

**THE COMPANIES ACTS 1985 AND 2006**

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

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**ARTICLES OF ASSOCIATION**

**of**

**8 HERBERT CRESCENT LIMITED**

**Company Number: 07019959**

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**As amended 9<sup>th</sup> April 2014**

**THURSDAY**



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

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**ARTICLES OF ASSOCIATION**  
**OF**  
**8 HERBERT CRESCENT LIMITED**  
**(Company Number 07019959)**

**1 PRELIMINARY**

The regulations in Table C to the Schedule to The Companies (Tables A to F) Regulations 1985, as amended and any similar regulations in any other legislation concerning companies shall not apply to the Club

**2. INTERPRETATION**

2 1 In these Articles of Association -

**"1985 Act"** means the Companies Act 1985 including any statutory modification, amendment or re-enactment thereof for the time being in force,

**"2006 Act"** means the Companies Act 2006,

**"Articles"** means these Articles of Association,

**"Auditor"** means the auditor of the Club from time to time elected pursuant to Article 22 1 4,

**"Bye-laws"** means the bye-laws of the Club as amended from time to time by the Committee and exhibited in the Club premises,

**"Chairman"** means the Chairman of the Committee elected pursuant to Article 16,

**"Clear days"** means the period excluding the day when the notice is deemed to be given and the day for which it is given or on which it is to take effect,

**"Club"** means 8 Herbert Crescent Limited trading as The Special Forces Club

**"Club premises"** means the premises situated at 8 Herbert Crescent, Knightsbridge, London SW1X 0EZ or any future location deemed by the Committee to be the club premises,

**"Club Notice Board"** means the main notice board situated at the Club premises,

**"Committee"** means the Directors of the Club acting together in accordance with Article 15,

**"Committee Member"** means a Director of the Club,

**"Financial Year"** means the year or other period for which the accounts of the Club are prepared from time to time,

**"Full Member"** means a member of the Club as defined in Article 6,

**"Honorary Member"** means a member of the Club as defined in Article 9,

**"Honorary Treasurer"** means the Honorary Treasurer of the Club from time to time, being a Director of the Club elected in accordance with Articles 13 and 22 1 3,

**"Member"** means any member of the Club, being a Full Member or a Sponsored Member and unless the context otherwise requires, a Temporary Member or an Honorary Member,

**"Officer"** means the President and any Vice-President of the Club,

**"Overseas Member"** means a Member not resident in the United Kingdom or a Member who is not a British Citizen,

**"President"** means the President of the Club nominated pursuant to Article 12,

**"Secretary"** means the Company Secretary and General Manager of the Club,

**"Special General Meeting"** means a general meeting of the Club convened in accordance with Article 22 3,

**"Sponsored Member"** means a member of the Club as defined in Article 7,

**"Statutes"** means the 1985 Act and the 2006 Act,

**"Vice-Chairman"** means the Vice-Chairman of the Committee elected pursuant to Article 16,

**"Vice-President"** means a Vice-President of the Club appointed pursuant to Article 14,

**"Written"** or in **"writing"** means a legible document on paper or a document which can be printed onto paper or electronic mail

2 2 References in these Articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form including by way of electronic communications where specifically provided in a particular Article or where permitted by the Directors in their absolute discretion

2 3 Unless the context otherwise requires, words importing the singular shall include the plural and vice versa and words importing any gender shall include all other genders Words denoting persons shall include, partnerships, bodies corporate and unincorporated associations

2 4 Headings are for convenience only and shall not affect the construction of these Articles

### **3. LIABILITY OF MEMBERS**

3 1 The liability of the members is limited

3 2 Every member of the Club undertakes to contribute such amount as may be required, not exceeding £1, to the assets of the Club if it should be 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 Club contracted before he ceases to be a Member and of the costs, charges and expenses of winding up the Club and for the adjustment of the rights and contributories amongst themselves

