



COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

* CLAPTON TRUST LIMITED

I, CLIVE PHILIP CULLEN
of 37 THE BROADWAY,
STRATFORD,
LONDON, E15* Insert full
name of Company† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
(~~person named as director or secretary of the company in the statement delivered to the registrar~~
~~under section 10(2)†~~) and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at Stratford, E15
in the London Borough of Newham

Declarant to sign below

the 20th day of January
One thousand nine hundred and ninety-two
before me SGUYA Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.SARAH E. GUY
Solicitor

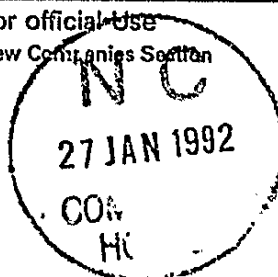
DAYBELLS

340 BROADWAY
STRATFORD -

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JordansJORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LO'IDON N1 6EE
TELEPHONE 01 253 3030
TELEX 261016Presenter's name address and
reference (if any):TU348818
JORDAN & SONS L
21 ST THOMAS ST
BRISTOL, BS1 6JSFor official use
New Companies Section

Post room



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Jordan & Sons Limited

21 St. Thomas Street, Bristol BS1 6JS
Tel: 0272 230600 Telex 449119

10

**Statement of first directors and
secretary and intended situation
of registered office**

This form should be completed in black.

Company name (in full)

CN 2684173

For official use

E

CLAPTON TRUST LIMITED,

Registered office of the company on
incorporation.

RO 208 PORTWAY

STRATFORD

Post town LONDON

County/Region

Postcode E15 3QY

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

X

Name JORDAN & SONS LIMITED

RA 21 ST. THOMAS STREET

Post town BRISTOL

County/Region

Postcode BS1 6JS

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

JORDAN & SONS LTD.

as above

ref: TV3488/LS

Postcode

Telephone 0272 230600

Extension

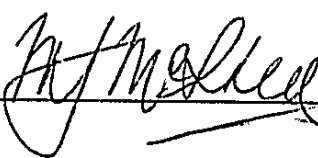
Company Secretary (See notes 1 - 5)

Name ☐ *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS	MR
	MARTIN JAMES
	McSHEA.
	MSc., FRGS
AD	208, PORTWAY,
	STRATFORD,
Post town	LONDON, E15 3QY
County/Region	
Postcode	E15 3QY
Country	ENGLAND
I consent to act as secretary of the company named on page 1	
Signed	
Date	9-8-91

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

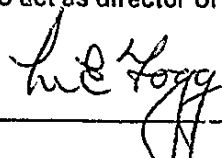
Name ☐ *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

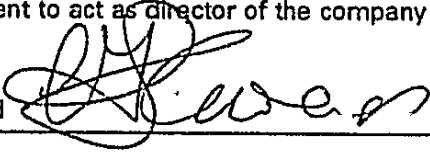
* Voluntary details

Consent signature

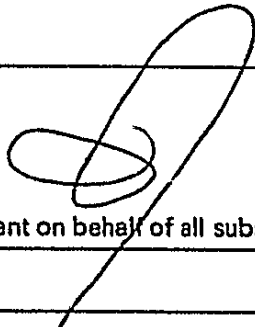

CD	MR
	MICHAEL EDWARD,
	FOGG,
AD	1, WANDERS CLOSE,
	BOTLEY,
Post town	CHEHAM,
County/Region	BUCKS
Postcode	HP5 1YA
Country	ENGLAND
DO	191034
Nationality	NA BRITISH.
OC	Branch manager
OD	PUSSEN'S (U.K.) LTD.
I consent to act as director of the company named on page 1	
Signed	
Date	9.8.91.

Directors (continued)

(See notes 1 - 5)

Name	*Style/Title	CD Mr
	Forenames	ARTHUR FRANK GEORGE
	Surname	EDWARDS
	*Honours etc	M.Sc C Eng
	Previous forenames	—
	Previous surname	—
Address		AD 18, WANSTEAD PARK AVENUE, MANOR PARK
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.		Post town LONDON E12 5EN
		County/Region
		Postcode E12 5EN Country
	Date of birth	DO 27/03/20 Nationality NA BRITISH
	Business occupation	OC RETIRED
	Other directorships	OD PASSTORIE EDWARDS MUSEUM TRUST
* Voluntary details		I consent to act as director of the company named on page 1
Consent signature		Signed  Date 10 August 1991

Delete if the form
is signed by the
subscribers.

	
Signature of agent on behalf of all subscribers	Date 20.1.92

Delete if the form
is signed by an
agent on behalf of
all the subscribers.All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

2684173

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION OF

CLAPTON TRUST LIMITED

1. The name of the Company (hereinafter called "the Company") is "CLAPTON TRUST LIMITED".

2. The registered office of the Company will be situated in England.

3. The Company is established for the benefit of the inhabitants of the London Borough of Newham and the surrounding area without discrimination of sex or of political, religious or other opinions by providing or assisting in the provision of a Sports Centre and ancillary facilities for recreation and leisure time occupation with the object of improving the conditions of life for the said inhabitants.

In furtherance of the above charitable objects but not further or otherwise the Company shall have the following powers:-

(i) To purchase, take on lease or in exchange hire or otherwise acquire real or personal property and rights or privileges anywhere in the world and to construct maintain and alter buildings or erections

(ii) To raise funds, negotiate sponsorship and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription donation and otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for the charitable objects aforesaid

(iii) To sell manage let or mortgage dispose of or turn to account all or any of the property or assets of the Company subject to such consents as may be required by law

(iv) To execute and do all such other instruments acts and things as may be requisite for the efficient management development and administration of the said property

(v) To borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit subject to such consents as may be required by law

16475

TU3488/GM

(vi) To take and accept any gift of money property or other assets whether subject to any special trust or not for the objects of the Company

(vii) To print and publish any newspapers periodicals books articles or leaflets

(viii) To draw make accept endorse discount execute and issue promissory notes bills cheques and other instruments and to operate bank accounts

(ix) To invest monies of the Company not immediately required for its purposes in or upon such investments securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided

(x) To make any donations in cash or assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any exclusively charitable trusts associations or institutions

