

FILE COPY



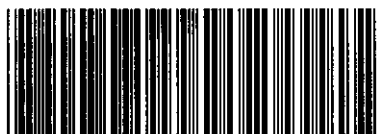
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4980238

The Registrar of Companies for England and Wales hereby certifies that
LINCOLN RUGBY FOOTBALL CLUB

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

Given at Companies House, Cardiff, the 1st December 2003



N04980238L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Please complete in typescript
or in bold black capitals

CHFP04

Oyez

12

Declaration on application for registration

Company Name in full

LINCOLN RUGBY FOOTBALL CLUB

I, JOHN ROBERT MORGAN

of LANGLEYS SOLICITORS, Newporte House, Doddington Road, Lincoln

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 of the Companies Act 1985~~ and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

Declared at

Day Month Year

on

18 11 2003

WILKIN CHAMMAN
EPTON BLADES
BANK STREET
LINCOLN LN2 1DR

• Please print name.

before me •

JAGDEEP HARRAD

Signed

Harrad

Date

18/11/2003

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Langleys Solicitors

Newporte House, Doddington Road Business Park, Lincoln

LN6 3JY

Tel 01522 888555

DX number 700678

DX exchange North Hykeham

Please give the name, address, telephone number, and if available, a DX number and Exchange, of the person Companies House should contact if there is any qu



A51
COMPANIES HOUSE

0204
28/11/03

A03
COMPANIES HOUSE

0299
21/11/03

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Form revised July 1998



Please complete in typescript,
or in bold black capitals.

CHFP041

30(5)(a)

Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

Company Name in full

LINCOLN RUGBY FOOTBALL CLUB

I, JOHN ROBERT MORGAN

of LANGLEYS SOLICITORS, NEWPORTE HOUSE

† Please delete as appropriate.

a [Solicitor engaged in the formation of the above [pXXXXX
~~named and directed as secretary of the company in the statement delivered~~
~~under section 10 of the Companies Act 1985~~ do solemnly and sincerely
declare that the company complies with the requirements of section 30(3) of
the Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

Newporte House, Doddington Road Business Park,
Lincoln

Day Month Year

on

27 11 2003

• Please print name.

before me •

ANDREW MICHAEL SALISBURY BARN

Signed

[Signature]

Date

27. 11. 2003

A Commissioner for Oaths or a Notary Public or a Justice of the Peace or a Solicitor

Please give the name, address,
telephone number, and if available,
a DX number and Exchange, of
the person Companies House
should contact if there is any query.

Langleys Solicitors

Newporte House, Doddington Road Business Park, Linco

LN6 3JY

Tel 01522 888555

DX number 700678

DX exchange North Hykeham



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Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
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or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

Form revised June 1998

Please complete in typescript,
or in bold black capitals.

CHFP041

**First directors and secretary and intended situation
of registered office**

Notes on completion appear on final page

Company Name in full

LINCOLN RUGBY FOOTBALL CLUB

Proposed Registered Office

(PO Box numbers only, are not acceptable)

15 NEWLAND

Post town

LINCOLN

County / Region

LINCOLNSHIRE

Postcode

LN1 1XG

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

10

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form that search



A51 0205
COMPANIES HOUSE 28/11/03
A03 0300
COMPANIES HOUSE 21/11/03
A03 0386
COMPANIES HOUSE 14/11/03

Langleys Solicitors

Newporte House, Doddington Road Business Park, Lincoln

LN6 3JY

Tel 01522 888555

DX number 700678

DX exchange North Hykeham

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

MR

*Honours etc.

*Voluntary details

Forename(s)

TERENCE

Surname

CLEAVER

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

21 RYLAND ROAD.

DUNHOLME

Post town

LINCS

County / Region

LINCS

Postcode

LN2

Country

ENGLAND

I consent to act as secretary of the company named on page 1

Consent signature

[Signature]

Date

6/07/03

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc.