### **4. OBJECTS**

The objects of the Club are

4 1 To preserve and maintain a Club premises with an international character which will serve as a focal point and meeting place for men and women prepared to give service to their country and to uphold the principles of freedom,

4 2 To strengthen the ties which today link the allied international community by maintaining contact with kindred organisations abroad,

- 4 3 To provide for the rising generation in the United Kingdom and overseas an active and self-supporting club to which they may be proud to belong,
- 4 4 To preserve the continuity of the Club by selectively and realistically broadening the basis of its membership, and
- 4 5 To promote and encourage the younger members of the Club who can bring to it fresh ideas, new activities and their own sense of leadership and self-reliance, so fitting them for the ultimate task of keeping alive the "Spirit of Resistance"

## **5. MEMBERSHIP**

The membership of the Club shall consist of Full Members and Sponsored Members. The total number of Members (Full Members and Sponsored Members) shall not at any time exceed 3,250. The number of Sponsored Members shall not at any time exceed 400. When the maximum number of members has been reached, applications for membership shall be dealt with, as vacancies occur, in order of receipt by the Secretary accepting that, in exceptional circumstances, the maximum numbers may be exceeded at the discretion of the Committee.

## **6. FULL MEMBERS**

At the discretion of the Committee

- 6 1 Men and women who served the Allied Cause during the 1939/45 War in Special Operations Executive ("SOE"), in units closely associated with SOE or in a recognised Allied Intelligence Service which performed parallel or ancillary functions or who are at present serving or who have served in Special Forces Units or who have been entrusted with duties of a similar nature likely to receive the approbation of the members of the Club
- 6 2 The wife, husband or civil partner of a Full Member elected pursuant to Article 6 1 or 6 3
- 6 3 Such of the sons, daughters, brothers and sisters or closest blood relatives by descent of a current Full Member elected pursuant to Article 6 1, as are over the age of eighteen years and who manifest some of the qualities required for Sponsored Membership

**7. SPONSORED MEMBERS**

At the discretion of the Committee

- 7 1 Persons who by virtue of their character and spirit, or through some special achievement, show clear evidence of the qualities required for full membership under Article 6 1, with regard to duty, service and international sympathy, and who would in the judgement of the Committee, bring credit to the Club
- 7 2 The wife, husband or civil partner of a Sponsored Member pursuant to Article 7 1
- 7 3 A candidate under Article 6 3 or this Article 7 is requested to submit a full curriculum vitae and in the case of a candidate under Article 6 3, details of the relationship to the Full Member elected under Article 6 1

**8. TEMPORARY MEMBERSHIP**

Persons shall be eligible to be selected as Temporary Members of the Club on such terms as the Committee may think fit provided such persons qualify for membership of the Club

**9. HONORARY MEMBERSHIP**

Persons shall be eligible to be selected as Honorary Members of the Club on such terms as the Committee may think fit

**10. ELECTION TO MEMBERSHIP**

- 10 1 The election of candidates shall be vested in the Committee of the Club which shall be under no obligation to furnish a reason for the non-election of any candidate
- 10 2 A candidate for Full Membership or Sponsored Membership shall send to the Secretary of the Club an application form setting out his or her name, address, present occupation, service appointments and war-time occupations (if any), service number (if applicable) and such other particulars as the Committee may require and containing the signatures of two Members in support as proposer and seconder, both of whom shall be personally acquainted with the candidate and able to vouch for his or her fitness for membership The proposer must be a Full Member The candidate in the application form shall give an undertaking to be bound by the Articles and Bye-laws if elected

10 3 A candidate for Membership under Article 6 3 shall, in addition to the requirements of Article 10 2 submit a full curriculum vitae in which is included details of the candidate's qualification for election by relationship to a Full Member elected under Articles 6 1, 6 2 or 6 3

10 4 Either the proposer or the seconder of a candidate proposed under Article 6 3 must be a person unrelated to that candidate