(xi) To undertake and execute charitable trusts

(xii) To engage and pay any person or persons not being Directors whether on a full time or part time basis or whether as consultant or employee to supervise organise carry on the work of and advise the Company

(xiii) Subject to the provisions of Clause 4 hereof to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives and other dependants

(xiv) To amalgamate with any companies institutions societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Company and to prohibit payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association

(xv) To pay out of funds of the Company the costs charges and expenses of and incidental to the formation and registration of the Company

(xvi) To do all such other lawful and charitable things as will further the attainment of the objects of the Company or any of them

Provided that:-

(1) In case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts

(2) The Company's objects shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employers

(3) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company shall not sell mortgage charge or lease the same without the same such authority approval or consent as may be required by law and as regards any such property the Directors of the Company 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 Directors have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Directors but they shall as regards any such property be subject jointly and separately to such control authority as if the Company were not incorporated

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Company and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company

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

(1) Of reasonable and proper remuneration to any member officer servant administrator or consultant of the Company (not being a Director) for any services rendered to the Company and of reasonable and proper travelling conference and study expenses necessarily incurred in carrying out the duties of any such member officer servant or consultant of the Company

(2) To any Director for the time being hereof being a solicitor or other person engaged in any profession who shall be entitled to charge and be paid all usual professional or other charges for work done by him or his firm when instructed by his co-trustees so to act in that capacity on behalf of the charity hereby created.

(3) Of interest on money left by a member of the Company or of its Directors at a rate per annum not exceeding 2 per cent less than the base lending rate prescribed for the time being by a major London Clearing Bank or 3 per cent whichever is the greater

(4) To any Director of reasonable and proper out of pocket expenses

(5) To a company of which a member of the Company or a Director may be a member holding not more than one hundredth part of the capital of such company

(6) Of reasonable and proper rent for premises demised or let by any member of the Company or by any Director

5. The liability of the Members is limited

6. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while remaining Member or within one year after ceasing to be a Member for payment of the debts and liabilities of the Company contracted before ceasing 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 £1 (One pound)

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 some other charitable institution or institutions having objects similar to the object of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof such institution or institutions to be determined by Members of the Company at or before the time of dissolution and in so far as effect cannot be given to such provisions then such property shall be disposed of at the discretion of the Directors for some other charitable purpose or purposes

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Names and addresses of Subscribers

MICHAEL EDWARD FOGG,
1, WANNIONS CLOSE,
BOTLEY,
CHESHAM, Bucks. HP5 1YA.



MARTIN JAMES MOSHER,
208, PORTWAY,
STRATFORD,
LONDON, E15 3QY.

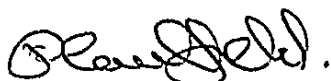


ARTHUR FRANK GEORGE EDWARDS
18, WANSTEAD PARK AVENUE
HANOVER PARK,
LONDON E12 5EN



Dated this 10th. August 1991

Witness to the above Signatures:-



Paul Caulfield,
311, Samuel Lewis Buildings,
Liverpool Road,
London, N1 1LH.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

CLAPTON TRUST LIMITED

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 1985

These Presents

These Articles of Association and the regulations of the Company from time to time in force

The Company

The above named Company

The Directors

The Directors for the time being of the Company

Chairman

The Chairman 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

The Statutes The Act and every statutory modification or re-enactment thereof for the time being in force

In Writing

Written printed or lithographed or partly one and partly another and other modes of representing or

reproducing words in a visible form

Permanent Members

The members named in paragraph (a) of Article 5 or any replacement under paragraph (2)

Ordinary Members

The members admitted to membership under paragraphs (b) of Article 5

Words importing the singular number only shall include the plural number and vice versa

Words importing the masculine or neuter gender only shall include the feminine masculine or neuter gender

Words importing persons shall include corporations and vice versa

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 Company shall if not consistent with the subject or context bear the same meanings in these presents

OBJECTS

2. The Company is established for the purposes expressed in the Memorandum of Association

3. The number of members with which the Company proposes to be registered is 30 but the directors may from time to time with the previous sanction of a special resolution at an Annual General Meeting increase such number

4. The provision of Section 352 of the Act shall be observed by the Company

5. The subscribers being the first members of the Company shall in their absolute discretion invite and admit to membership further members on the basis set out in sub-sections (a) and (b) below. Thereafter members of the Company shall be any persons whom the directors may from time to time in their absolute discretion admit to membership

(a) Permanent Members:

The following bodies shall be entitled to nominate members of the Company

The Subscribers	6 members
London Borough of Newham	2 members
Clapton Football Club	4 members

With the exception of the Subscribers who shall require no further nomination, nominations of the other Permanent Members shall be made annually and advised to the Secretary 1 month before each Annual General Meeting

(b) Ordinary Members:

Up to 18 Ordinary Members (up to a total of 30 authorised under Article 3) who shall be persons whom in the opinion of the Directors will make a positive contribution towards the achievement of the charitable objects of this Trust

6. (1) A member shall automatically cease to be a member if he dies or if he becomes bankrupt or makes any arrangement or composition with his creditors generally or if he is subject to any order made by a court of competent jurisdiction by reason of his mental disorder for his detention or for the appointment of any person to exercise powers with respect to his property or affairs

(2) Any member shall have the right at any time to resign his membership of the Company. In the event of the resignation of a Subscriber or the representative of one of the other Permanent Members the Subscribers or other Permanent Member may nominate a replacement (3) If any of the bodies referred to in paragraph 5(a) shall cease to exist or shall be amalgamated with or transfer its functions to any other body the Directors shall by notice in writing sent by prepaid post to the address (or former address) of that body determine its membership and in place thereof the Directors shall admit to membership such body as they shall consider is carrying on the functions of the former member relevant to the objects for which the Company is established

(4) A member may at any time withdraw from the Company by giving at least thirty clear days notice to the Company. Membership shall not be transferable but where by virtue of statute or amalgamation or re-organisation the functions and assets of any member become vested in some other body that body may at the discretion of the Directors be entitled to become a member

7. Every member may exercise the powers as are prescribed by Section 375 of the Act. Every prospective member shall deliver an application for membership in such form as the Directors may reasonably require

