

FILE COPY



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

Company No. 5068191

The Registrar of Companies for England and Wales hereby certifies that
THE FEDERATION OF SWIMSCHOOLS LIMITED

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 9th March 2004



N05068191H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

12

Declaration on application for registration

THE FEDERATION OF SWIMSCHOOLS LIMITED

of 39 NEWHALL STREET, BIRMINGHAM, B3 3DY

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.

Enns J.

Declared at BRITANNIA HOUSE, 50 GREAT CHARLES STREET, BIRMINGHAM

Day Month Year

On

0	5	0	3	2	0	0	4
---	---	---	---	---	---	---	---

① Please print name.

before me ① | James A B McFarlane

Signed

02 AB ✓

Date _____

5/3/04

† A Commissioner for Oaths or Notary Public or Justice of the Peace or 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.

Cobbetts Lee Crowder
39 Newhall Street
Birmingham
B3 3DY

ELR-FE0295-0001

Tel 0121 236 4477

DX number DX 13034

DX exchange Birmingham 1

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



A47
COMPANIES HOUSE

0036
06/03/04

Package: 'Laserform'
by Laserform International Ltd.

10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of registered office

CHFP025

Notes on completion appear on final page

Company Name in full

THE FEDERATION OF SWIMSCHOOLS LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

ANCHOR HOUSE

BIRCH STREET

Post town

WALSALL

County / Region

WEST MIDLANDS

Postcode

WS2 8HZ

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

1

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. The contact information that you
give will be visible to searchers of the
public record.

Cobbetts Lee Crowder (rEF: ELR/FE0259-0001)
39 Newhall Street
Birmingham
B3 3DY

Tel 0121 236 4477

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for companies registered in Scotland DX 235 Edinburgh

de



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COMPANIES HOUSE
Laserform International 4/03

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06/03/04

Company Secretary (see notes 1-5)

Company name THE FEDERATION OF SWIMSCHOOLS LIMITED

NAME *Style / Title MR *Honours etc

* Voluntary details

Forename(s) JOHN ROGER

Surname MILLWARD

Previous forename(s)

Previous surname(s)

Address ††

BROOKLANDS

20 WENLOCK ROAD

Post town SHREWSBURY

County / Region SHROPSHIRE

Postcode SY2 6JW

Country ENGLAND

†† 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.

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

Consent signature

Date 5 MARCH 2004

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title MR *Honours etc

Forename(s) JOHN ROGER

Surname MILLWARD

Previous forename(s)

Previous surname(s)

Address ††

BROOKLANDS

20 WENLOCK ROAD

Post town SHREWSBURY

County / Region SHROPSHIRE

Postcode SY2 6JW

Country ENGLAND

†† 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

1 7 0 7

1 9 4 2

Nationality BRITISH

Business occupation

TRAINING AND CONSULTANCY

Other directorships

STA EXCEL LIMITED

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

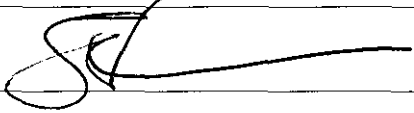
Consent signature

Date 5 MARCH 2004

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME		*Style / Title	MR	*Honours etc		
Forename(s)		STEVEN CHRISTOPHER				
Surname		FRANKS				
Previous forename(s)						
Previous surname(s)						
Address ††		39 MAYFAIR GROVE				
		PRIORSLEE				
Post town		TELFORD				
County / Region		SHROPSHIRE	Postcode	TF2 9GJ		
Country		ENGLAND				
Date of birth		Day	Month	Year	Nationality	
		2	3	1 2	1 9 6 1	BRITISH
Business occupation		TRAINING AND CONSULTANCY				
Other directorships		STA EXCEL LIMITED				
I consent to act as director of the company named on page 1						
Consent signature				Date	5 MARCH 2004	

This section must be signed by

Either

an agent on behalf
of all subscribers

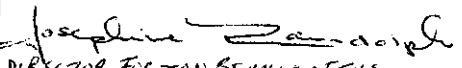
Signed

Date

Or the subscribers

(i.e those who signed
as members on the
memorandum of
association).