Forename(s)

TERENCE

Surname

CLEAVER

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

21 RYLAND ROAD.

DUNHOLME

Post town

LINCOLN

County / Region

LINCOLNSHIRE

Postcode

LN2 3NQ

Country

ENGLAND

Day Month Year

Date of birth

11 11 1948

Nationality

BRITISH

Business occupation

BRICKLAYER

Other directorships

I consent to act as director of the company named on page 1

Consent signature

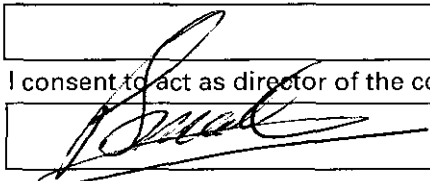
[Signature]

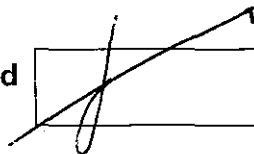
Date

10.11.03

Directors (continued) (see notes 1-5)

Please list directors in alphabetical order

NAME		*Style / Title	MR	*Honours etc.	
*Voluntary details		Forename(s)	PETER JAMES		
		Surname	SMALL		
		Previous forename(s)	—		
		Previous surname(s)	—		
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address. <input type="checkbox"/>		Address †	64 JERUSALEM ROAD		
			SKELLINGTHORPE		
		Post town	LINCOLN		
		County / Region	LINCOLNSHIRE	Postcode	LN6 4RH
		Country	ENGLAND		
		Date of birth	Day 15 Month 04 Year 1955	Nationality	BRITISH
		Business occupation	WHEELWRIGHT + BLACKSMITH		
		Other directorships	PJ SMALL WHEELWRIGHT LTD		
		<input type="checkbox"/>			
		I consent to act as director of the company named on page 1			
Consent signature				Date	26/9/03

This section must be signed by**Either****an agent on behalf of all subscribers****Signed****Date**

6-10-03

Or the subscribers**(i.e. those who signed as members on the memorandum of association).****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet



CHFP041

*Voluntary details

Company Name

LINCOLN RUGBY FOOTBALL CLUB

NAME *Style / Title

MR

*Honours etc.

Forename(s)

JONATHAN CHARLES SHAW

Surname

RAWDING

Previous forename(s)

Previous surname(s)

Address †

23 VICTORIA TERRACE

Post town

LINCOLN

County / Region

LINCOLNSHIRE

Postcode

LN1 1HZ

Country

U.K.

I consent to act as secretary of the company named on page 1

Consent signature

Date

6/10/03

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc.

Forename(s)

JONATHAN CHARLES SHAW

Surname

RAWDING

Previous forename(s)

Previous surname(s)

Address †

23 VICTORIA TERRACE

Post town

LINCOLN

County / Region

LINCOLN

Postcode

LN1 1HZ

Country

Day Month Year

Date of birth

05 04 1974

Nationality

BRITISH

Business occupation

ACCOUNTANT

Other directorships

LINCOLN ADULTS ASSOCIATION LTD

I consent to act as director of the company named on page 1

Consent signature

Date

6/10/03

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc.

*Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc.

Forename(s)

KEITH

Surname

YOUNGER

Previous forename(s)

Previous surname(s)

Address †

8 WEST DRIVE

SUDBROOKE LANE

Post town

LINCOLN

County / Region

LINCOLNSHIRE

Postcode

LN2 2RA

Country

Day Month Year

Date of birth

15 02 1952

Nationality

BRITISH

Business occupation

Manager

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature

[Signature]

Date

25-9-03

Company Secretary (see notes 1-5)

NAME *Style / Title			*Honours etc.	
Address † <input type="checkbox"/>				
Post town				
County / Region		Postcode		
Country				

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title	MR		*Honours etc.	
Forename(s)		LEE		
Surname		HANCOCK		
Previous forename(s)				
Previous surname(s)				
Address † <input type="checkbox"/>	54 MANHAM DRIVE			
Post town		LINCOLN		
County / Region		LINCOLNSHIRE	Postcode	LN6 0XD
Country				

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Day Month Year

Date of birth

12 01 1967

Nationality

BRITISH

Business occupation

RECRUITMENT CONSULTANT

Other directorships

I consent to act as director of the company named on page 1

Consent signature

L Hancock

Date

6-10-03

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

Oyez

CHFP041

*Voluntary details

Company Name

LINCOLN RUGBY FOOTBALL CLUB

NAME *Style / Title

*Honours etc.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc.