8. (1) It shall be the duty of the Directors if at any time they shall be of the opinion that the interests of the Company so require by notice in writing sent by prepaid post to a Member's address to request any Ordinary Member to withdraw from membership of the Company within a time specified in such notice. No such notice shall be sent except by vote of the majority of all the Directors present and voting which majority shall include three quarters of the total number of the Directors for the time being. If the member required to withdraw is the member admitted under sub-paragraph (a) of Article 5 then the Directors may at their discretion invite some other corporation or unincorporated association or other body or club (which may or may not already be a member under paragraph (b) of Article 5) to take its place

(2) If on the expiry of the time specified in such notice the Member concerned has not withdrawn from membership of the Company by submitting written notice of its resignation or if at any time after receipt of the notice requesting it to withdraw from Membership the member shall so request in writing the matter shall be submitted

to a properly convened and constituted meeting of the Directors. The Directors and the member whose expulsion is under consideration shall be given at least fourteen days' notice of the meeting and such notice shall specify the matter to be discussed. The member concerned shall at the Meeting be entitled to present a statement in its defence either verbally or in writing and shall be required to withdraw from membership if one-half of the Directors present and voting shall after receiving the statement in defence vote for that Members expulsion or if the member fails to attend the meeting without sufficient reason being given. If such a vote is carried or if the member shall fail to attend the meeting without sufficient reason being given that Member shall thereupon cease to be a member and its name shall be erased from the Register of Members.

GENERAL MEETINGS

9. The Company 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 Directors and shall specify the meeting as such in the notice calling it provided that every Annual General Meeting except the first shall be held not more than three months after the end of the Company's financial year and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation or in the following calendar year

10. The Annual General Meeting shall be held for the following purposes:-

(1) To receive from the Directors a full statement of accounts pursuant to Article 54 hereof

(2) To receive from the Directors a report of the activities of the Company since the previous Annual General Meeting

(3) To elect Directors pursuant to Article 30 hereof

(4) To appoint the Company's auditors

(5) To transact such other business as may be brought before it

11. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meeting

12. The Secretary shall on an order of the Directors or at the written request of not less than one tenth of the Members convene an Extraordinary General Meeting. Such order or request indicating the nature of the business to be transacted shall be laid before the Chairman of the Company who shall authorise the holding of an Extraordinary General Meeting within 28 days of the receipt of such order or request

13. Twenty one days notice in writing at the least of every Annual General Meeting and of every Extraordinary General Meeting called for the passing of a special resolution and fourteen days notice in writing at the least of every other Extraordinary 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 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 Statutes entitled to receive such notices from the Company. If in the judgment of the Directors an emergency has arisen requiring an immediate meeting the Notice given shall be such as the Directors in the circumstances deem to be sufficient but such notice shall in no circumstances be less than seven days

14. 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 proceedings had at any meeting

15. Any member wishing to raise any matter at a General Meeting shall give notice in writing setting out the nature of the business to be transacted to the Secretary not less than 28 days before the date of the General Meeting

PROCEEDINGS AT GENERAL MEETINGS

16. 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 Directors and of the Auditors the election of Directors in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors

17. 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 two members or one tenth of the membership whichever shall be the greater present by duly authorised representative shall be a quorum

18. If within 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 the members of the Company 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 Directors may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum

19. The Chairman shall preside at every General Meeting but if the Chairman shall be absent or if at any meeting he is not present within fifteen minutes after the time appointed for holding the same the members present shall choose some other Director or if no such Director thereof be present or if all the Directors present decline to take the chair the members shall choose some member who shall be present to preside

20. The Chairman or any member presiding in his place may with the consent of any meeting of the members of the Company at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and 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 adjourned took place. Whenever such a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given in the same manner as of the 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

21. (a) 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 present by duly authorised representative and entitled to vote and unless a poll is before or upon the declaration of the result by the show of hands demanded by the Chairman or member presiding in his place or by at least one-third of the member present by duly authorised representative or by proxy a declaration by the Chairman or member presiding in his place 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 Company 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

(b) Subject to the provisions of paragraph (c) below if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

(c) No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment

22. (a) The Chairman or any member presiding in his place may not himself vote. However in the case of an equality of votes whether on a show of hands or on a poll the Chairman or member presiding in his place shall be entitled to a casting vote

(b) The demand for 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 present in person or by proxy shall have one vote

24. On a show of hands or on a poll votes may be given either personally or by proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

25. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company

26. The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening 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 in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid

27. A vote given in accordance with the terms of any 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 as aforesaid shall have been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used

28. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company

DIRECTORS

29. The number of Directors shall be not less than nine but unless and until varied by Order or Resolution of the Company shall be not more than fifteen

BOARD OF DIRECTORS

30. There shall be a Board of Directors consisting of

(a) The six subscribers to the Memorandum - the Subscriber Directors

(b) Four Directors who shall be nominated as hereinafter stated - the Nominated Directors

(c) Not less than three and not more than five Directors who shall be elected from the Ordinary Members as hereinafter stated - the Elected Directors

(d) Such number not exceeding three as the Directors may from time to time co-opt - the Co-opted Directors members as the Directors shall from time to time co-opt

31. A person who is not a member of the Company shall not be qualified to be an elected member of the Board of Directors. A co-opted member of the Board need not be a member of the Company

32. Co-opted members may be elected from time to time by resolution of the Directors and may at any time be removed from office by such resolution. A co-opted member shall hold office for a period not exceeding two years. On retiring he shall be eligible to be again co-opted.

