

Company Number 1475586

THE COMPANIES ACT 1985 – 1989

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTIONS
Of

NEEDWOOD FOREST SOARING LIMITED

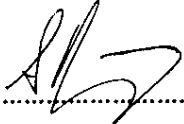
Passed on 31 October 2017

At an Extraordinary General Meeting of the Company duly convened and held on 31 October 2017 the following Special Resolutions were passed unanimously.

SPECIAL RESOLUTIONS

1. That the Memorandum of Association of the Company be amended as follows:
 - 1.1. Existing Clause 1) be amended to read:
'The name of the Company is Needwood Forest Soaring Limited.'
 - 1.2. Existing Clause 7) be amended to read:
'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 of the Company, but shall be given or transferred to another gliding club with similar purposes to the Company and/or to the British Gliding Association in amounts to be determined by the Committee at or before the time of dissolution.'
2. That the Articles of Association contained in the document attached to this resolution be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

Signed  Chairman

Signed  Director

TUESDAY



A15

A6K5D3J8
28/11/2017
COMPANIES HOUSE

#141

MEMORANDUM OF ASSOCIATION

The Companies Act 1948 – 1976

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

NEEDWOOD FOREST SOARING LIMITED COMPANY NUMBER 1475586

COMPANIES HOUSE

- 1) The name of the Company is Needwood Forest Soaring Limited.
- 2) The Registered Office of the Company will be situated in England.
- 3) The objects for which the Company is established are:-
 - a) To promote and encourage the acquisition of knowledge in all subjects of aeronautical interest, to promote the technique and art of gliding and soaring and to encourage social intercourse between members of the Company.
 - b) To provide, maintain and conduct all necessary grounds, gliders, aircraft, hangars, workshops, social club premises and other equipment, facilities and instruction for the promotion of such activities and generally to conduct a gliding club for the accommodation of the members of the Company and their family and friends and to afford to them all the usual privileges, advantages and accommodation of a club.
 - c) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for such objects.
 - d) To invest and deal with the monies of the Company not immediately required for its purposes in such manner as may from time to time be thought fit, subject nevertheless to any conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
 - e) To borrow or raise or secure the payment of money on such terms and in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property or assets (both present and future) and to purchase, redeem, or pay off any such securities.
 - f) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments.
 - g) To hire and employ all classes of persons considered necessary for the purposes of the Company and to pay to them and to other persons in return for services to the Company salaries, wages, gratuities, charges and pensions.
 - h) To adopt such means of making known the operations of the Company as may seem expedient and in particular by advertising in the press, by circular, by publication of books and periodicals.
 - i) To sell, improve, manage, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.
 - j) To appoint any agent or agents for the collection and recovery of any monies receivable by the Company in the exercise of its powers or otherwise for the purpose of the exercise of any such powers.
 - k) Generally to do all such other things as the Company may think are incidental or conducive to the attainment of the objects of the Company or any of them.
- 4) The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company.
- 5) The liability of the Members is limited.

- 6) Every member undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a member or within one year afterwards, for the payment of debts and liabilities of the Company contracted before the time at which he ceases to be a member, and the costs, charges and expenses of winding up the same, and for the adjustment of the right of the contributories among themselves, such amount as may be required not exceeding £1.
- 7) 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 of the Company, but shall be given or transferred to another gliding club with similar purposes to the Company and/or to the British Gliding Association in amounts to be determined by the Committee at or before the time of dissolution.

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

Names, Addresses and Descriptions of Subscribers

DAVID ORDISH, 141-145 Curtain Road, London EC2A 3BX
COMPANY DIRECTOR.

JACKIE SMYTH, 141-145 Curtain Road, London EC2A 3BX
FORMATION ASSISTANT.

BOON MOOR TAN, 141-145 Curtain Road, London EC2A 3BX
FORMATION ASSISTANT.

LAWRENCE TOOHEY, 141-145 Curtain Road, London EC2A 3BX
FORMATION MANAGER.

SARAH FRESSON, 141-145 Curtain Road, London EC2A 3BX
FORMATION ASSISTANT.

DESMOND MACDONALD, 141-145 Curtain Road, London EC2A 3EX
FORMATION ASSISTANT MANAGER.

ARTHUR PASCUAL, 141-145 Curtain Road, London EC2A 3BX
FORMATION ASSISTANT.

DATED the 3rd day of DECEMBER 1979

Witness to the above Signatures

JITINDER SINGH MATHARU.
141-145 Curtain Road
London EC2A 3BX.

Formation Assistant.