10 5 Notice of the name of any candidate for admission pursuant to Article 10 together with the name of his or her proposer and seconder shall be posted on the Club notice board for a period of seven days prior to the day when the election of the candidate is to be considered by the Committee

## **11 RESIGNATION OF MEMBERSHIP**

A Member may resign his or her membership at any time by letter addressed to the Secretary A Member shall not be entitled to a refund or allowance of any part of his or her subscription paid or owing for the year in which the resignation takes effect

## **12. PRESIDENT**

The President of the Club shall not be a Committee Member or a Director of the Club and shall be nominated by the Vice-Presidents and the Committee Members and his nomination shall be submitted for confirmation by the Members in General Meeting The President shall hold office for a period of three years. A retired President shall be designated a "Past President of the Club"

## **13. HONORARY TREASURER**

The Members assembled at the annual general meeting of the Club shall elect an Honorary Treasurer for the ensuing year who shall be ex-officio a member of the Committee and a director of the Club An Honorary Treasurer shall be eligible for re-election

## **14. VICE-PRESIDENTS**

A Member may propose to the Committee the name of another Member as a Vice-President of the Club If the Committee supports the Proposal, it shall be put to the Members at a General Meeting for confirmation A Vice-President shall be appointed for life and shall be appointed as a mark of respect and appreciation for past services

to the Club. The number of Vice-Presidents shall be limited at the discretion of the Committee and they shall not be Members of the Committee or Directors of the Club.

**15. COMMITTEE**

15.1 The management of the Club shall be entrusted to a Committee consisting of

15.1.1 the Honorary Treasurer,

15.1.2 nine other Members, not being Overseas Members, who shall be elected at the Annual General Meeting and who shall hold office until they retire pursuant to Article 15.2,

15.1.3 Overseas Members who may be co-opted by the Committee at its second meeting after an annual general meeting. Such co-opted Members shall hold office until the end of the next ensuing annual general meeting and shall be eligible for co-option again, and

15.1.4 one Member who may be co-opted by the Committee at its second meeting after an annual general meeting from the members of the Committee who have retired at such annual general meeting pursuant to Article 15.2. Such co-opted Member to hold office until the end of the next ensuing annual general meeting.

15.2 At the Annual General Meeting, members of the Committee elected pursuant to Article 15.1.2 who have completed three years of service after election shall retire but shall be eligible to seek re-election to the Committee for one further period of two years service at that meeting. Committee Members retiring and not eligible to seek re-election must wait until the following annual general meeting before seeking further election.

15.3 No Member shall be eligible to be a candidate for election to the Committee unless such Member shall immediately prior to being proposed as a candidate for election to the Committee have been a Member of the Club for a continuous period of not less than three years.

15.4 The names of candidates for election to the Committee proposed and seconded by two Members must be notified to the Secretary in writing at least twenty-eight clear days before the annual general meeting for that year. Members shall be notified in accordance with Article 29.1 of the names of candidates seeking election not less



than twenty one days before the annual general meeting In the event of more candidates being nominated than there are vacancies, the election shall be by ballot

**16. CHAIRMAN AND VICE-CHAIRMAN**

The Committee at their first meeting held after the Annual General Meeting shall elect from amongst their number a Chairman and Vice-Chairman for the ensuing year

**17. CASUAL VACANCIES ON COMMITTEE**

Any vacancy occurring in the Committee at any time between annual general meetings may be filled by the Committee from among the Members A Committee Member so appointed shall hold office only until the Annual General Meeting next after the date of his or her appointment but shall be eligible for election to the Committee at that meeting

**18. PROCEEDINGS AND POWERS OF COMMITTEE**

18 1 Subject to the provisions of the Statutes and these Articles and to any directions given by special resolution, the business of the Club shall be managed by the Committee No alteration of these 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 Articles 18 shall not be limited by any special power given to the Committee by the Articles and a meeting of the Committee at which a quorum is present may exercise all powers exercisable by the Committee