Forename(s)

ANDREW ROBERT ANDREW

Surname

OWEN

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

NORTHFIELD HOUSE

LANGWORTH ROAD SCOTHERN

LINCOLN

LINCOLNSHIRE

LN2 2UP

Day Month Year

Date of birth

05 08 1942

Nationality

BALESTON

Business occupation

RETIRED

Other directorships

RAILDAWN LIMITED

SHANKLAND LIMITED

I consent to act as director of the company named on page 1

Consent signature

Date

18.9.03

Company Secretary (see notes 1-5)

NAME	*Style / Title		*Honours etc.	
*Voluntary details	Forename(s)			
	Surname			
	Previous forename(s)			
	Previous surname(s)			
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address	Address †			
	Post town			
	County / Region		Postcode	
	Country			
I consent to act as secretary of the company named on page 1				
	Consent signature		Date	

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc.	
	Forename(s)	TREBOR HUIW TREBOR		
	Surname	DAVIES		
	Previous forename(s)			
	Previous surname(s)			
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address	Address †	118 WRAGBY ROAD		
	Post town	LINCOLN		
	County / Region	LINCOLNSHIRE	Postcode	LN2 4PH
	Country	UK		
	Date of birth	Day Month Year	Nationality	UK
		29 11 1961		
	Business occupation	COMPANY DIRECTOR		
	Other directorships	PURGE PACKET LTD		
		ET PHONES .COM LTD		
I consent to act as director of the company named on page 1				
	Consent signature		Date	6/10/03

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

Oyez

CHFP041

*Voluntary details

Company Name

LINCOLN RUGBY FOOTBALL CLUB

NAME *Style / Title

*Honours etc.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

Oyez

CHFP041

*Voluntary details

Company Name

LINCOLN RUGBY FOOTBALL CLUB

NAME *Style / Title

~~MR~~

*Honours etc.

Forename(s)

~~JOHN BERNARD~~

Surname

~~KIRK~~

Previous forename(s)

Previous surname(s)

Address †

~~27 ERMINE DRIVE,~~

~~NAVENBY~~

Post town

~~LINCOLN~~

County / Region

~~LINCS~~

Postcode

~~LN5 0HB~~

Country

~~ENGLAND~~

I consent to act as secretary of the company named on page 1

Consent signature

J.B.K

Date

6/10/03

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc.

Forename(s)

JOHN BERNARD

Surname

KIRK

Previous forename(s)

Previous surname(s)

Address †

27 ERMINE DRIVE

NAVENBY

Post town

LINCOLN

County / Region

LINCOLNSHIRE

Postcode

LN5 0HB

Country

Day Month Year

Date of birth

19 06 1958

Nationality

Brnk

Business occupation

Sales Manager

Other directorships

NOTES, LINCOLN & DERBY RUGBY FOOTBALL UNION

I consent to act as director of the company named on page 1

Consent signature

J.B.K

Date

6/10/03

4980238
INC 31676 PDA

071022



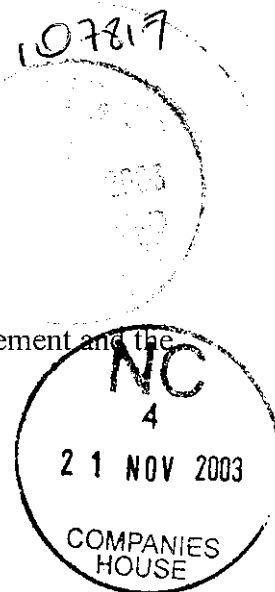
A51	COMPANIES HOUSE	0206
A03	COMPANIES HOUSE	0301
A03	COMPANIES HOUSE	21/11/03
A03	COMPANIES HOUSE	0387
	COMPANIES HOUSE	14/11/03

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of Lincoln Rugby Football Club