ARTICLES OF ASSOCIATION

The Companies Act 1985

of a COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

NEEDWOOD FOREST SOARING LIMITED

COMPANY NUMBER 1475586

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

<u>Words</u>		<u>Meanings</u>
The Act	...	The Companies Act 1985
The Club	...	Needwood Forest Soaring Ltd
The Committee	...	The Board of Directors for the time being of the Company.
The Office	...	The registered office of the Company
The Seal	...	The Common Seal of the Company.
The United Kingdom	...	Great Britain and Northern Ireland.
Month	...	Calendar month.
In writing	...	Written, printed or lithographic, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
The Articles	...	These Articles of Association
Nominated Officers	...	The meaning set out in Article 31
Temporary Member	...	Shall have the meaning set in Article 11

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 Articles become binding on the Club shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

- 2) The provisions of Sections 352 to 353 of the Act shall be observed by the Club, and every member of the Club shall either sign a written consent to become a member or sign the register of members on becoming a member.

OBJECTS

- 3) The Club is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

- 4) The number of members with which the Club proposes to be registered is 100 but the Directors may from time to time register an increase of members.
- 5)
- The Club may have different classes of membership and subscription. The Club may attach special designations, restrictions or privileges to each class of membership as determined from time to time by vote of a General Meeting of the Club.
 - Membership shall be effective from the date and time that a properly completed and signed Application for Membership form together with the appropriate subscription is handed to a Nominated Officer. Every application for membership shall be subject to ratification by the Committee at its next scheduled meeting which shall decide by a simple majority upon the election or otherwise of any applicant.
- 6) Any member shall continue his membership of the Club until:-
- his failure in any year to pay his annual subscription within 30 days of the date fixed by the Committee for payment of annual subscriptions; or
 - by notice in writing addressed to the Club Secretary he resigns; or

- c) the Club by resolution resolves that he cease to be a member in accordance with the provisions of Article 9 hereof; or
 - d) in the case of a Temporary Member, his temporary membership expires.
- 7) The privileges of a member shall not be transferable and shall cease on his death or dissolution of the Club.
- 8) Every member shall be bound to further to the best of his ability the objects, interest and influence of the Club and shall observe all bye-laws of the Club made pursuant to the powers in that behalf hereinafter contained.
- 9)
 - a) Any member who wilfully refuses or neglects to comply with the provisions of these Articles, the Memorandum of Association or any bye-laws for the time being in force made by the Committee of the Club, or any member whose conduct is such that in the opinion of the Committee it is desirable that he should cease to be a member of the Club may be excluded from the Club by resolution of a majority of the members of the Committee present and voting at a special committee meeting. Provided that such member shall have seven clear days' notice sent to him of the meeting, and may attend the meeting, but shall not be present at the voting or take part in the proceedings otherwise than as the Committee allows. A Member excluded from the Club by such meeting may within seven days next after notice of this exclusion, appeal from the decision of the Committee to a special meeting of the Club which shall thereupon be convened by the Committee.
 - b) A majority of not less than three-fourths of the members present and entitled to vote at such aforementioned special meeting shall have power to annul the expulsion, or to annul it subject to the performance of any conditions which the meeting may think fit to impose.
- 10) Any person ceasing to be a member or expelled from membership in accordance with these Articles shall forfeit all right to or claim upon the Club or its property or funds including any money paid by him to the Club on his admission as a member thereof, or by way of annual subscription as the case may be, and shall cease to be a member of the Club.
- 11) Notwithstanding the provisions of Article 5b hereof any member of the Committee or any person nominated by the Committee for such purpose may admit any person who is desirous of becoming a member of the Club on a temporary or trial basis (hereinafter called Temporary Members) to immediate temporary membership of the Club for a period of 28 days only upon receipt of a properly completed and signed Form of Application for Temporary Membership together with the subscription for such membership as determined by the Committee.

GENERAL MEETINGS

- 12) The Club shall hold a General Meeting in every calendar year, and not later than three calendar months after the end of the Club's financial year end, as its Annual General Meeting at such time and place as may be determined by the Committee, and shall specify the meeting as such in the notices calling it.
- 13) All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 14)
 - a) The Committee may whenever they think fit convene an Extraordinary General Meeting, and an Extraordinary General Meeting shall also be convened on a requisition, made in writing by one third or more of the members entitled to vote.
 - b) Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited with the Club Secretary
 - c) On receipt of the requisition the Committee shall forthwith proceed to convene an Extraordinary General Meeting; in the event that the Committee fail to call a meeting within twenty-one days from the date of the deposit of the requisition, the requisitionists, or a majority in number of the requisitionists, may themselves convene a meeting in accordance with provisions of the Articles.
- 15) Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of 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 (if any)) as are under these Articles or under the Act entitled to receive such notices from the Club; but with the consent of all the members having the right to attend and vote thereat, or

of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

- 16) 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.