Signed


DIRECTOR FOR TON BEHALL OF THE
SWIMMING TEACHERS ASSOCIATION LTD

Date

5 MARCH 2004

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

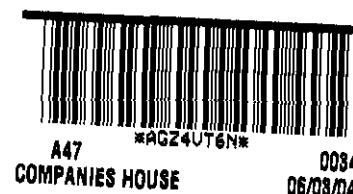
4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was** :
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

Company number:



COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION OF
THE FEDERATION OF SWIMSCHOOLS LIMITED
("the Association")

057278

- 1 The name of the Association is "The Federation of Swimschools Limited".
- 2 The registered office of the Association is to be situated in England and Wales.
- 3 The objects for which the Association is established are to promote and improve the standards of teaching and supervision in swimming schools including (but not limited to) the provision of a forum for swimming schools to work together to improve standards and to provide a mechanism for swimming schools to achieve agreed minimum standards that will be recognised throughout the United Kingdom.
- 4 In furtherance of the principal objects but not otherwise the Association shall have power:-
 - 4.1 to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may appear convenient;
 - 4.2 to construct, maintain and alter any houses, buildings or installations;
 - 4.3 to accept any gift of property, whether subject to any special trust or not, for any purpose within the principal objects;
 - 4.4 to raise funds accept gifts and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise;
 - 4.5 to take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Association;
 - 4.6 to print and publish any newspapers, periodicals, books or leaflets;
 - 4.7 to sell, lease, mortgage or otherwise deal with all or any part of the property of the Association;

- 4.8 to borrow and raise money in any manner; and to secure and guarantee by any means the repayment of any money borrowed, raised or owing, and the performance by the Association of any obligations or liability, by mortgage, charge, standard security, lien or other security upon the whole or any part of the Association's property or assets (whether present or future);
 - 4.9 to invest the funds of the Association or upon such investments, securities or property as may be thought fit;
 - 4.10 to undertake and execute any trusts or any agency business which may seem conducive to any of the principal objects;
 - 4.11 to subscribe to any local or other charities, and to grant donations for any public purpose;
 - 4.12 to establish and support, and to aid in the establishment and support of, any other association formed to promote all or any of the principal objects;
 - 4.13 to amalgamate with any companies, institutions, societies or associations having objects wholly or in part similar to those of the Association;
 - 4.14 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body with which the Association is authorised to amalgamate;
 - 4.15 to transfer all or any part of the property, assets, liabilities and engagements of the Association to any body with which the Association is authorised to amalgamate;
 - 4.16 to pay out of the Association's funds the costs incurred in forming the Association;
 - 4.17 to do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the principal objects.
- 5 The income of the Association, from wherever it derives, shall be applied solely in promoting the above objects. No part of the income or capital may be paid or transferred, directly or indirectly, to the members of the Association, whether by way of dividend or bonus or in any other way that amounts to a distribution of profit or surplus.
- 6 The liability of the members is limited.
- 7 Every member of the Association undertakes to contribute such amount as may be required not exceeding £1 to its assets, in the event of its being wound up while he is

a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association, contracted before he ceased 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 on the winding up of the Association there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of the Association, but shall be given or transferred to some other body (whether or not it is a member of the Association) having objects similar to those of the Association, or to another body the objects of which are charitable.

We, the persons whose names are written below, wish to be formed into a Company under this Memorandum of Association

Names and addresses of Subscribers

Director

Josephine Randolph.

for and on behalf of

Swimming Teachers' Association Limited

Anchor House

Birch Street

Walsall

West Midlands

WS2 8HZ

Dated this 5 day of MARCH 2004

Witnessed in the presence of:-

WITNESS:

signature:

NT Malpass

name (block capitals):

NT MALPASS

address:

*54 Coppice Road, Walsall Wood, Walsall
WS2 8BH*

Occupation:

PA TO CEO

Company number:

COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

THE FEDERATION OF SWIMSCHOOLS LIMITED
(“the Association”)

1 **PRELIMINARY**

1.1 In these articles:-

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

“clear days” in relation to the period of a notice means that 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;

“the Council” means the council of management of the Association comprising of the Directors;

“Director” means a director of the Association from time to time;

“Founder Member” means the Swimming Teachers’ Association Limited (company number 1272519) whose registered office is at Anchor House, Birch Street, Walsall, West Midlands, WS2 8HZ;

“Member” means any member for the time being of the Association.

1.2 Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification of it not in force when these articles become binding on the Association.