33. (1) Subscriber Directors appointed under Article 30(a) above and their successors in office as founded by Article 35(1) below shall automatically be members of the Company

(2) Appointed Directors under Article 30(b) above shall be deemed to be members of the Company from the date of their nomination being notified in writing to the Secretary and shall automatically cease to be members of the Company when they cease to be a representative of the body by whom they are nominated. At every

Annual General Meeting each nominated member shall unless his nomination is renewed by the body nominating him vacate office but shall be eligible for subsequent renomination

(3) Elected Directors shall (except as otherwise provided) serve for a period of three years after which period they shall retire but may offer themselves for re-election at the next available Annual General Meeting. In the first three years after formation of the Company it shall be decided by lot which of the appointed Directors shall serve for one two or three years as the case may be in order that one third or as near possible retire in rotation each year thereafter

(4) The nomination of any Elected Director shall be in the following form or as near thereto as circumstances will admit :-

Nominee

Proposer

Secunder

(5) The first appointed Directors shall be elected by the Company in general meeting

34. (1) In the event of the retirement or death of a Subscriber Director as provided for in Article 5(a) the Directors may at their absolute discretion appoint a suitable person in replacement

(2) If any other office for any reason shall become vacant the Directors shall have the power to appoint any person to fill that office until the next Annual General Meeting

35. The Company shall at the Annual General Meeting fill up the vacated office of each retiring Director to the extent necessary to ensure that there is the minimum permitted number of Directors by electing a person thereto unless at the Annual General Meeting at which any Directors retire it shall be determined to reduce the number of Directors

36. If at any meeting at which the results of an election of Directors ought to be announced the places of the retiring Directors or some of them are not filled up the retiring Directors or such of them as have not had their places filled up and are willing to act shall be deemed to have been re-elected unless it shall be determined at such meeting to reduce the number of Directors

37. In addition and without prejudice to the provisions of Section 303 of the Act the Company may by Ordinary Resolution remove any Director before the expiration of his period of office and may by an Ordinary Resolution appoint another suitably qualified person in his stead but any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed

DISQUALIFICATION OF DIRECTORS

38. (1) The office of a Director shall be vacated:-

(a) If a Receiving Order is made against him or he makes arrangements or composition with his creditors

(b) If he becomes of unsound mind

(c) If by notice in writing to the Directors he resigns his office

(d) If he becomes prohibited from holding office by reason of any Court Order made under the Act

(e) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act

(f) If being a Director nominated by a Permanent Member that Permanent Member requires him to resign or he ceases to hold the office or appointment relevant to that nomination

(g) If being a Director elected under Article 33(3) that he ceases to be a member of the Company (2) Section 293 of the Act shall not apply

POWERS OF THE DIRECTORS

39. The business of the Company shall be managed by the Directors who may pay all such expenses of and preliminary and incidental to the promotion formation establishment and registration of the Company as they think fit and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by the Statutes or by these Presents required to be exercised or done by the Company in General Meeting subject nevertheless to any regulations of these Presents to the provisions of the Statutes for the time being in force and affecting the Company and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made

40. The Directors may act notwithstanding any vacancy in their body

41. If the Directors shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Presents it shall be lawful for them to act as Directors for the purpose of admitting persons to membership of the Company filling up vacancies in their body or of summoning a General Meeting but not for any other purpose

PROCEEDINGS OF THE DIRECTORS

42. (1) The Directors may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit provided that at least four such meetings shall be held in each year

(2) Voting on any issue shall be by show of hands unless any Director present shall demand a ballot and decisions taken by vote and by postal ballot shall be determined by a majority of those present and voting. Each Director shall be

entitled to one vote. In the case of an equality of votes however the Chairman shall have a casting vote

43. A Director and the Secretary at the request of a Director shall at any time summon a meeting of the Directors by notice served upon the several Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting

44. The Directors may appoint one of their number to be the Chairman of the Board of Directors and may at any time remove him from office. The Chairman shall preside as Chairman at all meetings of the Directors at which he shall be present but if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting or is not willing to preside the Directors present shall choose one of their number to be Chairman of the meeting

45. A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Company for the time being vested in the Directors generally. The quorum for meetings of the Directors or any committee formed pursuant to the provisions of Article 46 shall be three or such greater number as the Directors may determine

46. The Directors may delegate any of their powers and duties to any sub-committee consisting of such of their number as they think fit

47. Any sub-committee formed pursuant to Article 46 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 sub-committee shall be governed by the provision of these presents for regulating the meeting 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. All acts and proceedings of such sub-committees shall be reported in due course to the Directors

48. All acts bona fide done by any meeting of the Directors or of the sub-committee shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director 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

49. The Directors shall cause proper minutes to be made of all appointments of the Directors and of the proceedings of all meetings of the Company and of the Directors and of the subcommittees and all business transacted at such meetings and any such minutes of any meeting if purporting to be signed by the Chairman of such meetings or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated

50. A resolution in writing signed by all the Directors for the time being or by all the members for the time being of any sub-committee who are entitled to receive notice of a meeting of the Directors or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such sub-committee duly convened and constituted

51. Any Director who shall without sufficient reason absent himself from three consecutive meetings of the Directors will be understood to have resigned his position as Director. If he was nominated by a Permanent Member that Permanent Member shall nominate a Director in his place and if he was not so nominated then the remaining Directors shall be entitled to appoint another Director in his place pursuant to Article 35 hereof

SECRETARY

52. Subject to the provisions of the Act 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

SEAL

53. The Seal shall only be used by the authority of the Directors of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and the Secretary or by a second Director

ACCOUNTS

54. The Directors shall cause accounting records of the Company to be kept in accordance with Section 221 of the Act (or as the same may be hereafter amended or altered)

55. Accounting records shall be kept at the Office of the Company or subject to Section 222 of the Act at such other place or places as the Directors shall think fit and shall always be open to the inspection of the Directors

56. The Directors 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 Company or any of them shall be open to the inspection of Members of the Company not being officers of the Company and no such Members (not being such an officer) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in General Meeting

57. At the Annual General Meeting in every year the Directors shall lay before the Company 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 Company made up to a date not more than seven months before such meeting) together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Directors and the Auditors and copies of such account balance and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting subject nevertheless to the provisions of Section 240(4) of the Act 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. The

Auditors' report shall be open to inspection and be read before the meeting as required by Section 241 of the Act

AUDIT

58. Once at least in every year the accounts of the Company 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

59. Auditors shall be appointed and their duties regulated in accordance with Sections 389 236 237 241 and 384-394 of the Act

NOTICES

60. A notice may be served by the Company upon any Member either personally or by sending it through the post in a prepaid letter addressed to such member at the address as appearing in the Register of Members

61. Any Member described in the Register of Members by an address not within the United Kingdom which shall from time to time give the Company an address within the United Kingdom at which notices may be served shall be entitled to have notices served at such address but save as aforesaid and as provided by the Act only those Members by an address within the United Kingdom shall be entitled to receive notices from the Company

62. 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 postmarked 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 as a prepaid letter

DISSOLUTION

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

64. Every Member of the Company shall be entitled to receive a copy of this Memorandum and Articles of Association

Names and addresses of Subscribers

MICHAEL EDWARD FOGG,
1, WANNONS CLOSE,
BOTLEY,
CHESHAM, Bucks. HP5 1YA.