1. The Company's name is Lincoln Rugby Football Club
(and in this document it is called "the Club").
2. The Club's registered office is to be situated in England and Wales.
3. The Club's objects ("the Objects") shall be the playing, active encouragement and the furtherance of the interest of Rugby Union Football.
4. In furtherance of the Objects but not otherwise the Club may exercise the following powers:
 - (1) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Club;
 - (2) to raise funds and to invite and receive contributions: provided that in raising funds the Club shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - (3) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - (4) subject to clause 5 below to employ such staff, who shall not be directors of the Club (hereinafter referred to as "the officers"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
 - (5) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - (6) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
 - (7) to pay out of the funds of the Club the costs, charges and expenses of and incidental to the formation and registration of the Club;
 - (8) to do all such other lawful things as are necessary for the achievement of the Objects;
5. The income and property of the Club shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Club, and no officer shall be appointed to any office of the Club paid by salary or fees or receive any remuneration or



other benefit in money or money's worth from the Club: Provided that nothing in this document shall prevent any payment in good faith by the Club:

- (1) of the usual professional charges for business done by any officer who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Club to act in a professional capacity on its behalf: Provided that at no time shall a majority of the officers benefit under this provision and that a officer shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- (2) of reasonable and proper remuneration for any services rendered to the Club by any member, officer or servant of the Club who is not a officer;
- (3) of interest on money lent by any member of the Club or officer at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Committee;
- (4) of fees, remuneration or other benefit in money or money's worth to any company of which a officer may also be a member holding not more than 1/100th part of the issued capital of that company;
- (5) of reasonable and proper rent for premises demised or let by any member of the Company or a officer;
- (6) to any officer of reasonable out-of-pocket expenses.

6. The liability of the members is limited. /

7. Every member of the Club undertakes to contribute such amount as may be required (not exceeding £10) to the Club's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Club's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves. /

8. If the Club is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Club by Clause 5 above, chosen by the members of the Club at or before the time of dissolution and if that cannot be done then to some other charitable object. /

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Signatures,

Names

and Addresses of Subscribers

[Signature]
[Signature]
[Signature]
[Signature]

JCS RADING

23 VICTORIA TERRACE
LINCOLN, LN1 1HZ.

T CHESAVER

21, RYLAND ROAD
DUNITHORPE.

R.A. OWEN

NORTHFIELD HOUSE, SCOTCHMAN,

P.J. Small

LINCOLN LN2 2UL
64 JERUSALEM RD
SHELLINGTHORPE
LINCOLN.

Dated:

Witness to the above Signatures:

Name:

Jennifer Ann Lane

Address:

58 Holme Drive, Suddbrooke, Lincoln.

Occupation:

PA / Office Manager.

1st September 2003

[Signature]

[Signature]

K. Thompson

8, WEST DRIVE
SUDSBROOK
LINCOLN

[Signature]

J.B. KIRK

27, Kermine Drive.
Navenby
LINCOLN LN50RB

lttmoock

LHANCOCK

54 MALHAM DRIVE
LAKELANDS
LINCOLN
LN6 0XD.

R.T. DAVIES

118 WRAXBY RD
LINCOLN
LN2 4PT

Witness

[Signature] 1st September 2003.

W THOMPSON

9 WAINWELL MEWS
LINCOLN LN2 4BF

[Signature]

D.R. MORRIS

Newby House, Juddingh Road,
Burgess Park, Lincoln. LN6 3JY.

6 November 03, Suddbrooke

DAREN 1st September 2003

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital

Articles of Association of Lincoln Rugby Football Club

Interpretation.

1. In these articles:

“the Club” means the company intended to be regulated by these articles;

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

“the articles” means these Articles of Association of the Club;

“clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“executed” includes any mode of execution;

“the memorandum” means the memorandum of association of the Club;

“office” means the registered office of the Club;

“the seal” means the common seal of the Club if it has one;

“secretary” means the secretary of the Club or any other person appointed to perform the duties of the secretary of the Club, including a joint, assistant or deputy secretary;

“the officers” means the directors of the Club (and “officer” has a corresponding meaning);

“the United Kingdom” means Great Britain and Northern Ireland; and words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members.

2. (1). The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 59 shall be members of the Club. No person shall be admitted a member of the Club unless his application for membership is approved by the Committee.

(2). Unless the Committee or the Club in general meeting shall make other provision under Article 59, the Committee may in their absolute discretion permit any member of the Club to retire, provided that after such retirement the number of members is not less than two.