1.3 In these articles references to article are to the relative numbered article of these articles.

2 **THE ASSOCIATION**

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

- 2.2 The Association is a private company limited by guarantee within section 1(2)(b) of the Act in accordance with and subject to the provisions of the Act and the Memorandum of Association.

3 **ADMISSION OF MEMBERS**

- 3.1 The minimum number of Members of the Association shall be one. The maximum number of Members shall be unlimited.
- 3.2 The Founder Member shall be the first Member of the Association.
- 3.3 Any person may signify in writing to the secretary of the Association their desire to become a Member of the Association and the Council may in its absolute discretion admit such persons who apply for membership to be Members of the Association from time to time.
- 3.4 The names of such persons admitted to membership of the Association in accordance with Article 3.3 shall be entered in the books of the Association and on such entry such person shall become a Member accordingly.

4 **RETIREMENT OF MEMBERS**

- 4.1 A Member will cease to be a Member:-
- 4.1.1 if he or she resigns by giving 28 clear days notice in writing to the Association;
- 4.1.2 if an individual, upon death, or if he becomes of unsound mind, or is convicted of any indictable offence for which he or she is sentenced to a term of imprisonment;
- 4.1.3 if he or she is removed from the Membership in accordance with any rule established from time to time pursuant to Article 15.
- 4.2 Membership of the Association is not transferable.

5 **RIGHTS OF MEMBERS**

- 5.1 The rights of the Members shall be as determined by the Council from time to time and notified in writing to the Members.
- 5.2 No right or privilege of any Member shall be transferable or transmissible, but all such rights and privileges shall cease upon a Member ceasing to be such, whether by death, retirement or otherwise.
- 5.3 The Articles of Association of the Association may not be amended, altered or new articles of association adopted without the prior approval of the Founder Member. Any such amendments, alterations or any new articles of association adopted in contravention of this Article 5.3 shall be invalid.

GENERAL MEETINGS

- 6.1 The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next. So long as the Association holds its first annual general meeting within 17 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 time and place as the Council shall appoint.
- 6.2 All general meetings other than annual general meetings ("AGM") shall be called extraordinary general meetings.
- 6.3 The Association may, whenever it thinks fit, convene an extraordinary general meeting.
- 6.4 At least 21 clear days notice must be given before every meeting to the Members, to the Directors, and to the auditors of the Association; but if anyone entitled to receive notice does not receive it, this does not invalidate the proceedings at the meeting if the failure to notify was accidental.
- 6.5 The notice sent in accordance with Article 6.4 must specify the place, date and time of the meeting, and the general nature of all items of the business to be transacted; and must, in the case of an AGM, specify the meeting as an AGM. The text of all special, extraordinary and elective resolutions to be proposed at the meeting must be set out in the notice.

PROCEEDINGS AT GENERAL MEETINGS

- 7.1 All business at any meeting shall be deemed special, with the exception at the AGM of the consideration of the accounts and any documents annexed to them, the report of the Council and the report of the auditors, the election of members of the Council in the place of those retiring and the reappointment of retiring auditors and the fixing of their remuneration.
- 7.2 No business shall be transacted at any meeting unless a quorum is present. The quorum shall be one Member present in person or by proxy of which one must be a representative of the Founder Member.
- 7.3 If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of Directors or Members, shall be dissolved; in any other case it shall stand adjourned to the

same day in the following week at the same time and place, and if at such adjourned meeting a quorum is not present the meeting shall stand dissolved.

- 7.4 The president of the Association will preside as chairman of every general meeting of the Association. If there is no president or if he is not present within fifteen minutes after the time appointed set for the meeting, or is unwilling to act, those Directors present at the meeting must elect one of themselves to be chairman of the meeting.
- 7.5 If at any general meeting no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time set for the meeting, the Members present must choose one of themselves to be chairman of the meeting.
- 7.6 The chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 7.7 Every Member whose name is entered in the Association's register of Members has one vote at every general meeting on a show of hands and on a poll every Member shall have one vote. A resolution proposed at any general meeting will be approved if at least one half of the votes cast at the meeting are in favour of the resolution, except where the Act or these Articles prescribes a different majority.
- 7.8 In the case of 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.
- 7.9 At any general meeting, a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands). Subject to the Act, a poll may be demanded:-
 - 7.9.1 by the chairman; or
 - 7.9.2 by at least two Members present in person or by proxy; or
 - 7.9.3 by any Member or Members present in person or by proxy and representing not less than 10% of the total voting rights of all the Members having the right to vote at the meeting.
- 7.10 Unless a poll is demanded, a declaration by the chairman that a resolution has been carried or lost on a show of hands, whether unanimously or by a particular majority, and an entry to that effect in the minutes, is conclusive