Michael Fogg

MARTIN JAMES MCSHEA,
208, PORTWAY,
STRATFORD,
LONDON, E15 3QY.

Martin McShea

ARTHUR FRANK GEORGE EDWARDS
18, WAINSTED PARK AVENUE
MANOR PARK
LONDON E12 5EN

Arthur Edwards

Dated this 10th. August 1991.

Witness to the above Signatures:-

Paul Caulfield

Paul Caulfield
311, Samuel Lewis Buildings,
Liverpool Road,
London, W1 1LH.

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2684173

I hereby certify that

CLAPTON TRUST LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 4 FEBRUARY 1992

P. Bevan
P. BEVAN

an authorised officer

150092

G

COMPANIES FORM No. 224

Notice of accounting reference date (to be delivered within 9 months of incorporation)

224

use do not
to in
margin

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

use complete
bly, preferably
black type, or
d block lettering

To the Registrar of Companies
(Address overleaf)

Company number

2684173

Name of company

insert full name
of company

* CLAPTON TRUST LIMITED

gives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:

important
accounting
reference data to
entered along-
should be
completed as in the
following examples:

Day Month

3 1 1 2

April
/ Month

5 0 4

June
/ Month

0 0 6

December
/ Month

1 1 2

sort
director,
secretary,
administrator,
administrative
receiver or
receiver
(Scotland) as
appropriate

Signed

Designation: SECRETARY Date 25-7-92

Presenter's name address
telephone number and reference (if any):

MARTIN JAMES McSHEA,
208 PORTWAY,
STRATFORD,
LONDON E15 3QY.

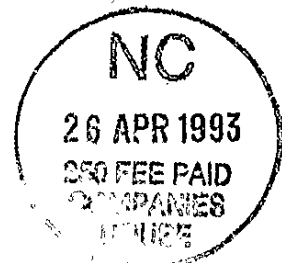
081 534 1653

For official use
D.E.B.

Post room

COMPANIES HOUSE
129 JUL 1992
M 21

NUMBER OF COMPANY: 2684173



THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

pursuant to Section 378 of the Companies Act 1985

of CLAPTON TRUST LIMITED

Passed the 13th day of March 19 93 .

At an Extraordinary General Meeting of the Members of the above-named

Company, duly convened and held at Clapton Football Club, Upton Lane,
London, E7

on the 13th day of March 19 93 , the following SPECIAL

RESOLUTION was duly passed:-

THAT the name of the Company be changed to

NEWHAM COMMUNITY LEISURE TRUST LIMITED

T08124/KH6
JORDAN & SONS LTD
21 ST. THOMAS ST
BRISTOL BS1 6JS

CN/PACK
5

h. E. Foy
.....
(Chairman/Director/Secretary)

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2684173

I hereby certify that

CLAPTON TRUST LIMITED

having by special resolution changed its name,
is now incorporated under the name of

NEWHAM COMMUNITY LEISURE TRUST LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 4 MAY 1993

P. Bevan
P. BEVAN

an authorised officer

Company Number: 2684173

The Companies Act 1985

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

MEMORANDUM AND ARTICLES OF ASSOCIATION

NEWHAM COMMUNITY LEISURE TRUST LIMITED

Incorporated the 4th day of February 1992



**Jordan & Sons Limited
Company Formation and Information Specialists
Legal Stationers and Publishers
Branches throughout the United Kingdom
Head Office Telephone 0272-230600 Fax 0272-230063**

CERTIFICATION

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

WE HEREBY CERTIFY that this print incorporates all alterations made to this company's Memorandum of Association by filed resolutions and is lodged in compliance with the requirements of section 18 of the Companies Act 1985.

MEMORANDUM OF ASSOCIATION OF

NEWHAM COMMUNITY LEISURE TRUST LIMITED

1. *The name of the Company (hereinafter called "the Company") is "NEWHAM COMMUNITY LEISURE TRUST LIMITED".
2. The registered office of the Company will be situated in England.
3. The Company is established for the benefit of the inhabitants of the London Borough of Newham and the surrounding area without discrimination of sex or of political, religious or other opinions by providing or assisting in the provision of a Sports Centre and ancillary facilities for recreation and leisure time occupation with the object of improving the conditions of life for the said inhabitants.

In furtherance of the above charitable objects but not further or otherwise the Company shall have the following powers:-

(i) To purchase, take on lease or in exchange hire or otherwise acquire real or personal property and rights or privileges anywhere in the world and to construct maintain and alter buildings or erections

(ii) To raise funds, negotiate sponsorship and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription donation and otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for the charitable objects aforesaid

(iii) To sell manage let or mortgage dispose of or turn to account all or any of the property or assets of the Company subject to such consents as may be required by law

(iv) To execute and do all such other instruments acts and things as may be requisite for the efficient management development and administration of the said property

* The name of the Company was on the 4th day of May 1993, changed from "CLAPTON TRUST LIMITED".