PROCEEDINGS AT GENERAL MEETINGS

- 17) 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 Committee and of the Auditors (if any), the election of members of the Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors (if any).
- 18) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided one half of the members personally present and entitled to vote shall be a quorum.
- 19) *If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place or at such other place as the Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present and entitled to vote shall be a quorum.*
- 20) The Chairman of the Committee, or in his absence a member of the Committee appointed by the Committee 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 and entitled to vote shall choose some member of the Committee or if no such member be present or if all the members of the Committee present decline to take the chair they shall choose some member of the Club who shall be present to preside as Chairman of the meeting.
- 21) 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 have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 22) Every member of the Club shall have the right to attend General Meetings of the Club and to receive notice thereof. No member shall be entitled to vote at any meeting unless all the monies then due from him to the Club have been paid. Every member of the Club entitled to vote shall have one vote and no more, except that 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.
- 23) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of a show of hands) demanded :-
a) by the Chairman; or
b) by at least 25% of the members present in person and entitled to vote or by proxy.

Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

- 24) No poll shall be demanded on the election for Chairman of the meeting or on any question of adjournment.
- 25) On a poll votes may be given either personally or by proxy.
- 26) The instrument appointing a proxy shall be in writing under the hand of the appointor. A proxy must be a member of the Club and he must be present in person at the Meeting for which he has been appointed proxy. No one person may hold more than one proxy or vote on behalf of more than one member.

- 27) The instrument appointing a proxy shall be deposited with the Club Secretary not less than forty eight hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- 28) An instrument appointing a proxy shall be in the following form: -

NEEDWOOD FOREST SOARING LIMITED	
I	-----
of	-----
being a member of NEEDWOOD FOREST SOARING LIMITED, and entitled to vote hereby appoint	
	----- of -----
or failing him	----- of -----
as my proxy to vote for me on my behalf at the Annual or Extraordinary or Adjourned, as the case may be, General Meeting of the Club to be held on the day of 20 , and at any adjournment thereof.	
Signed this	day of 20

- 29) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 30) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation aforesaid shall have been received by the Club Secretary before the commencement of the meeting or adjourned meeting at which the proxy is used.

COMMITTEE OF MANAGEMENT AND NOMINATED OFFICERS

- 31) The Nominated Officers of the Club shall comprise the Chairman, the Club Secretary and up to one additional officer.
- 32) The Committee shall consist of the Nominated Officers and no more than five additional Directors.
- 33) All members of the Committee shall be Directors of the Club in accordance with the Act.
- 34) The Committee may from time to time and at any time appoint any member of the Club as a member of the Committee either to fill a casual vacancy or by way of addition to the Committee 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.
- 35) No person who is not a full flying member of the Club shall in any circumstances be eligible to hold office as a Director nor (for the avoidance of doubt) as a member of the Committee.
- 36) No member of the Committee of the Club shall receive any remuneration for his services in the capacity of a member of the Committee.

POWERS OF THE COMMITTEE

- 37) The business of the Club shall be managed by the Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Club as they think fit, and may exercise all such powers of the Club, and do on behalf of the Club all such acts as may be exercised and done by the Club, and as are not by statute or by these Articles required to be exercised or done by the Club 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 Club, and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Club in General Meeting, but no regulation made by the Club in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.
- 38) The members for the time being of the Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Committee for the purpose of admitting persons to membership of the Club, filling up vacancies in their body, or of summoning a General Meeting but not for any other purpose.

- 39) The Committee shall have power from time to time to make, alter and repeal all such bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Club and in particular but not exclusively they may by such bye-laws regulate:
- a) the terms and conditions upon which honorary guests and visitors shall be permitted to use the premises, property and facilities of the Club;
 - b) the times of opening and closing of the Club premises and the use of aircraft and other property of the Club by members;
 - c) the prohibition of particular games on the premises of the Club entirely or at any particular time or times;
 - d) the conduct of members of the Club in relation to one another and to the Club's servants;
 - e) the conduct of members' flying and the conduct of all flying and other activities at the Club's airfield;
 - f) safety precautions at the Club's airfield or elsewhere and the imposition of fines, suspension in whole or in part of membership rights for the breach of any bye-laws or Articles;
 - g) the procedure at General Meetings and meetings of the Committee except in so far as such procedure are regulated by the Articles;
 - h) all such matters which are commonly the subject matter of Club bye-laws.

The Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Club all such bye-laws, alterations and repeals and so long as they shall be in force all such bye-laws shall be binding upon all members of the Club provided nevertheless that no bye-law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association and that any bye-law may be set aside by a special resolution of a General Meeting of the Club.

- 40) The Committee shall have the power to deal with the funds and property of the Club, and no expenditure or debt shall be incurred except by the authority of the Committee.