18 2 The Committee shall meet at least ten times in each year to examine the accounts and arrange the affairs of the Club Seven days' notice of meetings shall be given to all members of the Committee Additional meetings of the Committee shall be called by the Secretary on the requisition of the Chairman or of any two members of the Committee The quorum for all meetings of the Committee shall be four Committee Members

18 3 Minutes shall be taken of the proceedings of all meetings of the Committee

18 4 All or any of the Committee Members may participate in any meeting of the Committee by means of a conference telephone or any communications equipment which allows all persons participating in the meeting to hear each other A person so participating shall be deemed to be present in person at the meeting and shall be

entitled to vote or be counted in a quorum accordingly. A meeting held in this way shall be deemed to be held at the place from where the Chairman (or in his absence, the Vice-Chairman) participates or at such other place as the Committee Members participating may agree.

- 18.5 A resolution in writing signed by all the Committee Members who are at the relevant time entitled to receive notice of a meeting of the Committee (if that number is sufficient to constitute a quorum) shall be as valid and effectual as a resolution passed at a meeting of the Committee properly called and constituted. The resolution may be contained in one document or in several documents in like form, each signed by one or more of the Committee Members concerned. In this Article references to 'in writing' include the use of electronic communications subject to such terms and conditions as the Committee may decide.
- 18.6 The Committee may from time to time appoint such sub-committees as they may deem necessary or expedient and may depute or refer to them such of the powers and duties of the Committee as the Committee may determine. Such sub-committees shall report their proceedings to the Committee and shall conduct their business in accordance with the directions of the Committee. Each sub-committee shall include at least one member of the Committee.
- 18.7 The Committee may from time to time make, and amend all such Bye-Laws not inconsistent with these Articles as they shall think expedient for the management and well-being of the Club. All Bye-Laws and amendments made by the Committee under this Article shall be binding upon the Members until repealed by the Committee or set aside by a resolution of a General Meeting of the Club. All Bye-Laws and amendments so made shall be exhibited in the Club premises or otherwise made known to members as soon as they are made and shall take effect on such date as the Committee shall specify being not less than two weeks after they are made.
- 18.8 The Committee shall have power to appoint, pay and dismiss a Secretary and such other employees as they deem necessary.
- 18.9 Whenever a Committee Member has an interest in a matter to be discussed at a meeting of the Committee (or a meeting of a sub-committee) the Committee Member concerned must
- 18.9.1 declare his/her interest before discussion begins on the matter,
  - 18.9.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information,

18 9 3 not be counted in the quorum for that part of the meeting, and

18 9 4 withdraw during the vote and have no vote on the matter

**19. SUBSCRIPTIONS AND ENTRANCE FEES**

Every member shall pay such entrance fee (if any) and such annual subscriptions as shall be determined from time to time by the Committee and such subscription shall be due on the first day of October in each year in respect of the year commencing on that date. Each member's annual subscription shall be deemed to be a debt to the Club for the time being. The Committee shall have power to determine different entrance fees and subscriptions for differing classes of Member.

**20. TERMINATION OF MEMBERSHIP**

20 1 The Committee shall have power to expel any Member who shall offend against these Articles, or whose conduct shall in the opinion of the Committee render him or her unfit for membership of the Club. Before any such member is expelled, the Secretary shall give him or her not less than seven days' written notice to attend a meeting of the Committee which notice shall contain particulars of the complaints made against him or her. No Member shall be expelled without first having had an opportunity of appearing before the Committee and answering the complaints made against him or her nor unless at least two-thirds of the Committee then present vote in favour of his or her expulsion.

20 2 If any Member shall be convicted of an indictable offence or shall have a cheque dishonoured or shall be adjudged a bankrupt or make a composition or arrangement which his or her creditors under the provisions of any statute, he or she shall thereupon cease to be a Member of the Club, but the Committee shall have power in their discretion to reinstate him or her without payment of an entrance fee.