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

- 7.11 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 does not invalidate the result of a show of hands declared before the demand for the poll is made.
- 7.12 Except as provided in Article 7.13, if a poll is demanded it may be taken in such manner as the chairman directs but the chairman has no authority in exercising this power to extend the poll to Members who are not present at the meeting in question. The result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.
- 7.13 A poll demanded on the election of a chairman, or on a question of adjournment of a meeting, must be taken immediately. A poll demanded on any other question may be taken at such time as the chairman directs. If there is an interval before the time for closing the poll, the meeting may deal with any business other than the business being determined by poll.
- 7.14 No Member shall be entitled to vote at any general meeting if any money owing from him on any account to the Association is overdue.

8 **PROXIES AND REPRESENTATIVES**

- 8.1 A Member may appoint a proxy to attend general meetings in his place and to vote on a poll or on a show of hands. The proxy form must be in writing and signed by the Member or by another person under a power of attorney granted by a Member. In the case of a Member which is a company, the proxy form must be in writing and signed by two directors or a director and the secretary of that company. A proxy need not be a Member of the Association.
- 8.2 The proxy form (and the power of attorney, if any, under which it is signed, or a copy of that power certified by a solicitor) must be deposited at the registered office of the Association, or at another place within the United Kingdom specified for that purpose in the notice convening the meeting, not less than 48 hours before the time set for the meeting or adjourned meeting in question; or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll. If this Article is not complied with the proxy form is invalid.

- 8.3 A vote given or poll demanded by a proxy for a Member, or by the authorised representative of a Member which is an organisation remains valid despite the previous revocation of the authority of proxy or representative unless notice of revocation as received by the Association at its registered office before the start of the meeting or adjourned meeting in question.

9 **COUNCIL OF MANAGEMENT**

- 9.1 The Council shall consist of the Directors.
- 9.2 The first Directors shall be the persons who are deemed to have been appointed as the first directors of the Association on incorporation pursuant to Section 13(5) of the Act.
- 9.3 The maximum number and minimum number respectively of the Directors may be determined from time to time by ordinary resolution in general meeting of the Association. Subject to and in default of any such determination the maximum number of directors shall be 12 and the minimum number of directors shall be 1.
- 9.4 At the first AGM, all the Directors must retire from office unless the Members do not appoint or re-appoint at least 6 Directors at that meeting in which case they will all remain in office. At every subsequent AGM, one-third of the Directors then in office must retire. If the number of Directors is not divisible by three, then the number nearest to one-third must retire. A Director who retires by rotation is eligible for reappointment if he is willing to continue to act as Director.
- 9.5 The Directors to retire by rotation are those who have been longest in office since their last appointment or reappointment; but as between Directors who were last appointed or reappointed on the same day, the Council must draw lots to determine who is to retire, unless the Directors in question agree the order of retirement among themselves.
- 9.6 If the Members do not fill the vacancy left by a Director who retires by rotation the retiring Director will, 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 Director is put to the meeting and lost.
- 9.7 No person other than a Director retiring by rotation may be appointed or reappointed as a Director at any general meeting unless:-
- 9.7.1 he is recommended by the Directors; or

- 9.7.2 at least 28 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 Association of the intention to propose that person for appointment or reappointment, together with notice executed by that person of his willingness to be appointed or reappointed.
- 9.8 A notice of a general meeting of the Association must include the name of any person (other than a Director retiring by rotation at the meeting) who is recommended by the Council for appointment or reappointment as a Director at the meeting, or in respect of whom notice has been duly given to the Association under Article 9.7 above.
- 9.9 The Council may at any time appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of directors to exceed the number determined in accordance with Article 9.3 as the maximum number of directors and for the time being in force. A Director appointed by the Council under this Article will hold office only until the next following AGM, and will not be taken into account in determining the Directors who are to retire by rotation at that meeting. If a Director appointed under this Article is not reappointed at that AGM he will automatically vacate office at the end of the meeting.
- 9.10 A Director will cease to be a Director:-
- 9.10.1 if he resigns his directorship by giving notice to the Association;
 - 9.10.2 upon death, or if he becomes bankrupt or makes any arrangement with his creditors, or becomes of unsound mind, or is convicted of an indictable offence for which he is sentenced to a term of imprisonment;
 - 9.10.3 if he is removed by a simple majority of the Members, following the procedure laid down in Section 303 of the Act;
 - 9.10.4 if he is disqualified under the Company Directors Disqualification Act 1986 or otherwise; or
 - 9.10.5 if he resigns as a Member by giving notice in accordance with Article 4.1.1 to the Association or is removed as a Member.