(v) To borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit subject to such consents as may be required by law

(vi) To take and accept any gift of money property or other assets whether subject to any special trust or not for the objects of the Company

(vii) To print and publish any newspapers periodicals books articles or leaflets

(viii) To draw make accept endorse discount execute and issue promissory notes bills cheques and other instruments and to operate bank accounts

(ix) To invest monies of the Company not immediately required for its purposes in or upon such investments securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided

(x) To make any donations in cash or assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any exclusively charitable trusts associations or institutions

(xi) To undertake and execute charitable trusts

(xii) To engage and pay any person or persons not being Directors whether on a full time or part time basis or whether as consultant or employee to supervise organise carry on the work of and advise the Company

(xiii) Subject to the provisions of Clause 4 hereof to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives and other dependants

(xiv) To amalgamate with any companies institutions societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Company and to prohibit payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association

(xv) To pay out of funds of the Company the costs charges and expenses of and incidental to the formation and registration of the Company

(xvi) To do all such other lawful and charitable things as will further the attainment of the objects of the Company or any of them

Provided that:-

(1) In case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts

(2) The Company's objects shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employers

(3) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company shall not sell mortgage charge or lease the same without the same such authority approval or consent as may be required by law and as regards any such property the Directors of the Company 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 Directors have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Directors but they shall as regards any such property be subject jointly and separately to such control authority as if the Company were not incorporated

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Company and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company

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

(1) Of reasonable and proper remuneration to any member officer servant administ. etc. or consultant of the Company (not being a Director) for any services rendered to the Company and of reasonable and proper travelling conference and study expenses necessarily incurred in carrying out the duties of any such member officer servant or consultant of the Company

(2) To any Director for the time being hereof being a solicitor or other person engaged in any profession who shall be entitled to charge and be paid all usual professional or other charges for work done by him or his firm when instructed by his co-trustees so to act in that capacity on behalf of the charity hereby created.

(3) Of interest on money left by a member of the Company or of its Directors at a rate per annum not exceeding 2 per cent less than the base lending rate prescribed for the time being by a major London Clearing Bank or 3 per cent whichever is the greater

(4) To any Director of reasonable and proper out of pocket expenses

(5) To a company of which a member of the Company or a Director may be a member holding not more than one hundredth part of the capital of such company

(6) Of reasonable and proper rent for premises demised or let by any member of the Company or by any Director

5. The liability of the Members is limited

6. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while remaining Member or within one year after ceasing to be a Member for payment of the debts and liabilities of the Company contracted before ceasing 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 £1 (One pound)

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 some other charitable institution or institutions having objects similar to the object of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof such institution or institutions to be determined by Members of the Company at or before the time of dissolution and in so far as effect cannot be given to such provisions then such property shall be disposed of at the discretion of the Directors for some other charitable purpose or purposes

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

CERTIFICATION

WE HEREBY CERTIFY that this print
incorporates all alterations made to
this company's Articles of Association
by filed resolutions and is lodged in
compliance with the requirements of
section 13 of the Companies Act 1985.

ARTICLES OF ASSOCIATION OF

NEWHAM COMMUNITY LEISURE TRUST LIMITED

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:

The Act

These Presents

The Company

The Directors

Chairman

The Office

The Seal

The United Kingdom

Month

The Statutes The Act and every statutory modification or re-enactment thereof for the time being in force

In Writing

MEANINGS:

The Companies Act 1985

These Articles of Association and
the regulations of the Company
from time to time in force

The above named Company

The Directors for the time being of
the Company

The Chairman of the Company

The registered office of the
Company

The Common Seal of the Company

Great Britain and Northern Ireland

Calendar Month

Written printed or lithographed or
partly one and partly another and
other modes of representing or
reproducing words in a visible
form

Permanent Members

The members named in paragraph (a) of Article 5 or any replacement under paragraph (2)

Ordinary Members

The members admitted to membership under paragraphs (b) of Article 5

Words importing the singular number only shall include the plural number and vice versa

Words importing the masculine or neuter gender only shall include the feminine masculine or neuter gender

Words importing persons shall include corporations and vice versa

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 Company shall if not consistent with the subject or context bear the same meanings in these present

OBJECTS

2. The Company is established for the purposes expressed in the Memorandum of Association

3. The number of members with which the Company proposes to be registered is 30 but the directors may from time to time with the previous sanction of a special resolution at an Annual General Meeting increase such number

4. The provision of Section 352 of the Act shall be observed by the Company

5. The subscribers being the first members of the Company shall in their absolute discretion invite and admit to membership further members on the basis set out in sub-sections (a) and (b) below. Thereafter members of the Company shall be any persons whom the directors may from time to time in their absolute discretion admit to membership

(a) Permanent Members:

The following bodies shall be entitled to nominate members of the Company

The Subscribers	6 members
-----------------	-----------

London Borough of Newham	2 members
--------------------------	-----------

Clapton Football Club	4 members
-----------------------	-----------

With the exception of the Subscribers who shall require no further nomination, nominations of the other Permanent Members shall be made annually and advised to the Secretary 1 month before each Annual General Meeting

(b) Ordinary Members:

Up to 18 Ordinary Members (up to a total of 30 authorised under Article 3) who shall be persons whom in the opinion of the Directors will make a positive contribution towards the achievement of the charitable objects of this Trust

6. (1) A member shall automatically cease to be a member if he dies or if he becomes bankrupt or makes any arrangement or composition with his creditors generally or if he is subject to any order made by a court of competent jurisdiction by reason of his mental disorder for his detention or for the appointment of any person to exercise powers with respect to his property or affairs

(2) Any member shall have the right at any time to resign his membership of the Company. In the event of the resignation of a Subscriber or the representative of one of the other Permanent Members the Subscribers or other Permanent Member may nominate a replacement (3) If any of the bodies referred to in paragraph 5(a) shall cease to exist or shall be amalgamated with or transfer its functions to any other body the Directors shall by notice in writing sent by prepaid post to the address (or former address) of that body determine its membership and in place thereof the Directors shall admit to membership such body as they shall consider is carrying on the functions of the former member relevant to the objects for which the Company is established

(4) A member may at any time withdraw from the Company by giving at least thirty clear days notice to the Company. Membership shall not be transferable but where by virtue of statute or amalgamation or re-organisation the functions and assets of any member become vested in some other body that body may at the discretion of the Directors be entitled to become a member

7. Every member may exercise the powers as are prescribed by Section 375 of the Act. Every prospective member shall deliver an application for membership in such form as the Directors may reasonably require

8. (1) It shall be the duty of the Directors if at any time they shall be of the opinion that the interests of the Company so require by notice in writing sent by prepaid post to a Member's address to request any Ordinary Member to withdraw from membership of the Company within a time specified in such notice. No such notice shall be sent except by vote of the majority of all the Directors present and voting which majority shall include three quarters of the total number of the Directors for the time being. If the member required to withdraw is the member admitted under sub-paragraph (a) of Article 5 then the Directors may at their discretion invite some other corporation or unincorporated association or other body or club (which may or may not already be a member under paragraph (b) of Article 5) to take its place