20 3 If any Member shall fail to pay his or her subscription within two months after it shall have become due, the Secretary shall send him or her a notice in writing to his or her address in the books of the Club, calling upon him or her to pay the same within two months. Until the subscription has been paid, such member shall not be entitled to use the facilities of the Club. If he or she shall fail to pay his or her subscription, the Committee shall be entitled to terminate his or her membership without further notice and to post his or her name on the Club Notice Board.

## **21. GUESTS**

Subject to the provisions of any Bye-Laws made by the Committee for the time being in force, any Member shall be entitled to introduce guests to the Club premises provided that no-one who has been expelled from the Club shall be knowingly introduced as a guest. The Member introducing a guest shall enter the name of the guest together with his or her own name in a book which shall be kept for that purpose at reception in the Club premises. Guests must be accompanied by a Member who shall be responsible for the behaviour of their guests throughout the period of their visit to the Club.

## **22. GENERAL MEETINGS**

22 1 The annual general meeting of the Club shall be held as soon as conveniently possible after the 30th day of September in each year upon a date and at a time to be fixed by the Committee provided that a period of fifteen months must not elapse between the date of any one annual general meeting and the date of the next annual general meeting. The following business shall be conducted at an annual general meeting

22 1 1 The election of the President if appropriate,

22 1 2 To receive the accounts for the financial year ended on the 30th September prior to the meeting, which accounts shall first have been audited by the Club's Auditors

22 1 3 The election of an Honorary Treasurer,

22 1 4 The appointment of Auditors who shall be a firm of Chartered Accountants,

22 1 5 The election of Members to fill vacancies on the Committee, and

22 1 6 Such other business as shall have been communicated to the Secretary in writing at least twenty-eight clear days before the annual general meeting

22 2 At least twenty one clear days before any annual general meeting the Secretary shall give notice in accordance with Article 29 of such meeting specifying the business to be transacted thereat

22 3 A Special General Meeting may be convened at any time by the Committee or within six weeks on the written requisition of twenty five Members to the Secretary stating the purpose for which such meeting is required

22 4 At least twenty-one clear days before any Special General Meeting, the Secretary shall give notice in accordance with Article 29 of such meeting specifying the business to be transacted thereat

22 5 The business at an annual general meeting shall be limited to that provided by these Articles or in the case of a Special General Meeting to the matters specified in the notice convening the Meeting The quorum at any General Meeting shall be twenty five

22 6 Only members who have been elected pursuant to Articles 10 1 to 10 5 and who have paid their subscriptions up-to-date shall be entitled to attend and vote at General Meetings Every member entitled to vote and be present at any General Meeting and who is present in person or by proxy shall have one vote on each issue

**23. CASTING VOTE**

At all Meetings (in the case of numbers on a division being equal) the Chairman shall have a casting vote in addition to his own vote

**24. PROXY VOTING**

24 1 Proxies may only be validly appointed by an instrument in writing which

24 1 1 states the name and address of the Member appointing the proxy

24 1 2 identifies the member appointed to be that Member's proxy and the General Meeting in relation to which that proxy is appointed

24 1 3 is authenticated by the Member in such manner as the Club may determine

24 1 4 is delivered to the Secretary at the Club premises (or such other place as may be specified for the delivery of proxy votes in the notice convening the General Meeting or other document accompanying it), and

24 1 5 reaches the Secretary not less than 48 hours before the General Meeting to which it relates

24 2 The Club may require proxy notices to be delivered in a particular form and may specify different forms for different purposes

24 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more of the resolutions

24 4 Unless a proxy notice indicates otherwise, it should be treated as

24 4 1 allowing the member appointed under it as a proxy discretion on how to vote on any ancillary or procedural resolution put to the meeting

24 4 2 appointing that member as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself

24 5 An appointment under a proxy notice may be revoked by delivering to the Secretary a notice given by or on behalf of the Member who gave the proxy notice, but such revocation will only take effect if the Secretary receives it before the start of the meeting to which it relates

