time to time in accordance with Sections 226, 227, 234 and 235 of the Acts, cause to be prepared and to be laid before the Trust in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
- 59 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Trust in general meetings, together with a copy of the Auditors' report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Trust. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Trust is not aware or to more than one of the joint holders of any debentures.
- 60 Auditors shall be appointed and their duties regulated in accordance with Section 237 and Sections 384 to 394 of the Acts.

NOTICES

- 61 A notice may be given by the Trust to any member either personally or by sending it by post to him or to his registered address, of (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Trust for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- 62 Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- 62.1 every member except those members who (having no registered address within the United Kingdom) have not supplied to the Trust an address within the United Kingdom for the giving of notices to them;
 - 62.2 every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
 - 62.3 the Auditor for the time being of the Trust.

No other person shall be entitled to receive notice of general meetings.

DISSOLUTION

- 63 Upon the winding up of the Trust the provisions of Clause 8 of the Memorandum of Association shall have effect and be observed as if the same were repeated herein.