THE SEAL

- 41) The Seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Committee, and in the presence of at least two Nominated Officers, and the said Nominated Officers 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 Club such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

- 42) The office of a member of the Committee shall be vacated:
- a) if he becomes of unsound mind; or
 - b) if he ceases to be a member of the Club; or
 - c) if by notice in writing to the Club Secretary he resigns his office; or
 - d) if he absents himself from the meetings of the Committee for a period of six calendar months without special leave of absence from the other members of the Committee; or
 - e) if he becomes bankrupt or makes any arrangement or composition with his auditors; or
 - f) if he is removed from office by a resolution duly passed pursuant to Sections 303 and 304 of the Act; or
 - g) if he ceases to be a member by virtue of Sections 285 and 292 of the Act.

ROTATION OF MEMBERS OF THE COMMITTEE

- 43) The Nominated Officers shall be elected at the Annual General Meeting and shall serve a three year term, retiring in rotation. The retiring Nominated Officer shall be eligible for re-election at that meeting. The additional elected members of the Committee shall be elected annually and hold office until the next Annual General Meeting when they shall retire but shall be eligible for re-election at that meeting.
- 44) Members of the Committee 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 Committee shall be eligible for re-election.
- 45) The Club may, at the meeting at which a member of the Committee 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.

- 46) No person not being a member of the Committee retiring at the meeting shall unless recommended by the Committee for election, be eligible for election to membership of the Committee at any General Meeting, unless within seven days before the day appointed for the meeting, there shall have been given to the Club Secretary notice in writing, by two members duly qualified to be present and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected.
- 47) The Club may from time to time in General Meeting increase or reduce the number of members of the Committee, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
- 48) In addition and without prejudice to the provisions of Sections 303 and 304 of the Act, the Club may by Extraordinary Resolution remove any member of the Committee before the expiration of his period of office, and may by an Ordinary Resolution appoint another member in his stead; but any person so 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.

PROCEEDINGS OF THE COMMITTEE

- 49) The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business shall be three members, two of whom must be Nominated Officers of the Committee, present provided that the members of the Committee absent shall have received at least two days notice of the time, place and date of meeting. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- 50) A member of the Committee may, and on the request of a member of the Committee the Club Secretary shall, at any time, summon a meeting of the Committee by notice served upon the several members of the Committee. A member of the Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 51) If at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the Members of the Committee present shall choose one of their number to be Chairman of the meeting.
- 52) A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Club the time being vested in the Committee generally.
- 53) The Committee may delegate any of their powers to sub-committees consisting of such member or members of the Club as they think fit and may recall or resolve any such delegation or appointment. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Committee. The Chairman of the Club is an ex-officio member of any sub-Committee. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee.
- 54) All acts bona fide done by any meeting of the Committee or of any sub-committee of the Committee, or by any person acting as a member of the Committee, 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 Committee.
- 55) The Committee shall cause proper minutes to be made of all appointments made by the Committee and of the proceedings of all meetings of the Club and of the Committee and of sub-committees of the Committee 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.
- 56) A resolution in writing signed by all the members for the time being of the Committee or of any sub-committee of the Committee who are entitled to receive notice of a meeting of the Committee or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such sub-committee duly convened and constituted.

ACCOUNTS

- 57) The Committee shall cause proper books of account to be kept with respect to :-
- a) all sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place;
 - b) all sales and purchases of goods by the Club; and
 - c) the assets and liabilities of the Club.

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

- 58) The books of account shall be kept at the office, or at such other place or places as the Committee shall think fit and shall always be open to the inspection of the members of the Committee.
- 59) The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Club or any of them shall be open to the inspection of members not being members of the Committee and no member (not being a member of the Committee) shall have any right of inspecting any account or book or document of the Club except as conferred by statute or authorised by the Committee or by the Club in General Meeting.
- 60) At the Annual General Meeting in every year the Committee shall lay before the Club a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Club) made up to a date not more than four months before such meeting together with a balance sheet (audited if required by the Act or other applicable legislation) made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Committee and the Auditors (if any) and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting subject nevertheless to the Provisions of Sections 240 and 256 be sent to the Auditors (if any) and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' (if any) report shall be open to inspection and be read before the meeting.

NOTICES

- 61) A notice may be served by the Club upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
- 62) Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Club an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Club.
- 63) Any notice, if served by post, shall be deemed to have been served on the day following that on which 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.

DISSOLUTION

- 64) Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Club shall have effect as if the provisions thereof were repeated in these Articles.

GENERAL

- 65) No Article shall be repealed or amended and no new Articles shall be adopted and no resolution to wind up the Club shall be made or passed except by a two thirds majority of members present and entitled to vote at a General Meeting.

END OF DOCUMENT