## **25 BORROWING POWERS**

If at any time the Committee shall pass a resolution authorising the Club to borrow money, the Club shall thereupon be empowered to borrow for the purposes of the Club such amount of money either at one time or from time to time and upon such terms as to security and otherwise as shall be specified in such resolution and the Committee may make all such dispositions of the Club property or any part thereof and enter into such agreements in relation thereto as they deem necessary for the purpose. The total amount of money borrowed by the Club with the approval of the Committee under this Article shall not exceed 20% of the Club's Net Asset Value as at the date of the last audit without the sanction of a resolution of a majority of Members voting at a duly constituted General Meeting of the Club

## **26. CALLS ON MEMBERS**

26 1 If the Committee

26 1 1 Shall be of the opinion and the Auditors of the Club agree with that opinion at any time that the loss for the financial year current at that time will exceed £10,000, or

- 26 1 2 Shall be of the opinion and the Auditors of the Club agree with that opinion that it would be prudent for the financial survival of the Club, then the Committee may make a call under this Article 26
- 26 2 If the Committee shall determine to make a call in the circumstances prescribed in Article 26 1, it shall notify all the Members of the Club of its resolve by posting a notice on the Club Notice Board stating that fact and the circumstances prescribed in Article 26 1 under which the call is made and shall send a written statement to all Members calling for the payment by each of them of the amount of the call
- 26 3 Calls under this Article 26 shall be made equally on all Members and shall be distinguished from calls for payment of subscriptions under these Articles, provided always that no person who has been a member for less than one calendar year shall be liable or called upon to pay a call
- 26 4 The amount of any call under this Article 26 shall be determined by the Committee (upon the advice of the Auditors of the Club) and shall not in any one calendar year exceed a sum equal to 50% of the annual subscription for Members per Member
- 26 5 Only one call under this Article 26 may be made in any one calendar year and calls shall not be made in two consecutive calendar years without the consent of a majority of Members present and voting at a duly constituted General Meeting
- 26 6 Upon a call being made under this Article 26 the amount of such call (as determined by Article 26 4) shall be due twenty-eight days after the date of the sending of the written statement or the posting of a notice on the Club Notice Board (whichever is the later) referred to in Article 26 2 and calls shall thereupon become a debt due to the Club
- 26 7 If any Member shall fail to pay a call within thirty days, Article 20 3 shall apply as if the amount of the call were an unpaid subscription

## **27. INDEMNITY**

- 27 1 To the extent permitted by the Statutes, if any Committee Member shall properly incur any personal liability on behalf of the Club, he or she shall be entitled to be indemnified out of the Club funds but this Article shall not remove any liability which such Committee Member may have under Article 28

27 2 In the professional execution of the affairs or business of the Club, no Committee Member or Officer shall be liable for any loss to the property of the Club arising by reason of any improper investment made in good faith or for the negligence or fraud of any agent employed by him or by any other such Committee Member or Officer although the employment of such agent was not strictly, necessary or expedient or by reason of any mistake or omission made in good faith by any such Committee Member or Officer or by reason of any other matter or thing except wilful and individual wrong doing on the part of the Committee Member or Officer who is sought to be made liable

## **28. WINDING UP**

28 1 If at any General Meeting a resolution for the winding up of the Club shall be passed by a majority of the Members present and such resolution shall at a General Meeting held not less than one month and not more than three months thereafter of which due notice shall have been given be confirmed by a resolution passed by a majority of at least three-quarters of the Members voting thereon, the Committee shall thereupon or at such future date as shall be specified in such resolution proceed to the winding up of the Club as provided by Article 28 2

28 2 Upon the passing of a valid resolution to wind up the Club in accordance with Article 28 1

28 2 1 The Committee shall as soon as shall be practicable sell all the Club's property and apply the proceeds of sale together with any cash in hand towards the settlement of the Club's liabilities (including the reimbursement of the Committee Members and Officers of any sums personally expended or liabilities incurred on the Club's behalf)