General meetings.

3. The Club shall hold an annual general meeting each year in addition to

any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Club and that of the next:

Provided that so long as the Club holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the Committee shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4. The Committee may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient officers to call a general meeting, any officer or any member of the Club may call a general meeting.

Notice of general meetings.

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a officer shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

(1) in the case of an annual general meeting, by all the members entitled to attend and vote; and

(2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the officers and auditors.

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

Proceedings at general meetings.

7. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever

is the greater, shall constitute a quorum.

8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Committee may determine.

9. The chairman, if any, of the Committee or in his absence some other officer nominated by the Committee shall preside as chairman of the meeting, but if neither the chairman nor such other officer (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the officers present shall elect one of their number to be chairman and, if there is only one officer present and willing to act, he shall be chairman.

10. If no officer is willing to act as chairman, or if no officer is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

11. A officer shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

12. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- (1) by the chairman; or
- (2) by at least two members having the right to vote at the meeting; or
- (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

14. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact

without proof of the number or proportion of the votes recorded in favour of or against the resolution.

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

16. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members.

20. Subject to Article 17, every member shall have one vote.

21. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Club have been paid.

22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

23. A vote given or poll demanded by the duly authorised representative of a

member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Club at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

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

Trustees.

25. The number of officers shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

26. The first officers shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future officers shall be appointed as provided subsequently in the articles.

Powers of officers.

27. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Club shall be managed by the Committee who may exercise all the powers of the Club. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Committee which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Committee by the articles and a meeting of officers at which a quorum is present may exercise all the powers exercisable by the Committee.

28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Committee shall have the following powers, namely:

(1) to expend the funds of the Club in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Club such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of

the charity;

(2) to enter into contracts on behalf of the Club.

Appointment and retirement of officers.

29. At the first annual general meeting all the officers shall retire from office, and at every subsequent annual general meeting one-third of the officers who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one officer who is subject to retirement by rotation, he shall retire.

30. Subject to the provisions of the Act, the officers to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed officers on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

31. If the Club at the meeting at which an officer retires by rotation, does not fill the vacancy the retiring officer shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the officer is put to the meeting and lost.

32. No person other than an officer retiring by rotation shall be appointed or reappointed an officer at any general meeting unless:

- (1) he is recommended by the Committee; or
- (2) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Club of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Club's register of officers together with a notice executed by that person of his willingness to be appointed or reappointed.

33. No person may be appointed as an officer:

- (1) if they are under the age of 18 years unless the charity is a registered company; or
- (2) in circumstances such that, had he already been an officer, he would have been disqualified from acting under the provisions of Article 38.

34. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than an officer retiring by rotation at the meeting) who is recommended by the

Committee for appointment or reappointment as a officer at the meeting or in respect of whom notice has been duly given to the Club of the intention to propose him at the meeting for appointment or reappointment as a officer. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Club's register of officers.

35. Subject as aforesaid, the Club may by ordinary resolution appoint a person who is willing to act to be a officer either to fill a vacancy or as an additional officer and may also determine the rotation in which any additional officers are to retire.

36. The Committee may appoint a person who is willing to act to be a officer either to fill a vacancy or as an additional officer provided that the appointment does not cause the number of officers to exceed any number fixed by or in accordance with the articles as the maximum number of officers. A officer so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the officers who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

37. Subject as aforesaid, a officer who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of officers.

38. A officer shall cease to hold office if he

(1) ceases to be a officer by virtue of any provision in the Act or is disqualified from acting as a officer by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

(2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

(3) resigns his office by notice to the Club (but only if at least two officers will remain in office when the notice of resignation is to take effect); or

(4) is absent without the permission of the Committee from all their meetings held within a period of six months and the Committee resolve that his office be vacated.

Trustees' expenses.

39. The officers may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of officers or committees of officers or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no

remuneration.

Trustees' appointments.

40. Subject to the provisions of the Act and to Clause 5 of the memorandum, the Committee may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Club. Any such appointment may be made upon such terms as the Committee determine. Any appointment of an officer to an executive office shall terminate if he ceases to be an officer. A managing director and an officer holding any other executive office shall not be subject to retirement by rotation.