10 PROCEDURES OF THE DIRECTOR

- 10.1 The Council has control over all the affairs and property of the Association, and may exercise all the powers of the Association, except as otherwise

provided by the Memorandum of Association and these Articles or by any rules made pursuant to Article 15. Every Director has one vote at a Council meeting.

- 10.2 A Director may call a Council meeting giving 7 clear days' notice and the Secretary must call a Council meeting if requested to do so by a Director.
- 10.3 The Council may convene and regulate its meeting as it thinks fit. Questions arising at any Council meeting will be decided by a majority of votes.
- 10.4 A Council meeting is not valid unless a quorum is present throughout the meeting. The quorum is shall be two Directors present.
- 10.5 The chairman will preside at every Council meeting. If at any Council meeting the chairman is not present within fifteen minutes after the time set for the start of the meeting, the Directors present must choose one of their number to be chairman of the meeting.
- 10.6 The Council may delegate any of its powers to committees consisting of such Directors, Members and others as it thinks fit in the exercise of the delegated powers. Any Committee must conform to any regulations which may be imposed by the Council or by rules made under Article 15.
- 10.7 A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- 10.8 The Council shall from time to time elect a chairman of the Council who shall be the chairman of the Association and shall be entitled to preside at all meetings of the Council at which he is present.

11 **BENEFITS TO DIRECTORS**

The Directors are entitled to receive such remuneration, expenses, and other benefits as the Council determines.

12 **SECRETARY**

- 12.1 The Association shall have a secretary who shall be appointed by the Council for such term at such remuneration and upon such conditions as the Council may think fit.

12.2 Anything required or authorised to be done by or to the secretary may if the office is vacant or there is for any other reason no secretary capable of acting be done by or to any assistant or deputy secretary or, if there is none, by or to any officer of the Association authorised generally or specially in that behalf by the Council.

13 **SEAL**

The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Directors or of a committee of the Directors, and except in the presence of at least one Director and the secretary both of whom shall sign the instrument.

14 **NOTICES**

14.1 A notice may be served by the Association on any Director or Member either personally or by sending it through the post in a prepaid first class letter addressed to such Director or Member at his registered place of abode.

14.2 Any notice, if served by post, shall be deemed to have been served 24 hours after it is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted.

15 **RULES**

The Directors may establish Rules for any purposes required from time to time for the effective operation of the Association or the furtherance of the objects of the Association as set out in the Memorandum of Association, including the levying of annual subscriptions or membership fees; provided that if there is a conflict between the terms of these Articles or the Memorandum of Association of the Association and any Rules established under this Article, the terms of the Memorandum and Articles will prevail.

16 **INDEMNITY**

16.1 Every Director or other officer or auditor of the Association shall be indemnified out of the assets of the Association against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 144 or section 727 of the Act in which relief is

granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Association in the execution of the duties of his office or in relation thereto. But Article 16.1 shall only have effect in so far as its provisions are not avoided by section 310 of the Act.

- 16.2 Subject to the provisions of the Act, the Directors may purchase and maintain insurance at the expense of the Association for the benefit of any person who is or was at any time a Director or other officer or auditor or employee of the Association against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a Director, officer, auditor or employee.

We, the persons whose names are written below, wish to be formed into a Company under these Articles of Association

Names and addresses of Subscribers

Director

for and on behalf of

Josephine Randall

Swimming Teachers' Association Limited

Anchor House

Birch Street

Walsall

West Midlands

WS2 8HZ

Dated this

5

day of

MARCH

2004

Witnessed in the presence of:-

WITNESS:

signature:

NT Maypass

name (block capitals):

NT MAYPASS

address:

54 COPPICE ROAD, WALSALL WOOD, WALSALL
WS9 9BH

Occupation:

P.A TO CEO