(2) If on the expiry of the time specified in such notice the Member concerned has not withdrawn from membership of the Company by submitting written notice of its resignation or if at any time after receipt of the notice requesting it to withdraw from Membership the member shall so request in writing the matter shall be submitted to a properly convened and constituted meeting of the Directors. The Directors and the member whose expulsion is under consideration shall be given at least fourteen days' notice of the meeting and such notice shall specify the matter to be discussed. The member concerned shall at the Meeting be entitled to present

a statement in its defence either verbally or in writing and shall be required to withdraw from membership if one-half of the Directors present and voting shall after receiving the statement in defence vote for that Members expulsion or if the member fails to attend the meeting without sufficient reason being given. If such a vote is carried or if the member shall fail to attend the meeting without sufficient reason being given that Member shall thereupon cease to be a member and its name shall be erased from the Register of Members.

GENERAL MEETINGS

9. The Company 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 Directors and shall specify the meeting as such in the notice calling it provided that every Annual General Meeting except the first shall be held not more than three months after the end of the Company's financial year and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation or in the following calendar year

10. The Annual General Meeting shall be held for the following purposes:-

(1) To receive from the Directors a full statement of accounts pursuant to Article 54 hereof

(2) To receive from the Directors a report of the activities of the Company since the previous Annual General Meeting

(3) To elect Directors pursuant to Article 30 hereof

(4) To appoint the Company's auditors

(5) To transact such other business as may be brought before it

11. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meeting

12. The Secretary shall on an order of the Directors or at the written request of not less than one tenth of the Members convene an Extraordinary General Meeting. Such order or request indicating the nature of the business to be transacted shall be laid before the Chairman of the Company who shall authorise the holding of an Extraordinary General Meeting within 28 days of the receipt of such order or request

13. Twenty one days notice in writing at the least of every Annual General Meeting and of every Extraordinary General Meeting called for the passing of a special resolution and fourteen days notice in writing at the least of every other Extraordinary 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 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 Statutes entitled to receive such notices from the Company. If in the judgment of the Directors an emergency has arisen requiring an immediate meeting

the Notice given shall be such as the Directors in the circumstances deem to be sufficient but such notice shall in no circumstances be less than seven days

14. 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 proceedings had at any meeting

15. Any member wishing to raise any matter at a General Meeting shall give notice in writing setting out the nature of the business to be transacted to the Secretary not less than 28 days before the date of the General Meeting

PROCEEDINGS AT GENERAL MEETINGS

16. 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 Directors and of the Auditors the election of Directors in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors

17. 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 two members or one tenth of the membership whichever shall be the greater present by duly authorised representative shall be a quorum

18. If within 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 the members of the Company 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 Directors may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum

19. The Chairman shall preside at every General Meeting but if the Chairman shall be absent or if at any meeting he is not present within fifteen minutes after the time appointed for holding the same the members present shall choose some other Director or if no such Director thereof be present or if all the Directors present decline to take the chair the members shall choose some member who shall be present to preside

20. The Chairman or any member presiding in his place may with the consent of any meeting of the members of the Company at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and 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 adjourned took place. Whenever such a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given in the same manner as of the 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

21. (a) 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 present by duly

authorised representative and entitled to vote and unless a poll is before or upon the declaration of the result by the show of hands demanded by the Chairman or member presiding in his place or by at least one-third of the members present by duly authorised representative or by proxy a declaration by the Chairman or member presiding in his place 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 Company 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

(b) Subject to the provisions of paragraph (c) below if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded

(c) No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment

22. (a) The Chairman or any member presiding in his place may not himself vote. However in the case of an equality of votes whether on a show of hands or on a poll the Chairman or member presiding in his place shall be entitled to a casting vote

(b) The demand for 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 present in person or by proxy shall have one vote

24. On a show of hands or on a poll votes may be given either personally or by proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

25. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company

26. The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening 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 in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid

27. A vote given in accordance with the terms of any 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 as aforesaid shall have been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used

28. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company

DIRECTORS

29. The number of Directors shall be not less than nine but unless and until varied by Order or Resolution of the Company shall be not more than fifteen

BOARD OF DIRECTORS

30. There shall be a Board of Directors consisting of

- (a) The six subscribers to the Memorandum - the Subscriber Directors
- (b) Four Directors who shall be nominated as hereinafter stated - the Nominated Directors
- (c) Not less than three and not more than five Directors who shall be elected from the Ordinary Members as hereinafter stated - the Elected Directors
- (d) Such number not exceeding three as the Directors may from time to time co-opt - the Co-opted Directors members as the Directors shall from time to time co-opt

31. A person who is not a member of the Company shall not be qualified to be an elected member of the Board of Directors. A co-opted member of the Board need not be a member of the Company

32. Co-opted members may be elected from time to time by resolution of the Directors and may at any time be removed from office by such resolution. A co-opted member shall hold office for a period not exceeding two years. On retiring he shall be eligible to be again co-opted.

33. (1) Subscriber Directors appointed under Article 30(a) above and their successors in office as founded by Article 35(1) below shall automatically be members of the Company

(2) Appointed Directors under Article 30(b) above shall be deemed to be members of the Company from the date of their nomination being notified in writing to the Secretary and shall automatically cease to be members of the Company when they cease to be a representative of the body by whom they are nominated. At every Annual General Meeting each nominated member shall unless his nomination is

renewed by the body nominating him vacate office but shall be eligible for subsequent renomination

(3) Elected Directors shall (except as otherwise provided) serve for a period of three years after which period they shall retire but may offer themselves for re-election at the next available Annual General Meeting. In the first three years after formation of the Company it shall be decided by lot which of the appointed Directors shall serve for one two or three years as the case may be in order that one third or as near possible retire in rotation each year thereafter

(4) The nomination of any Elected Director shall be in the following form or as near thereto as circumstances will admit :