41. Except to the extent permitted by clause 5 of the memorandum, no officer shall take or hold any interest in property belonging to the Club or receive remuneration or be interested otherwise than as an officer in any other contract to which the Club is a party.

Proceedings of officers.

42. Subject to the provisions of the articles, the Committee may regulate their proceedings as they think fit. An officer may, and the secretary at the request of an officer shall, call a meeting of the Committee. It shall not be necessary to give notice of a meeting to an officer who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

43. The quorum for the transaction of the business of the Committee may be fixed by the officers but shall not be less than one third of their number or two officers, whichever is the greater.

44. The officers may act notwithstanding any vacancies in their number, but, if the number of officers is less than the number fixed as the quorum, the continuing officers or officer may act only for the purpose of filling vacancies or of calling a general meeting.

45. The Committee may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the officer so appointed shall preside at every meeting of officers at which he is present. But if there is no officer holding that office, or if the officer holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the officers present may appoint one of their number to be chairman of the meeting.

46. The Committee may appoint one or more sub-committees consisting of three

or more officers for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Committee.

47. All acts done by a meeting of officers, or of a committee of officers, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any officer or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a officer and had been entitled to vote.

48. A resolution in writing, signed by all the officers entitled to receive notice of a meeting of officers or of a committee of officers, shall be as valid and effective as if it had been passed at a meeting of officers or (as the case may be) a committee of officers duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the officers.

49. Any bank account in which any part of the assets of the Club is deposited shall be operated by the Committee and shall indicate the name of the Club. All cheques and orders for the payment of money from such account shall be signed by at least two officers.

Secretary.

50. Subject to the provisions of the Act, the secretary shall be appointed by the Committee for such term, at such remuneration (if not a officer) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes.

51. The Committee shall keep minutes in books kept for the purpose:
(1) of all appointments of officers made by the Committee; and
(2) of all proceedings at meetings of the Club and of the Committee and of committees of officers including the names of the officers present at each such meeting.

The Seal.

52. The seal shall only be used by the authority of the Committee or of a committee of officers authorised by the Committee. The Committee may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a officer and by the secretary or by a

second officer.

Accounts.

53. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Notices.

54. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Committee need not be in writing.

55. The Club may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Club.

56. A member present in person at any meeting of the Club shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

57. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity.

58. Subject to the provisions of the Act every officer or other officer or auditor of the Club shall be indemnified out of the assets of the Club against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Club.
Rules.

59. (1). The Committee may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Club and for the purposes of prescribing classes of

and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

(i) the admission and classification of members of the Club (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

(ii) the conduct of members of the Club in relation to one another, and to the Club's servants;

(iii) the setting aside of the whole or any part or parts of the Club's premises at any particular time or times or for any particular purpose or purposes;

(iv) the procedure at general meetings and meetings of the Committee and committees of the officers in so far as such procedure is not regulated by the articles;

(v) generally, all such matters as are commonly the subject matter of company rules.

(2). The Club in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Committee shall adopt such means as they think sufficient to bring to the notice of members of the Club all such rules or bye laws, which shall be binding on all members of the Club.

Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Signatures,

John B. Kira
Names

27 Ermine Drive, Naverby
and Addresses of Subscribers

TCS RAINING

23 VICTORIA TERRACE

T. CLEAVE

LINCOLN, LN1 1HE

A. D. OWEN

21, RYLAND ROAD

P. J. Small

DEWITT HOUSE

K. Younison

NORTHFIELD HOUSE, SCOTCHER

LINCOLN LN2 2UP

64 JELUSHTON RD

SKELLINTHORPE

LINCOLN

5, WEST DRIVE

SCOTCHER

LINCOLN

Dated:

Witness to the above Signatures:

Name:

Jennifer Ann Lane

Address:

58 Holme Drive, Sudbrooke, Lincoln.

Occupation:

PA/Office Manager.

1st September 2003

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LHANXACK

54 MALHAM DRIVE

LAKELANDS

LINCOLN

LN6 6XD

DATED

1st Sept

HT 20/1/03

118 W 4075Y

LN6 6XD