28 2 2 If the amount of the total assets of the Club shall exceed the amount of the total liabilities of the Club, the balance remaining after payment of all such liabilities shall be dealt with in the manner provided by the resolution to wind up the Club passed at the Special General Meeting mentioned in Article 28 1, or, if the resolution shall not so provide, such balance shall be divided equally amongst all the persons who were Members of the Club and whose subscriptions were not in arrears at the date of the passing of the resolution for winding up and shall be paid to them as soon as is practicable, provided that if the amount due to each Member shall not exceed one pound, the total balance shall be applied to such other club or organisation (charitable or



otherwise) and in such proportions as the Committee shall in its absolute discretion determine

28 3 Upon the completion of the division and payment of any surplus under Article 28 2 2, the Club shall be dissolved

## **29. NOTICES**

29 1 The Club may validly send or supply any document (including any notice) or information to a Member

29 1 1 by delivering it by hand to the address recorded for the Member,

29 1 2 by sending it by post or courier in an envelope (with postage or delivery paid) to the address recorded for the Member,

29 1 3 by electronic mail to an email address notified by the Member in writing, or

29 1 4 by means of a website the address of which has been notified to the Member in writing, and

29 1 5 by posting such notice or documents on the Club notice board

29 2 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

29 2 1 24 hours after being sent by electronic mail or delivered by hand to the relevant address,

29 2 2 two clear days after being sent by first class post to the relevant address,

29 2 3 three clear days after being sent by second class or overseas post to the relevant address,

29 2 4 on the date on which the notice was posted on a website (or, if later, the date on which the Member was notified of the posting on the website,

29 2 5 on being handed to the Member personally, or, if earlier,

29 2 6 as soon as the Member acknowledges actual receipt

29 3 A technical defect in the giving of notice of which the Committee is unaware at the time does not invalidate decisions taken at a meeting

29 4 Members may validly send any notice or document to the Club

29 4 1 by post to the address specified by the Club for such purposes, or

29 4 2 to any email address specified by the Club for such purposes

### **30. GENERAL**

30 1 The hours each day during which the Club premises is open and the hours during which intoxicating liquors are supplied in the Club premises shall be determined by the Committee. The Committee shall have the power to close the Club premises for cleaning and other purposes for reasonable periods each year.

30 2 Every Member of the Club shall from time to time communicate to the Secretary his or her postal and electronic addresses and all notices posted to such addresses shall be considered as having been duly served on such Member as stipulated in Article 29. Change to these addresses must be notified to the Secretary immediately by the Member.

30 3 The Committee shall be the sole authority for the interpretation of these Articles and the Bye-Laws and the decision of the Committee upon any question of interpretation or upon any matter affecting the Club and not provided for by these Articles or by the Bye-Laws made thereunder shall be final and binding on the Members.

### **31. ADHERENCE TO ARTICLES AND BYE-LAWS**

As the payment of his or her subscription to the Club will entitle a Member to enjoy every benefit of the Club, so it is to be considered as distinctly implying his or her acquiescence to these Articles and the Bye-Laws of the Club, and his or her submission to the restrictions which they enjoy and to the penalties they enact.

### **32. ALTERATION OF ARTICLES**

Save as permitted by the Statutes, no new Articles shall be made, nor shall any Article be altered unless the Committee shall have given their consent in writing to such making or alteration prior to the calling of the General Meeting at which such Articles are to be made or altered nor shall any new Article be made nor any Article altered unless by the sanction of at least three-quarters of the Members (being not less than twenty five) present in person or voting by proxy in relation to the Articles.

NAMES AND ADDRESSES OF SUBSCRIBERS

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**ANTHONY N McCLENAGHAN**

8 Herbert Crescent, Knightsbridge, London, SW1X 0EX

**JOHN ROGER BLUNDELL**

8 Herbert Crescent, Knightsbridge, London, SW1X 0EX

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DATED

APRIL 2014

***Witness to the above signatures-***

*Signature*

*Name*

*Address*

*Occupation*