Nominee

Proposer

Seconder

(5) The first appointed Directors shall be elected by the Company in general meeting

34. (1) In the event of the retirement or death of a Subscriber Director as provided for in Article 5(a) the Directors may at their absolute discretion appoint a suitable person in replacement

(2) If any other office for any reason shall become vacant the Directors shall have the power to appoint any person to fill that office until the next Annual General Meeting

35. The Company shall at the Annual General Meeting fill up the vacated office of each retiring Director to the extent necessary to ensure that there is the minimum permitted number of Directors by electing a person thereto unless at the Annual General Meeting at which any Directors retire it shall be determined to reduce the number of Directors

36. If at any meeting at which the results of an election of Directors ought to be announced the places of the retiring Directors or some of them are not filled up the retiring Directors or such of them as have not had their places filled up and are willing to act shall be deemed to have been re-elected unless it shall be determined at such meeting to reduce the number of Directors

37. In addition and without prejudice to the provisions of Section 303 of the Act the Company may by Ordinary Resolution remove any Director before the expiration of his period of office and may by an Ordinary Resolution appoint another suitably qualified person in his stead but any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed

DISQUALIFICATION OF DIRECTORS

38. (1) The office of a Director shall be vacated:-

(a) If a Receiving Order is made against him or he makes arrangements or composition with his creditors

- (b) If he becomes of unsound mind
- (c) If by notice in writing to the Directors he resigns his office
- (d) If he becomes prohibited from holding office by reason of any Court Order made under the Act
- (e) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act
- (f) If being a Director nominated by a Permanent Member that Permanent Member requires him to resign or he ceases to hold the office or appointment relevant to that nomination
- (g) If being a Director elected under Article 33(3) that he ceases to be a member of the Company (2) Section 293 of the Act shall not apply

POWERS OF THE DIRECTORS

39. The business of the Company shall be managed by the Directors who may pay all such expenses of and preliminary and incidental to the promotion formation establishment and registration of the Company as they think fit and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by the Statutes or by these Presents required to be exercised or done by the Company in General Meeting subject nevertheless to any regulations of these Presents to the provisions of the Statutes for the time being in force and affecting the Company and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made

40. The Directors may act notwithstanding any vacancy in their body

41. If the Directors shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Presents it shall be lawful for them to act as Directors for the purpose of admitting persons to membership of the Company filling up vacancies in their body or of summoning a General Meeting but not for any other purpose

PROCEEDINGS OF THE DIRECTORS

42. (1) The Directors may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit provided that at least four such meetings shall be held in each year

(2) Voting on any issue shall be by show of hands unless any Director present shall demand a ballot and decisions taken by vote and by postal ballot shall be determined by a majority of those present and voting. Each Director shall be entitled to one vote. In the case of an equality of votes however the Chairman shall have a casting vote

43. A Director and the Secretary at the request of a Director shall at any time summon a meeting of the Directors by notice served upon the several Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting
44. The Directors may appoint one of their number to be the Chairman of the Board of Directors and may at any time remove him from office. The Chairman shall preside as Chairman at all meetings of the Directors at which he shall be present but if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting or is not willing to preside the Directors present shall choose one of their number to be Chairman of the meeting
45. A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Company for the time being vested in the Directors generally. The quorum for meetings of the Directors or any committee formed pursuant to the provisions of Article 46 shall be three or such greater number as the Directors may determine
46. The Directors may delegate any of their powers and duties to any sub-committee consisting of such of their number as they think fit
47. Any sub-committee formed pursuant to Article 46 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 sub-committee shall be governed by the provision of these presents for regulating the meeting 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. All acts and proceedings of such sub-committees shall be reported in due course to the Directors
48. All acts bona fide done by any meeting of the Directors of the sub-committee shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director 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
49. The Directors shall cause proper minutes to be made of all appointments of the Directors and of the proceedings of all meetings of the Company and of the Directors and of the subcommittees and all business transacted at such meetings and any such minutes of any meeting if purporting to be signed by the Chairman of such meetings or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated
50. A resolution in writing signed by all the Directors for the time being or by all the members for the time being of any sub-committee who are entitled to receive notice of a meeting of the Directors or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such sub-committee duly convened and constituted
51. Any Director who shall without sufficient reason absent himself from three consecutive meetings of the Directors will be understood to have resigned his position as Director. If he was nominated by a Permanent Member that Permanent Member shall nominate a Director in his place and if he was not so nominated then

the remaining Directors shall be entitled to appoint another Director in his place pursuant to Article 35 hereof

SECRETARY

52. Subject to the provisions of the Act 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

SEAL

53. The Seal shall only be used by the authority of the Directors of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and the Secretary or by a second Director

ACCOUNTS

54. The Directors shall cause accounting records of the Company to be kept in accordance with Section 221 of the Act (or as the same may be hereafter amended or altered)

55. Accounting records shall be kept at the Office of the Company or subject to Section 222 of the Act at such other place or places as the Directors shall think fit and shall always be open to the inspection of the Directors

56. The Directors 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 Company or any of them shall be open to the inspection of Members of the Company not being officers of the Company and no such Members (not being such an officer) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in General Meeting

57. At the Annual General Meeting in every year the Directors shall lay before the Company 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 Company made up to a date not more than seven months before such meeting) together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Directors and the Auditors and copies of such account balance and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting subject nevertheless to the provisions of Section 240(4) of the Act 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. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 241 of the Act

AUDIT

58. Once at least in every year the accounts of the Company 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

59. Auditors shall be appointed and their duties regulated in accordance with Sections 389 236 237 241 and 384-394 of the Act

NOTICES

60. A notice may be served by the Company upon any Member either personally or by sending it through the post in a prepaid letter addressed to such member at the address as appearing in the Register of Members

61. Any Member described in the Register of Members by an address not within the United Kingdom which shall from time to time give the Company an address within the United Kingdom at which notices may be served shall be entitled to have notices served at such address but save as aforesaid and as provided by the Act only those Members by an address within the United Kingdom shall be entitled to receive notices from the Company

62. 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 postmarked 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 as a prepaid letter

DISSOLUTION

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

64. Every Member of the Company shall be entitled to receive a copy of this Memorandum and Articles of Association